

FIFTH THIRD BANCORP
Form FWP
February 27, 2008

Filed Pursuant to Rule 433

Dated February 26, 2008

Registration Statement No. 333-141560

\$1,000,000,000 8.25% Subordinated Notes due 2038

Summary of Terms

Issuer	Fifth Third Bancorp
Expected Ratings	A1 / A / A+ / AH (Moody's / S&P / Fitch / DBRS)
	Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to review, revision, suspension, reduction or withdrawal at any time by the assigning rating agency.
Note Type	Subordinated Notes
Trade Date	February 26, 2008
Settlement Date (T+ 5 days)	March 4, 2008
Maturity Date	March 1, 2038
Principal Amount	US\$ 1,000,000,000
Price to Investors	99.748%, plus accrued interest, if any, from March 4, 2008
Underwriters' Commission	0.80%
All-in Price	98.948%, plus accrued interest, if any, from March 4, 2008
Net Proceeds	US\$ 989,480,000
Pricing Benchmark	5% UST due 5/2037
Benchmark Yield	4.648%
Spread to Benchmark	Plus 362.5 basis points
Re-offer Yield	8.273%
Coupon	8.25% per annum
Interest Payment Dates	Semi-annually on each March 1 and September 1 of each year, commencing September 1, 2008 (short first coupon) and ending on the Maturity Date
Day Count Convention	30 / 360
Denominations	Minimum denominations of \$5,000 with increments of \$1,000 thereafter
Bookrunners	Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated
Co-Manager	Fifth Third Securities, Inc.
Billing and Delivery Agent	Goldman, Sachs & Co.
Listing	None
CUSIP	316773CH1

Edgar Filing: FIFTH THIRD BANCORP - Form FWP

Fifth Third Bancorp has filed a registration statement (including a prospectus and preliminary prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should

Edgar Filing: FIFTH THIRD BANCORP - Form FWP

read each of these documents and the other documents the issuer has filed with the SEC and incorporated by reference in such documents for more complete information about Fifth Third Bancorp and this offering. You may get these documents for free by visiting SEC Web site at www.sec.gov. Alternatively, Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Morgan Stanley & Co. Incorporated will arrange to send you these documents if you call Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037, Goldman, Sachs & Co. toll-free at 1-866-471-2526, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-866-500-5408 or Morgan Stanley & Co. Incorporated toll-free at 1-866-718-1649.