

FIFTH THIRD BANCORP  
Form 8-K  
August 02, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): August 2, 2011**

**(Exact Name of Registrant as Specified in Its Charter)**

**OHIO**

**(State or Other Jurisdiction of Incorporation)**

**001-33653**  
**(Commission)**

**31-0854434**  
**(IRS Employer)**

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File Number)

Identification No.)

**Fifth Third Center**

**38 Fountain Square Plaza, Cincinnati, Ohio**  
(Address of Principal Executive Offices)

**45263**  
(Zip Code)

**(800) 972-3030**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events**

Fifth Third Bancorp (the Company) has submitted redemption notices to the trustee to redeem the trust preferred securities related to each trust listed below, which will result in the redemption of the securities identified below on the date specified for each security. The First National Bankshares Statutory Trust II securities have been callable at any time on or after June 17, 2009, and the R&G Capital Trust IV, LLT securities have been callable at any time on or after September 17, 2008. As previously announced by the Company on March 18, 2011, the Federal Reserve Board did not object to the potential redemption of certain such securities as proposed potential capital actions in the Company's capital plan submitted under the Federal Reserve's Comprehensive Capital Analysis and Review. The redemptions will be funded with excess cash currently available to the Company.

| Trust  | Security               | Principal Amount | Redemption date |
|--|------------------------|------------------|-----------------|
| First National Bankshares Statutory Trust II | Floating Rate Security | \$ 25,000,000    | 9/19/2011       |
| R&G Capital Trust IV, LLT                    | Floating Rate Security | \$ 15,000,000    | 9/19/2011       |

On August 2, 2011 Fifth Third Bancorp issued a press release announcing actions with regard to certain trust preferred securities.

A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

Exhibit 99.1 Press Release dated August 2, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

August 2, 2011

**FIFTH THIRD BANCORP**  
(Registrant)

/s/ Daniel T. Poston  
Daniel T. Poston  
Executive Vice President and  
Chief Financial Officer