

FIFTH THIRD BANCORP
Form 424B3
April 28, 2008
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The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state or other jurisdiction where the offer or sale is not permitted.

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Subject to Completion, dated April 28, 2008

PROSPECTUS SUPPLEMENT

to Prospectus dated April 28, 2008.

Fifth Third Capital Trust VII
Trust Preferred Securities
% Trust Preferred Securities

(liquidation amount \$25 per security)

fully and unconditionally guaranteed, on a subordinated basis, as described herein, by

Fifth Third Bancorp

Fifth Third Capital Trust VII, a Delaware statutory trust, which we refer to as the Trust, will issue the Trust Preferred Securities. Each Trust Preferred Security represents an undivided beneficial interest in the Trust. The only assets of the Trust will be the % Junior Subordinated Notes due 2068 issued by Fifth Third Bancorp, which we refer to as the JSNs. The JSNs will mature on May 15, 2068. The Trust will pay distributions on the Trust Preferred Securities only from the proceeds, if any, of interest payments on the JSNs.

The JSNs will bear interest on their principal amount from the date they are issued until their repayment or earlier redemption at the annual rate of (i) % from and including May , 2008 to but excluding May 15, 2058 and (ii) three-month LIBOR plus % thereafter. Fifth Third will pay interest quarterly in arrears on February 15, May 15, August 15 and November 15 of each year, beginning on August 15, 2008. Fifth Third has the right, on one or more occasions, to defer the payment of interest on the JSNs for one or more consecutive interest periods that do not exceed five years or, if earlier, until the first interest payment date on which it pays current interest without being subject to its obligations under the alternative payment mechanism described in this prospectus supplement and for one or more consecutive interest periods that do not exceed 10 years without giving rise to an event of default. In the event of Fifth Third's bankruptcy, holders of the JSNs will have a limited claim for deferred interest.

At Fifth Third's option, the Trust Preferred Securities may be redeemed (i) at 100% of their liquidation amount on or after May 15, 2013 or after the occurrence of a tax event, capital treatment event, or investment company event, as described herein, or (ii) at a make-whole redemption price after the occurrence of a rating agency event, as described herein, in each case plus accrued and unpaid distributions through the date of redemption.

The JSNs will be subordinated upon Fifth Third's liquidation to all of its existing and future senior debt other than trade accounts payable and any debt that by its terms does not rank senior to the JSNs upon Fifth Third's liquidation, but will rank equally upon Fifth Third's liquidation with its 6.50% Junior Subordinated Notes due 2067 held by Fifth Third Capital Trust IV, its 7.25% Junior Subordinated Notes due 2067 held by Fifth Third Capital Trust V, its 7.25% Junior Subordinated Notes due 2067 held by Fifth Third Capital Trust VI and Fifth Third's guarantee of the trust preferred securities issued by each of those trusts and will be effectively subordinated to all liabilities of its subsidiaries. As a result, the Trust Preferred Securities also will be effectively subordinated to the same debt and liabilities. Fifth Third will guarantee the Trust Preferred Securities on a subordinated basis to the extent described in this

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prospectus supplement.

The Trust will apply to have the Trust Preferred Securities listed on the New York Stock Exchange under the symbol *FTB Pr C*. If approved for listing, trading is expected to commence within 30 days after the Trust Preferred Securities are first issued.

See Risk Factors beginning on page S-8 of this prospectus supplement to read about important factors you should consider before buying the Trust Preferred Securities.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The Trust Preferred Securities and the JSNs are not savings or deposit accounts or other obligations of any bank and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

	<i>Per Trust Preferred Security</i>	<i>Total</i>
Initial public offering price (1)	\$	\$
Underwriting discount	(2)	(2)
Proceeds, before expenses, to Fifth Third Bancorp	\$	\$

- (1) Plus accrued distributions, if any, on the Trust Preferred Securities from May , 2008 to the date of delivery.
- (2) In view of the fact that the proceeds of the sale of the Trust Preferred Securities will be invested in the JSNs, Fifth Third has agreed to pay the underwriters, as compensation for arranging the investment therein of such proceeds, a total of \$ at \$ per Trust Preferred Security; provided, however, that for sales to certain institutions, the amount will be \$ per Trust Preferred Security. See Underwriting.

To the extent that the underwriters sell more than Trust Preferred Securities, the underwriters have the option to purchase up to an additional Trust Preferred Securities from Fifth Third Capital Trust VII at the initial public offering price within 30 days of the date of this prospectus supplement and receive from Fifth Third \$ per Trust Preferred Security (or, for sales to certain institutions, \$ per Trust Preferred Security) as compensation for arranging the investment of the proceeds of such sale in JSNs.

The underwriters expect to deliver the Trust Preferred Securities in book-entry form only through the facilities of The Depository Trust Company against payment in New York, New York on May , 2008.

Book-Running Managers

Sole Structuring Coordinator

Morgan Stanley Citi Merrill Lynch & Co. UBS Investment Bank Wachovia Securities
Co-Managers

Banc of America Securities LLC Barclays Capital Credit Suisse Fifth Third Securities, Inc.

Prospectus Supplement dated April , 2008.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is the prospectus supplement, which describes the specific terms of this offering. The second part is the prospectus, which describes more general information, some of which may not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus, together with additional information described under the heading *Where You Can Find More Information* in the accompanying prospectus.

Unless otherwise mentioned or unless the context requires otherwise, all references in this prospectus supplement to *Fifth Third Bancorp*, *Fifth Third*, *Third*, *we*, *us*, *our* or similar references mean Fifth Third Bancorp and its subsidiaries, and references to the *Trust* mean Fifth Third Capital Trust VII.

If the information set forth in this prospectus supplement differs in any way from the information set forth in the accompanying prospectus, you should rely on the information set forth in this prospectus supplement.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. This prospectus supplement may be used only for the purpose for which it has been prepared. No one is authorized to give information other than that contained in this prospectus supplement and in the documents referred to in this prospectus supplement and which are made available to the public. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it.

We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information appearing in this prospectus supplement, the accompanying prospectus or any document incorporated by reference is accurate as of any date other than the date of the applicable document. Our business, financial condition, results of operations and prospects may have changed since that date. Neither this prospectus supplement nor the accompanying prospectus constitutes an offer, or an invitation on our behalf or on behalf of the underwriters, to subscribe for and purchase, any of the securities and may not be used for or in connection with an offer or solicitation by anyone, in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation.

This prospectus supplement and the accompanying prospectus have been prepared on the basis that any offer of Trust Preferred Securities in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a *Relevant Member State*) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of Trust Preferred Securities. Accordingly, any person making or intending to make an offer in that Relevant Member State of Trust Preferred Securities which are subject to the offering contemplated in this prospectus supplement and the accompanying prospectus may only do so in circumstances in which no obligation arises for Fifth Third, the Trust or any of the underwriters to publish a prospectus pursuant to Article 3 of the Prospectus Directive in relation to such offer. Neither Fifth Third, nor the Trust, nor the underwriters have authorized, nor do they authorize, the making of any offer of Trust Preferred Securities in circumstances in which an obligation arises for Fifth Third, the Trust or the underwriters to publish a prospectus for such offer.

The Trust Preferred Securities may constitute interests in an unregulated collective investment scheme as defined in the United Kingdom Financial Services and Markets Act 2000 (the *FSMA*). Accordingly, in the United Kingdom this prospectus supplement and the accompanying prospectus are only being distributed to, and are only directed at (a) investment professionals falling within both Article 14(5) of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (as amended) (the *CIS Promotion Order*) and Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion)

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Order 2005 (as amended) (the *General Promotion Order*) who have professional experience of participating in unregulated collective investment schemes and of matters relating to investments and (b) high net worth companies and other persons falling within both Article 22(2)(a) to (d) of the CIS Promotion Order and Article 49(2)(a) to (d) of the General Promotion Order (all such persons together being referred to as relevant persons). Any person in the United Kingdom that is not a relevant person should not act or rely on this prospectus supplement, the accompanying prospectus or any of their contents. Any investment or investment activity to which this prospectus supplement and accompanying prospectus relate is available in the United Kingdom only to relevant persons, and will be engaged in only with such persons.

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FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus contain or incorporate statements that we believe are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Rule 175 promulgated thereunder, and Section 21E of the Securities Exchange Act of 1934, as amended, and Rule 3b-6 promulgated thereunder. These statements relate to our financial condition, results of operations, plans, objectives, future performance or business. They usually can be identified by the use of forward-looking language such as will likely result, may, are expected to, is anticipated, estimate, forecast, projected, intends to, or may include other similar words or phrases such as believes, plans, trend, objective, continue, remain, or similar expressions, or future or conditional verbs such as will, would, could, might, can, or similar verbs. You should not place undue reliance on these statements, as they are subject to risks and uncertainties, including but not limited to those described in this prospectus supplement, the accompanying prospectus or the documents incorporated by reference, including the risk factors set forth in our most recent Annual Report on Form 10-K. When considering these forward-looking statements, you should keep in mind these risks and uncertainties, as well as any cautionary statements we may make. Moreover, you should treat these statements as speaking only as of the date they are made and based only on information then actually known to us.

There are a number of important factors that could cause future results to differ materially from historical performance and these forward-looking statements. Factors that might cause such a difference include, but are not limited to: (1) general economic conditions and weakening in the economy, specifically, the real estate market, either national or in the states in which Fifth Third, one or more acquired entities and/or the combined company do business, are less favorable than expected; (2) deteriorating credit quality; (3) political developments, wars or other hostilities may disrupt or increase volatility in securities markets or other economic conditions; (4) changes in the interest rate environment reduce interest margins; (5) prepayment speeds, loan origination and sale volumes, charge-offs and loan loss provisions; (6) our ability to maintain required capital levels and adequate sources of funding and liquidity; (7) changes and trends in capital markets; (8) competitive pressures among depository institutions increase significantly; (9) effects of critical accounting policies and judgments; (10) changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board or other regulatory agencies; (11) legislative or regulatory changes or actions, or significant litigation, adversely affect Fifth Third, one or more acquired entities and/or the combined company or the businesses in which Fifth Third, one or more acquired entities and/or the combined company are engaged; (12) ability to maintain favorable ratings from rating agencies; (13) fluctuation of Fifth Third's stock price; (14) ability to attract and retain key personnel; (15) ability to receive dividends from its subsidiaries; (16) the potentially dilutive effect of future acquisitions on current shareholders' ownership of Fifth Third; (17) effects of accounting or financial results of one or more acquired entities; (18) difficulties in combining the operations of acquired entities; (19) ability to secure confidential information through the use of computer systems and telecommunications networks; and (20) the impact of reputational risk created by these developments on such matters as business generation and retention, funding and liquidity.

You should refer to our periodic and current reports filed with the Securities and Exchange Commission, or *SEC*, for further information on other factors which could cause actual results to be significantly different from those expressed or implied by these forward-looking statements. See *Where You Can Find More Information* in the accompanying prospectus.

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SUMMARY INFORMATION

This summary highlights information contained elsewhere, or incorporated by reference, in this prospectus supplement. As a result, it does not contain all of the information that may be important to you or that you should consider before investing in the Trust Preferred Securities or the JSNs. You should read this entire prospectus supplement and accompanying prospectus, including the Risk Factors section and the documents incorporated by reference, which are described under Where You Can Find More Information in the accompanying prospectus.

Fifth Third Bancorp

Fifth Third Bancorp is an Ohio corporation and a diversified financial services company headquartered in Cincinnati, Ohio. At March 31, 2008, Fifth Third operated 18 affiliates with 1,232 full-service Banking Centers including 107 Bank Mart® locations open seven days a week inside select grocery stores and 2,221 ATMs in Ohio, Kentucky, Indiana, Michigan, Illinois, Florida, Tennessee, West Virginia, Pennsylvania, Missouri and Georgia. Fifth Third reports on five business segments: Commercial Banking, Branch Banking, Consumer Lending, Investment Advisors and Fifth Third Processing Solutions.

At December 31, 2007, Fifth Third had consolidated total assets of \$111.0 billion, consolidated total deposits of \$75.4 billion and consolidated shareholders' equity of \$9.2 billion. For a discussion of recent developments in our business, see Fifth Third Bancorp Recent Developments.

Fifth Third's principal executive office is: Fifth Third Bancorp, 38 Fountain Square Plaza, Cincinnati, Ohio 45263, telephone number: (513) 534-5300.

Concurrent Offering

On April 23, 2008, Fifth Third Bancorp offered \$750,000,000 of its 6.25% Senior Notes due 2013 (the Senior Notes). The Senior Notes offering is expected to close on April 30, 2008. The closing of this offering is not contingent upon the closing of the concurrent Senior Notes offering.

Fifth Third Capital Trust VII

The Trust is a statutory trust formed under Delaware law pursuant to a Declaration of Trust signed by Fifth Third, as sponsor of the Trust, and the Delaware trustee and the filing of a Certificate of Trust with the Delaware Secretary of State on March 10, 2008. The Declaration of Trust will be amended and restated before the issuance of the Trust Preferred Securities. The Trust exists for the exclusive purposes of:

issuing the Trust Preferred Securities and common securities representing undivided beneficial interests in the Trust;

investing the gross proceeds of the Trust Preferred Securities and the common securities in the JSNs; and

engaging in only those activities convenient, necessary or incidental thereto.

The Trust's business and affairs will be conducted by its trustees, each appointed by Fifth Third as sponsor of the Trust. The trustees will be Wilmington Trust Company, as the *property trustee* and the *Delaware trustee*, and two or more individual trustees, or *administrative trustees*, who are employees or officers of or affiliated with Fifth Third.

The principal executive office of the Trust is Fifth Third Center, 38 Fountain Square Plaza, Cincinnati, Ohio 45263, telephone number: (513) 534-5300.

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The Trust Preferred Securities

Each Trust Preferred Security represents an undivided beneficial interest in the Trust.

The Trust will sell the Trust Preferred Securities to the public and its common securities to Fifth Third. The Trust will use the proceeds from those sales to purchase \$ aggregate principal amount of % Junior Subordinated Notes due 2068 of Fifth Third, which we refer to in this prospectus supplement as the *JSNs*. Fifth Third will pay interest on the JSNs at the same rate and on the same dates as the Trust makes payments on the Trust Preferred Securities. The Trust will use the payments it receives on the JSNs to make the corresponding payments on the Trust Preferred Securities.

The underwriters have the option to purchase up to an additional Trust Preferred Securities, or \$ in the aggregate. The Trust will use the proceeds from those additional Trust Preferred Securities to purchase an additional corresponding amount of JSNs.

Distributions

If you purchase Trust Preferred Securities, you will be entitled to receive periodic distributions on the stated liquidation amount of \$25 per Trust Preferred Security (the *liquidation amount*) on the same payment dates and in the same amounts as Fifth Third pays interest to the Trust on a principal amount of JSNs equal to the liquidation amount of such Trust Preferred Security. Distributions will accumulate from May , 2008. The Trust will make distribution payments on the Trust Preferred Securities quarterly in arrears on February 15, May 15, August 15 and November 15 of each year, beginning on August 15, 2008.

In the event any distribution date prior to the regularly scheduled distribution date in May 2058 is not a business day, the interest payment made on the following business day shall be made without adjustment. If a distribution date on or after May 15, 2058 is not a business day, the distribution date will be postponed to the following business day. If Fifth Third defers payment of interest on the JSNs, distributions by the Trust on the Trust Preferred Securities will also be deferred.

Deferral of Distributions

Fifth Third has the right, on one or more occasions, to defer the payment of interest on the JSNs for one or more consecutive interest periods not exceeding five years without being subject to its obligations described under Description of the Junior Subordinated Notes Alternative Payment Mechanism, and for one or more consecutive interest periods not exceeding 10 years without giving rise to an event of default under the terms of the JSNs or the Trust Preferred Securities. However, no interest deferral may extend beyond the redemption of the JSNs or the final repayment date. Interest on the JSNs will continue to accrue during deferral periods and, as a result, distributions on the Trust Preferred Securities will continue to accumulate at the interest rate on the JSNs, compounded on each distribution date.

If Fifth Third exercises its right to defer interest payments on the JSNs, the Trust will also defer paying a corresponding amount of distributions on the Trust Preferred Securities during that deferral period.

During any deferral period, neither Fifth Third nor the Trust will generally be permitted to make any payments of deferred interest or distributions from any source other than eligible proceeds, as defined under Description of the Junior Subordinated Notes Alternative Payment Mechanism, or required to make any interest or distribution payments other than pursuant to the alternative payment mechanism.

Following the earlier of (i) the fifth anniversary of the commencement of a deferral period or (ii) a payment of current interest on the JSNs, Fifth Third will be required, with certain exceptions, to pay deferred interest

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pursuant to the alternative payment mechanism described under *Description of the Junior Subordinated Notes Alternative Payment Mechanism*. At any time during a deferral period, Fifth Third may not pay deferred interest on the JSNs except pursuant to the alternative payment mechanism, subject to limited exceptions. However, it may pay current interest on any interest payment date out of any source of funds free of the limitations of the alternative payment mechanism, even if that interest payment date is during a deferral period.

If Fifth Third defers payments of interest on the JSNs, the JSNs will be treated as being issued with original issue discount for United States federal income tax purposes. This means that you must include interest income with respect to the deferred distributions on your Trust Preferred Securities in gross income for United States federal income tax purposes, prior to receiving any cash distributions. See *Certain United States Federal Income Tax Consequences Interest Income and Original Issue Discount*.

Redemption of Trust Preferred Securities

The Trust will use the proceeds of any repayment or redemption of the JSNs to redeem, on a proportionate basis, an equal amount of Trust Preferred Securities and common securities.

For a description of Fifth Third's rights to redeem the JSNs, see *Description of the Junior Subordinated Notes Redemption*.

Under the current rules of the Board of Governors of the Federal Reserve System (referred to collectively with the Federal Reserve Bank of Cleveland, Ohio, or any successor federal bank regulatory agency having primary jurisdiction over Fifth Third, as the *Federal Reserve*), Federal Reserve approval is generally required for the early redemption of preferred stock or trust preferred securities included in regulatory capital. Accordingly, Federal Reserve approval would generally be required for the redemption of the JSNs.

Fifth Third understands that the factors that the Federal Reserve will consider in evaluating a proposed redemption, or a request that we be permitted to redeem the JSNs without replacing the Trust Preferred Securities with Tier 1 capital that is not a restricted core capital element, include its evaluation of the overall level and quality of Fifth Third's capital components, considered in light of its risk exposures, earnings and growth strategy, and other supervisory considerations.

Liquidation of the Trust and Distribution of JSNs to Holders

Fifth Third may elect to dissolve the Trust at any time and, after satisfaction of the Trust's liabilities, to cause the property trustee to distribute the JSNs to the holders of the Trust Preferred Securities and common securities. However, if then required under the risk-based capital guidelines or policies of the Federal Reserve applicable to bank holding companies, it must obtain the approval of the Federal Reserve prior to making that election.

Further Issues

The Trust has the right to issue additional Trust Preferred Securities of this series in the future, subject to the conditions described under *Description of the Trust Preferred Securities Further Issues*. Any such additional Trust Preferred Securities will have the same terms as the Trust Preferred Securities being offered by this prospectus supplement but may be offered at a different offering price and accrue distributions from a different date than the Trust Preferred Securities being offered hereby, provided that the total liquidation amount of Trust Preferred Securities outstanding may not exceed \$. If issued, any such additional Trust Preferred Securities will become part of the same series as the Trust Preferred Securities being offered hereby to the extent such securities bear the same CUSIP number unless such additional securities would not be treated as fungible with the previously issued and outstanding Trust Preferred Securities for U.S. Federal income tax purposes.

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Book-Entry

The Trust Preferred Securities will be represented by one or more global securities registered in the name of and deposited with The Depository Trust Company (*DTC*) or its nominee. This means that you will not receive a certificate for your Trust Preferred Securities and Trust Preferred Securities will not be registered in your name, except under certain limited circumstances described in *Book-Entry System*.

Listing

The Trust will apply to list the Trust Preferred Securities on the New York Stock Exchange. Trading in the Trust Preferred Securities is expected to commence within 30 days after they are first issued.

The JSNs

Maturity

The JSNs will mature on May 15, 2068.

Interest

The JSNs will bear interest:

at the annual rate of % from and including May , 2008 to but excluding May 15, 2058; and

at an annual rate equal to three-month LIBOR plus % from and including May 15, 2058, payable quarterly in arrears on February 15, May 15, August 15 and November 15 of each year, beginning on August 15, 2008.

In the event any interest payment date prior to the regularly scheduled interest payment date in May 2058 is not a business day, the interest payment made on the following business day shall be made without adjustment. If an interest payment date on or after May 15, 2058 is not a business day, the interest payment date will be postponed to the following business day.

Subordination

The JSNs will be unsecured and will be deeply subordinated upon Fifth Third's liquidation, including to all of its existing and future senior debt, but will rank equally upon liquidation with its 6.50% Junior Subordinated Notes due 2067 held by Fifth Third Capital Trust IV, its 7.25% Junior Subordinated Notes due 2067 held by Fifth Third Capital Trust V, its 7.25% Junior Subordinated Notes due 2067 held by Fifth Third Capital Trust VI and Fifth Third's guarantees of the trust preferred securities issued by such trusts (collectively, the *existing parity obligations*), and will be effectively subordinated to all liabilities of its subsidiaries. Substantially all of Fifth Third's existing indebtedness is senior debt. At December 31, 2007, Fifth Third's indebtedness for money borrowed ranking senior to the JSNs upon liquidation, on a consolidated basis, was approximately \$22.1 billion and its subsidiaries' direct borrowings and deposit liabilities that would effectively rank senior to the JSNs was approximately \$92.3 billion. See *Description of the Junior Subordinated Notes Subordination* for the definition of *senior debt*.

Certain Payment Restrictions Applicable to Fifth Third

During any deferral period or period in which Fifth Third has given notice of its election to defer interest payments on the JSNs but the related deferral period has not yet commenced, Fifth Third generally may not make

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payments on or redeem or repurchase its capital stock or its debt securities or guarantees ranking *pari passu* with or junior to the JSNs, subject to the exceptions described under Description of the Junior Subordinated Notes Dividend and Other Payment Stoppages during Interest Deferral and under Certain Other Circumstances. In addition, if any deferral period lasts longer than one year, Fifth Third generally may not be permitted to repurchase or acquire any of its securities ranking junior to or *pari passu* with any qualifying APM securities the proceeds of which were used to settle deferred interest during the relevant deferral period until the first anniversary of the date on which all deferred interest has been paid.

The terms of the JSNs permit Fifth Third to make any payment of current or deferred interest on its debt securities or guarantees that rank on a parity with the JSNs upon its liquidation (*parity securities*) so long as the payment is made *pro rata* to the amounts due on parity securities (including the JSNs), subject to the limitations described in the last paragraph under Description of the Junior Subordinated Notes Alternative Payment Mechanism to the extent that they apply, and any payment of deferred interest on parity securities that, if not made, would cause it to breach the terms of the instrument governing such parity securities, and to make any payment of principal on parity securities so as to avoid a breach of the instrument governing the same.

Redemption of JSNs

Fifth Third may redeem any or all of the JSNs at any time on or after May 15, 2013 at 100% of the principal amount to be redeemed, plus accrued and unpaid interest through the date of redemption. In addition, Fifth Third may elect to redeem all, but not less than all, of the JSNs at any time prior to May 15, 2013 at (i) 100% of their principal amount if certain changes occur relating to the capital treatment of the Trust Preferred Securities, investment company laws or tax laws or (ii) a make-whole redemption price if certain changes occur relating to the rating agency treatment of the Trust Preferred Securities, in each case plus accrued and unpaid interest through the date of redemption. For a description of the changes that would permit a redemption of the JSNs prior to May 15, 2013 and the make-whole redemption price, see Description of the Junior Subordinated Notes Redemption.

Under the current risk-based capital adequacy guidelines of the Federal Reserve applicable to bank holding companies, Federal Reserve approval is generally required for the early redemption of preferred stock or trust preferred securities included in regulatory capital. Accordingly, Federal Reserve approval would generally be required for the redemption of the JSNs.

Fifth Third understands that the factors that the Federal Reserve will consider in evaluating a proposed redemption, or a request that we be permitted to redeem the JSNs without replacing the Trust Preferred Securities with Tier 1 capital that is not a restricted core capital element, include its evaluation of the overall level and quality of Fifth Third's capital components, considered in light of its risk exposures, earnings and growth strategy, and other supervisory considerations.

Events of Default

The following events are *events of default* with respect to the JSNs:

default in the payment of interest, including compounded interest, in full on any JSN for a period of 30 days after the conclusion of a 10-year period following the commencement of any deferral period;

bankruptcy of Fifth Third (not including any of its subsidiaries); or

receivership of a major subsidiary depository institution of Fifth Third within the meaning of the Federal Reserve's risk-based capital guidelines applicable to bank holding companies. As of the date of this prospectus supplement, Fifth Third Bank and Fifth Third Bank (Michigan) are Fifth Third's only major subsidiary depository institutions.

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If an event of default under the indenture occurs and continues, the indenture trustee or the holders of at least 25% in aggregate principal amount of the outstanding JSNs may declare the entire principal and all accrued but unpaid interest of all JSNs to be due and payable immediately. If the indenture trustee or the holders of JSNs do not make such declaration and the JSNs are beneficially owned by the Trust or a trustee of the Trust, the property trustee or the holders of at least 25% in aggregate liquidation amount of the Trust Preferred Securities shall have such right. The property trustee may annul the declaration and waive the default, provided all defaults have been cured and all payment obligations have been made current. Should the property trustee fail to annul the declaration and waive the default, the holders of a majority in aggregate liquidation amount of the Trust Preferred Securities have the right to do so.

Tax Treatment

In connection with the issuance of the JSNs, Alston & Bird LLP, Fifth Third's special tax counsel, has advised us that, under current law and assuming full compliance with the terms of the indenture and other relevant documents, and based on the representations, facts and assumptions set forth in its opinion, although the matter is not free from doubt, the JSNs will be characterized as indebtedness for United States federal income tax purposes. The Trust Preferred Securities are novel financial instruments, and there is no statutory, judicial or administrative authority that directly addresses the United States federal income tax treatment of securities similar to the Trust Preferred Securities. Thus, no assurance can be given that the Internal Revenue Service or a court will agree with this characterization. By purchasing the Trust Preferred Securities, each holder of the Trust Preferred Securities agrees, and Fifth Third and the Trust agree, to treat the JSNs as indebtedness for all United States federal income tax purposes. See Certain United States Federal Income Tax Consequences.

Guarantee by Fifth Third

Fifth Third will fully and unconditionally guarantee payment of amounts due under the Trust Preferred Securities on a subordinated basis and only to the extent the Trust has funds available for payment of those amounts. We refer to this obligation as the *guarantee*. The guarantee does not cover payments if the Trust does not have sufficient funds to make the distribution payments, including, for example, if Fifth Third has failed to pay to the Trust amounts due under the JSNs or if it elects to defer payment of interest under the JSNs.

As issuer of the JSNs, Fifth Third is also obligated to pay the expenses and other obligations of the Trust, other than its obligations to make payments on the Trust Preferred Securities.

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The following is selected consolidated financial data of Fifth Third for the years ended December 31, 2007, 2006 and 2005.

The selected consolidated financial data for each of the years ended December 31, 2007, 2006 and 2005 are derived from Fifth Third's audited consolidated financial statements. The summary below should be read in conjunction with Fifth Third's audited consolidated financial statements, and the related notes thereto, and the other detailed information included in Fifth Third's Annual Report on Form 10-K for the year ended December 31, 2007.

<i>(In millions, except per share data)</i>	Year Ended December 31,		
	2007	2006	2005
CONSOLIDATED CONDENSED SUMMARIES OF INCOME			
Total interest income	\$ 6,027	\$ 5,955	\$ 4,995
Total interest expense	3,018	3,082	2,030
Net interest income	3,009	2,873	2,965
Provision for loan and lease losses	628	343	330
Net interest income after provision for loan and lease losses	2,381	2,530	2,635
Total noninterest income	2,467	2,012	2,374
Total noninterest expense	3,311	2,915	2,801
Applicable income taxes	461	443	659
Cumulative effect of change in accounting principle, net of tax		4	
Net income	\$ 1,076	\$ 1,188	\$ 1,549
PER COMMON SHARE DATA			
Earnings per share, basic	\$ 2.00	\$ 2.14	\$ 2.79
Earnings per share, diluted	1.99	2.13	2.77
Cash dividends declared	1.70	1.58	1.46
Average number of shares outstanding (in thousands)	537,670	554,983	554,411
Average number of shares outstanding, diluted	540,118	557,494	558,443
CONSOLIDATED CONDENSED PERIOD-END BALANCE SHEETS			
ASSETS			
Cash and due from banks	\$ 2,660	\$ 2,706	\$ 3,070
Securities	11,203	11,596	22,430
Other short-term investments	620	840	166
Loans held for sale	4,329	1,150	1,304
Total portfolio loans and leases	80,253	74,353	69,925
Allowance for loans and lease losses	(937)	(771)	(744)
Other assets	12,834	10,795	9,074
Total assets	\$ 110,962	\$ 100,669	\$ 105,225
LIABILITIES AND SHAREHOLDERS' EQUITY			
Total deposits	\$ 75,445	\$ 69,380	\$ 67,434
Federal funds purchased	4,427	1,421	5,323
Short-term bank notes			
Other short-term borrowings	4,747	2,796	4,246
Accrued taxes, interest and expenses	2,427	2,283	2,142
Other liabilities	1,898	2,209	1,407
Long-term debt	12,857	12,558	15,227

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Total liabilities	101,801	90,647	95,779
Total shareholders' equity	9,161	10,022	9,446
Total liabilities and shareholders' equity	\$ 110,962	\$ 100,669	\$ 105,225

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RISK FACTORS

An investment in the Trust Preferred Securities is subject to the risks described below. You should carefully review the following risk factors and other information contained in this prospectus supplement, in documents incorporated by reference in this prospectus supplement and in the accompanying prospectus before deciding whether this investment is suited to your particular circumstances. In addition, because each Trust Preferred Security sold in the offering will represent a beneficial interest in the Trust, which will own our JSNs, you are also making an investment decision with regard to the JSNs, as well as our guarantee of the Trust's obligations. You should carefully review all the information in this prospectus supplement about all of these securities.

Risks Related to the Trust Preferred Securities

The indenture does not limit the amount of indebtedness for money borrowed Fifth Third may issue that ranks senior to the JSNs upon its liquidation or in right of payment as to principal or interest.

The JSNs will be subordinate and junior upon Fifth Third's liquidation to its obligations under all of its indebtedness for money borrowed that is not by its terms made *pari passu* with or junior to the JSNs upon liquidation. At December 31, 2007, Fifth Third's indebtedness for money borrowed ranking senior to the JSNs on liquidation, on a parent-only basis, was approximately \$3.0 billion. The JSNs will rank *pari passu* with the existing parity obligations.

Parity securities means debt securities or guarantees that rank on a parity with the JSNs upon Fifth Third's liquidation and include the existing parity obligations. Fifth Third may issue parity securities as to which it is required to make payments of interest during a deferral period on the JSNs that, if not made, would cause it to breach the terms of the instrument governing such parity securities. The terms of the JSNs permit Fifth Third to make any payment of deferred interest on parity securities that, if not made, would cause it to breach the terms of the instrument governing such parity securities. They also permit Fifth Third to make any payment of current or deferred interest on parity securities and on the JSNs during a deferral period that is made *pro rata* to the amounts due on such parity securities and the JSNs, subject to the limitations described in the last paragraph under "Description of the Junior Subordinated Notes - Alternative Payment Mechanism" to the extent that they apply, and to make any payment of principal on parity securities that, if not made, would cause us to breach the terms of the instrument governing such parity securities.

The JSNs beneficially owned by the Trust will be effectively subordinated to the obligations of Fifth Third's subsidiaries.

Fifth Third receives a significant portion of its revenue from dividends from its subsidiaries. Because it is a holding company, its right to participate in any distribution of the assets of its banking or nonbanking subsidiaries, upon a subsidiary's dissolution, winding-up, liquidation or reorganization or otherwise, and thus your ability to benefit indirectly from such distribution, is subject to the prior claims of creditors of any such subsidiary, except to the extent that Fifth Third may be a creditor of that subsidiary and its claims are recognized. There are also legal limitations on the extent to which some of its subsidiaries may extend credit, pay dividends or otherwise supply funds to, or engage in transactions with, it or some of its other subsidiaries. Fifth Third's subsidiaries are separate and distinct legal entities and have no obligation, contingent or otherwise, to pay amounts due under Fifth Third's contracts or otherwise to make any funds available to it. Accordingly, the payments on the JSNs, and therefore the Trust Preferred Securities, effectively will be subordinated to all existing and future liabilities of Fifth Third's subsidiaries. At December 31, 2007, Fifth Third's subsidiaries' direct borrowings and deposit liabilities were approximately \$92.3 billion.

Fifth Third's ability to make distributions on or redeem the Trust Preferred Securities is restricted.

Federal banking authorities will have the right to examine the Trust and its activities because it is Fifth Third's subsidiary. Under certain circumstances, including any determination that Fifth Third's relationship to the Trust

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would result in an unsafe and unsound banking practice, these banking authorities have the authority to issue orders that could restrict the Trust's ability to make distributions on or to redeem the Trust Preferred Securities.

Fifth Third guarantees distributions on the Trust Preferred Securities only if the Trust has cash available.

If you hold any of the Trust Preferred Securities, Fifth Third will guarantee, on an unsecured and junior subordinated basis, the payment of the following:

any accumulated and unpaid distributions required to be paid on the Trust Preferred Securities, to the extent the Trust has funds available to make the payment;

the redemption price for any Trust Preferred Securities called for redemption, to the extent the Trust has funds available to make the payment; and

upon a voluntary or involuntary dissolution, winding-up or liquidation of the Trust, other than in connection with a distribution of corresponding assets to holders of Trust Preferred Securities, the lesser of:

the aggregate of the stated liquidation amount and all accumulated and unpaid distributions on the Trust Preferred Securities to the date of payment, to the extent the Trust has funds available to make the payment; and

the amount of assets of the Trust remaining available for distribution to holders of the Trust Preferred Securities upon liquidation of the Trust.

If Fifth Third does not make a required interest payment on the JSNs or elects to defer interest payments on the JSNs, the Trust will not have sufficient funds to make the related distribution on the Trust Preferred Securities. The guarantee does not cover payments on the Trust Preferred Securities when the Trust does not have sufficient funds to make them. If Fifth Third does not pay any amounts on the JSNs when due, holders of the Trust Preferred Securities will have to rely on the enforcement by the property trustee of the property trustee's rights as owner of the JSNs, or proceed directly against Fifth Third for payment of any amounts due on the JSNs.

Fifth Third's obligations under the guarantee are unsecured and are subordinated to and junior in right of payment to all of its secured and senior indebtedness, and will rank *pari passu* with its guarantee of the existing parity obligations and any similar guarantees of parity securities it may issue in the future.

Fifth Third has the right to defer interest for 10 years without causing an event of default.

Fifth Third has the right to defer interest on the JSNs for one or more consecutive interest periods of not more than 10 years. Although it would be subject to the alternative payment mechanism after the earlier of the fifth anniversary of the commencement of the deferral period and the first interest payment date on which it makes any payment of current interest during a deferral period, if it is unable to raise sufficient eligible proceeds, it may fail to pay accrued interest on the JSNs for a period of up to 10 consecutive years without causing an event of default. During any such deferral period, holders of Trust Preferred Securities will receive limited or no current payments on the Trust Preferred Securities and, so long as Fifth Third is otherwise in compliance with its obligations, such holders will have no remedies against the Trust or Fifth Third for nonpayment unless it fails to pay all deferred interest (including compounded interest) within 30 days of the conclusion of a 10-year deferral period.

Fifth Third's ability to pay deferred interest is limited by the terms of the alternative payment mechanism, and is subject to market disruption events and other factors beyond its control.

If Fifth Third elects to defer interest payments, it will not be permitted to pay deferred interest on the JSNs (and compounded interest thereon) during the deferral period, which may last up to 10 years, from any source other than the issuance of common stock, qualifying preferred stock

up to the preferred stock issuance cap

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and qualifying warrants (each as defined under Description of the Junior Subordinated Notes Alternative Payment Mechanism), except in limited circumstances. Those limited circumstances are (i) the occurrence and continuance of a supervisory event (i.e., the Federal Reserve has disapproved of such issuance or disapproved of the use of proceeds of such issuance to pay deferred interest), (ii) the deferral period is terminated as permitted under the indenture on the interest payment date following certain business combinations (or if later, within 90 days following the date of consummation of the business combination) and (iii) an event of default has occurred and is continuing. In those circumstances, Fifth Third will be permitted, but not required, to pay deferred interest with cash from any source, all as described under

Description of the Junior Subordinated Notes Alternative Payment Mechanism. Common stock, qualifying preferred stock and qualifying warrants issuable under the alternative payment mechanism are referred to as qualifying APM securities. The preferred stock issuance cap limits the issuance of qualifying preferred stock pursuant to the alternative payment mechanism to an amount the net proceeds of which, together with the net proceeds of all qualifying preferred stock issued during any deferral period and applied to pay deferred interest, are equal to 25% of the aggregate principal amount of the outstanding JSNs. The occurrence of a market disruption event or supervisory event may prevent or delay a sale of qualifying APM securities pursuant to the alternative payment mechanism and, accordingly, the payment of deferred interest on the JSNs. Market disruption events include events and circumstances both within and beyond Fifth Third's control, such as the failure to obtain approval of its shareholders, a regulatory body or governmental authority to issue qualifying APM securities and notwithstanding its commercially reasonable efforts. Moreover, Fifth Third may encounter difficulties in successfully marketing its qualifying APM securities, particularly during times it is subject to the restrictions on dividends as a result of the deferral of interest. If Fifth Third does not sell sufficient qualifying APM securities to fund deferred interest payments in these circumstances (other than as a result of a supervisory event), Fifth Third will not be permitted to pay deferred interest to the Trust and, accordingly, no payment of distributions may be made on the Trust Preferred Securities, even if it has cash available from other sources. See Description of the Junior Subordinated Notes Option to Defer Interest Payments, Alternative Payment Mechanism and Market Disruption Events.

The terms of Fifth Third's outstanding junior subordinated debentures prohibit it from making any payment of principal or interest on the JSNs or the guarantee relating to the Trust Preferred Securities and from repaying, redeeming or repurchasing any JSNs, if it has given notice of its election to defer interest payments on the JSNs but the related deferral period has not yet commenced or a deferral period is continuing.

Fifth Third must notify the Federal Reserve before using the alternative payment mechanism and may not use it if the Federal Reserve disapproves.

The indenture for the JSNs provides that Fifth Third must notify the Federal Reserve if the alternative payment mechanism is applicable and that it may not sell its qualifying APM securities or apply any eligible proceeds to pay interest pursuant to the alternative payment mechanism if a supervisory event has occurred and is continuing (i.e., the Federal Reserve disapproves of such issuance or disapproves of the use of proceeds of such issuance to pay deferred interest). The Federal Reserve may allow the issuance of qualifying APM securities but not allow use of the proceeds to pay deferred interest on the JSNs and require that the proceeds be applied to other purposes, including supporting a troubled bank subsidiary. Accordingly, if Fifth Third elects to defer interest on the JSNs and the Federal Reserve disapproves of the issuance of qualifying APM securities or the application of the proceeds to pay deferred interest, it may be unable to pay the deferred interest on the JSNs.

Fifth Third may continue to defer interest in the event of Federal Reserve disapproval of all or part of the alternative payment mechanism until 10 years have elapsed since the beginning of the deferral period without triggering an event of default under the indenture. As a result, Fifth Third could defer interest for up to 10 years without being required to sell qualifying APM securities and apply the proceeds to pay deferred interest.

The indenture limits the number of shares of common stock that we may sell to pay deferred interest.

The indenture limits the amount of our common stock that we are permitted to sell to pay deferred interest to the then-current maximum share number, as described under Description of the Junior Subordinated

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Notes Alternative Payment Mechanism. The indenture provides that the maximum share number will be million shares. If the number of shares of our common stock that we need to sell in order to pay deferred interest in full exceeds the then-current maximum share number, we may continue to defer interest, and such deferral will not constitute an event of default or give rise to a right of acceleration or similar remedy unless it extends beyond the date which is 10 years following the first interest payment date on which we deferred interest.

The indenture limits Fifth Third's obligation to raise proceeds from the sale of common stock to pay deferred interest during the first nine years of a deferral period and generally does not obligate it to issue qualifying warrants.

The indenture limits Fifth Third's obligation to raise proceeds from the sale of shares of common stock to pay deferred interest attributable to the first five years of any deferral period (including compounded interest thereon) prior to the ninth anniversary of the commencement of a deferral period in excess of an amount we refer to as the *common equity issuance cap*. The common equity issuance cap takes into account all sales of common stock and qualifying warrants under the alternative payment mechanism for that deferral period. Once Fifth Third reaches the common equity issuance cap for a deferral period, it will no longer be obligated to sell common stock to pay deferred interest relating to such deferral period unless such deferral extends beyond the date which is nine years following its commencement. Although Fifth Third has the right to sell common stock if it has reached the common equity issuance cap but has not reached the maximum share number, it has no obligation to do so. In addition, the sale of qualifying warrants to raise proceeds to pay deferred interest is an option that Fifth Third has, but in general it is not obligated to sell qualifying warrants and no party may require it to. See Description of the Junior Subordinated Notes Alternative Payment Mechanism.

Fifth Third has the ability under certain circumstances to narrow the definition of qualifying APM securities.

Fifth Third may, without the consent of the holders of the Trust Preferred Securities or the JSNs, amend the definition of qualifying APM securities for the purposes of the alternative payment mechanism to eliminate common stock or qualifying warrants (but not both) from the definition if, after the initial issue date for the Trust Preferred Securities, an accounting standard or interpretive guidance of an existing accounting standard issued by an organization or regulator that has responsibility for establishing or interpreting accounting standards in the United States becomes effective such that there is more than an insubstantial risk that the failure to do so would result in a reduction in its earnings per share as calculated for financial reporting purposes. The elimination of either common stock or qualifying warrants from the definition of qualifying APM securities, together with continued application of the preferred stock issuance cap, may make it more difficult for Fifth Third to succeed in selling sufficient qualifying APM securities to fund the payment of deferred interest.

Deferral of interest payments could adversely affect the market price of, and will adversely affect the United States federal income tax consequences of, the Trust Preferred Securities.

Fifth Third currently does not intend to exercise its right to defer payments of interest on the JSNs. However, if it exercises that right in the future, the market price of the Trust Preferred Securities is likely to be affected. As a result of the existence of this deferral right, the market price of the Trust Preferred Securities, payments on which depend solely on payments being made on the JSNs, may be more volatile than the market prices of other securities that are not subject to optional deferral. If Fifth Third does defer interest on the JSNs and you elect to sell Trust Preferred Securities during the deferral period, you may not receive the same return on your investment as a holder that continues to hold its Trust Preferred Securities until the payment of interest at the end of the deferral period.

If Fifth Third does defer interest payments on the JSNs, you will be required to accrue income, in the form of original issue discount, for United States federal income tax purposes during the period of the deferral in respect of your proportionate share of the JSNs, even if you normally report income when received and even though you may not receive the cash attributable to that income during the deferral period. You will also not

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receive the cash distribution related to any accrued and unpaid interest from the Trust if you sell the Trust Preferred Securities before the record date for any deferred distributions, even if you held the Trust Preferred Securities on the date that the payments would normally have been paid. See Certain United States Federal Income Tax Consequences Interest Income and Original Issue Discount.

Claims would be limited upon bankruptcy, insolvency or receivership.

In certain events of Fifth Third's bankruptcy, insolvency or receivership prior to the redemption or repayment of any JSNs, whether voluntary or not, a holder of JSNs will have no claim for, and thus no right to receive, deferred and unpaid interest (including compounded interest thereon) that has not been settled through the application of the alternative payment mechanism to the extent the amount of such interest exceeds the sum of (x) the first two years of accumulated and unpaid interest (including compounded interest thereon) on the JSNs and (y) an amount equal to such holder's *pro rata* share of the excess, if any, of the preferred stock issuance cap over the aggregate amount of net proceeds from the sale of qualifying preferred stock that Fifth Third has applied to pay such deferred interest pursuant to the alternative payment mechanism. Each holder of JSNs is deemed to agree that, to the extent the claim for deferred interest exceeds the amount set forth in clause (x), the amount it receives in respect of such excess shall not exceed the amount it would have received had the claim for such excess ranked *pari passu* with the interests of the holders, if any, of qualifying preferred stock.

Holders of the Trust Preferred Securities have limited rights under the JSNs.

Except as described below, you, as a holder of the Trust Preferred Securities, will not be able to exercise directly any rights with respect to the JSNs.

If an event of default under the amended declaration of trust were to occur and be continuing, holders of the Trust Preferred Securities would rely on the enforcement by the property trustee of its rights as the registered holder of the JSNs against Fifth Third. In addition, the holders of a majority in liquidation amount of the Trust Preferred Securities would have the right to direct the time, method and place of conducting any proceeding for any remedy available to the property trustee or to direct the exercise of any trust or power conferred upon the property trustee under the amended declaration of trust, including the right to direct the property trustee to exercise the remedies available to it as the holder of the JSNs.

The indenture for the JSNs provides that the indenture trustee must give holders notice of all defaults or events of default within 30 days after they become known to the indenture trustee. However, except in the cases of a default or an event of default in payment on the JSNs, the indenture trustee will be protected in withholding the notice if its responsible officers determine that withholding of the notice is in the interest of the holders.

If the property trustee were to fail to enforce its rights under the JSNs in respect of an indenture event of default after a record holder of the Trust Preferred Securities has made a written request, that record holder may, to the extent permitted by applicable law, institute a legal proceeding against Fifth Third to enforce the property trustee's rights under the JSNs. In addition, if Fifth Third were to fail to pay interest or principal on the JSNs on the date that interest or principal is otherwise payable, except for deferrals permitted by the amended declaration of trust and the indenture, and this failure to pay were continuing, holders of the Trust Preferred Securities may directly institute a proceeding for enforcement of Fifth Third's obligations to issue qualifying APM securities pursuant to the alternative payment mechanism, subject to a market disruption event, and for payment of the principal or interest on the JSNs having a principal amount equal to the aggregate liquidation amount of their Trust Preferred Securities (a *direct action*) after the respective due dates specified in the JSNs. In connection with a direct action, Fifth Third would have the right under the indenture and the amended declaration of trust to set off any payment made to that holder by it.

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The property trustee, as holder of the JSNs on behalf of the Trust, has only limited rights of acceleration.

The property trustee, as holder of the JSNs on behalf of the Trust, may accelerate payment of the principal and accrued and unpaid interest on the JSNs only upon the occurrence and continuation of an indenture event of default. An indenture event of default is generally limited to payment defaults after 10 years of interest deferral or nonpayment, and specific events of bankruptcy, insolvency and reorganization relating to Fifth Third, or the receivership of a major subsidiary depository institution.

There is no right of acceleration upon Fifth Third's breach of other covenants under the indenture or default on its payment obligations under the guarantee. In addition, the indenture does not protect holders from a sudden and dramatic decline in credit quality resulting from takeovers, recapitalizations, or similar restructurings or other highly leveraged transactions.

An active trading market for the Trust Preferred Securities may not develop.

Prior to this offering, there has been no public market for the Trust Preferred Securities. Although the Trust will apply to have the Trust Preferred Securities listed on the New York Stock Exchange, we can give you no assurance as to the liquidity of any market that may develop for the Trust Preferred Securities. Additionally, although we have been advised that the underwriters intend to make a market in the Trust Preferred Securities, the underwriters are not obligated to do so and may discontinue market making at any time. Accordingly, no assurance can be given as to the liquidity of, or trading markets for, the Trust Preferred Securities.

The general level of interest rates and Fifth Third's credit quality will directly affect the value of the Trust Preferred Securities.

The trading prices of the Trust Preferred Securities will be directly affected by, among other things, interest rates generally and Fifth Third's credit quality. It is impossible to predict whether interest rates will rise or fall. Fifth Third's operating results and prospects and economic, financial and other factors will affect the value of the Trust Preferred Securities.

General market conditions and unpredictable factors could adversely affect market prices for the Trust Preferred Securities.

There can be no assurance about the market prices for the Trust Preferred Securities. Several factors, many of which are beyond our control, will influence the market value of the Trust Preferred Securities. Factors that might influence the market value of the Trust Preferred Securities include:

whether Fifth Third is deferring interest or is likely to defer interest on the JSNs;

Fifth Third's creditworthiness;

the market for similar securities; and

economic, financial, geopolitical, regulatory or judicial events that affect Fifth Third or the financial markets generally.

Accordingly, the Trust Preferred Securities that an investor purchases, whether in this offering or in the secondary market, may trade at a discount to their cost.

Fifth Third may redeem the JSNs at any time on or after May 15, 2013 or at any time prior to May 15, 2013 and after the occurrence of a tax event, rating agency event, capital treatment event or an investment company event.

Fifth Third may redeem the JSNs at any time on or after May 15, 2013, in whole or in part, at a redemption price equal to 100% of their principal amount, plus accrued and unpaid interest through the date of redemption.

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In addition, prior to May 15, 2013, at any time after the occurrence of a tax event, rating agency event, capital treatment event or an investment company event, Fifth Third may redeem the JSNs, in whole but not in part, at a redemption price equal to 100% of their principal amount or, in the event of a redemption in connection with a rating agency event, a make-whole redemption price, in each case plus accrued and unpaid interest through the date of redemption. Except as set forth in the preceding sentence, Fifth Third may not redeem the JSNs prior to May 15, 2013. If the Trust Preferred Securities were redeemed, the redemption would be a taxable event to you. In addition, you might not be able to reinvest the money you receive upon redemption of the Trust Preferred Securities at the same rate as the rate of return on the Trust Preferred Securities. See [Description of the Junior Subordinated Notes Redemption](#).

An IRS pronouncement or threatened challenge resulting in a tax event could occur at any time. Similarly, changes in rating agency methodology or the treatment of the Trust Preferred Securities for Federal Reserve capital adequacy purposes, and changes relating to the treatment of the trust as an investment company, could result in the JSNs being redeemed earlier than would otherwise be the case. See [Description of the Junior Subordinated Notes Redemption](#) for a further description of those events.

There can be no assurance that the Internal Revenue Service or a court will agree with the characterization of the JSNs as indebtedness for United States federal income tax purposes.

The JSNs are novel financial instruments and there is no statutory, judicial or administrative authority that directly addresses the United States federal income tax treatment of securities similar to the JSNs. Thus, no assurance can be given that the Internal Revenue Service or a court will agree with the characterization of the JSNs as indebtedness for United States federal income tax purposes. If, contrary to the opinion of Fifth Third's tax counsel, the JSNs were recharacterized as equity of Fifth Third, payment on the Trust Preferred Securities to Non-U.S. Holders would generally be subject to the United States federal withholding tax at a rate of 30% (or such lower applicable treaty rate). See [Certain United States Federal Income Tax Consequences](#).

Risks Related To Fifth Third Bancorp's Business

Fifth Third's first quarter 2008 reported financial results are subject to change based upon valuation data that has not yet been received.

On April 22, 2008, Fifth Third publicly reported its financial results for the first quarter of 2008. Those reported results included a non-cash estimated charge of \$144 million to lower the current cash surrender value of one of Fifth Third's bank-owned life insurance policies. That charge is based on quarter-end estimated values and is subject to change based on receipt of the most recent March 31, 2008 performance information that we may receive from the insurance carrier prior to filing our Form 10-Q for the first quarter. If more current performance information is received prior to Fifth Third filing its Form 10-Q for the quarter ended March 31, 2008 with the SEC, such performance information could result in changes that may negatively affect Fifth Third's previously reported earnings, earnings per share and other financial measures for the first quarter of 2008.

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FIFTH THIRD BANCORP

Fifth Third Bancorp is an Ohio corporation and a diversified financial services company headquartered in Cincinnati, Ohio. At March 31, 2008, Fifth Third operated 18 affiliates with 1,232 full-service Banking Centers including 107 Bank Mart® locations open seven days a week inside select grocery stores and 2,221 ATMs in Ohio, Kentucky, Indiana, Michigan, Illinois, Florida, Tennessee, West Virginia, Pennsylvania, Missouri and Georgia. Fifth Third reports on five business segments: Commercial Banking, Branch Banking, Consumer Lending, Investment Advisors and Fifth Third Processing Solutions.

Fifth Third Bancorp's principal executive office is: Fifth Third Bancorp, 38 Fountain Square Plaza, Cincinnati, Ohio 45263, telephone number: (513) 534-5300.

Recent Developments

On April 22, 2008, Fifth Third Bancorp announced its results of operations for the quarter ended March 31, 2008, which results are highlighted in this section. For a discussion of Fifth Third Bancorp's full results for such quarter, please refer to our Current Report on Form 8-K filed with the SEC on April 23, 2008, and any subsequent reports that we file with the SEC, which are incorporated by reference in this prospectus supplement.

Fifth Third Bancorp's earnings were \$292 million in the first quarter of 2008, compared with earnings of \$16 million in the fourth quarter of 2007 and \$359 million in the first quarter of 2007. On a diluted per share basis, earnings were \$0.55 in the quarter ended March 31, 2008, compared with \$0.03 in the fourth quarter of 2007 and \$0.65 in the first quarter of 2007.

Tax-equivalent net interest income was \$826 million in the first quarter of 2008, compared with \$785 million in the fourth quarter of 2007 and \$742 million in the first quarter of 2007. Noninterest income and noninterest expense were \$872 million and \$715 million, respectively, in the first quarter of 2008, compared with \$509 million and \$940 million, respectively, in the fourth quarter of 2007 and \$608 million and \$753 million, respectively, in the first quarter of 2007.

On a consolidated basis as of March 31, 2008, Fifth Third had assets of \$111.4 billion, deposits of \$71.4 billion and shareholders' equity of \$9.4 billion, compared to \$111.0 billion, \$75.4 billion and \$9.2 billion, respectively, as of December 31, 2007, and \$99.8 billion, \$69.2 billion and \$9.8 billion, respectively, as of March 31, 2007. Total average loans and leases were \$84.9 billion as of March 31, 2008, compared to \$82.2 billion as of December 31, 2007 and \$75.9 billion as of March 31, 2007.

Nonperforming assets were \$1.6 billion, or 1.96% of total loans and leases and other real estate owned, as of March 31, 2008, compared to \$1.1 billion (1.32%) as of December 31, 2007 and \$494 million (0.66%) as of March 31, 2007. Net charge-offs as a percentage of average loans and leases were 1.37% in the first quarter of 2008, compared to 0.89% in the fourth quarter of 2007 and 0.39% in the first quarter of 2007. The provision for loan and lease losses was \$544 million in the first quarter of 2008 compared to \$284 million in the fourth quarter of 2007 and \$84 million in the first quarter of 2007.

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THE TRUST

The following is a summary of some of the terms of the Trust. This summary, together with the summary of some of the provisions of the related documents described below, contains a description of the material terms of the Trust but is not necessarily complete. We refer you to the documents referred to in the following description, copies of which are available upon request as described in the accompanying prospectus under Where You Can Find More Information.

Fifth Third Capital Trust VII, or the *Trust*, is a statutory trust formed under Delaware law pursuant to a Declaration of Trust signed by Fifth Third, as sponsor of the Trust, and the Delaware trustee and the filing of a Certificate of Trust with the Delaware Secretary of State on March 10, 2008. The Declaration of Trust will be amended and restated in its entirety before the issuance of the Trust Preferred Securities. We refer to the Declaration of Trust, as so amended and restated, as the *Amended Declaration*. The Amended Declaration will be qualified as an indenture under the Trust Indenture Act of 1939, as amended, or *Trust Indenture Act*. The term of the Trust will be approximately 65 years.

The Trust was established solely for the following purposes:

issuing the Trust Preferred Securities and common securities representing undivided beneficial interests in the Trust;

investing the gross proceeds of the Trust Preferred Securities and the common securities in the JSNs; and

engaging in only those activities convenient, necessary or incidental thereto.

Fifth Third will own all of the Trust's common securities, either directly or indirectly. The common securities rank equally with the Trust Preferred Securities and the Trust will make payment on its Trust securities *pro rata*, except that upon certain events of default under the Amended Declaration relating to payment defaults on the JSNs, the rights of the holders of the common securities to payment in respect of distributions and payments upon liquidation and otherwise will be subordinated to the rights of the holders of the Trust Preferred Securities. Fifth Third will acquire common securities in an aggregate liquidation amount equal to \$10,000.

The Trust's business and affairs will be conducted by its trustees, each appointed by Fifth Third as sponsor of the Trust. The trustees will be Wilmington Trust Company, as the property trustee, or *property trustee*, and as the Delaware trustee, or *Delaware trustee*, and two or more individual trustees, or *administrative trustees*, who are employees or officers of or affiliated with Fifth Third. The property trustee will act as sole trustee under the Amended Declaration for purposes of compliance with the Trust Indenture Act and will also act as trustee under the guarantee and the indenture. See Description of the Guarantee.

Unless an event of default under the indenture has occurred and is continuing at a time that the Trust owns any JSNs, the holders of the common securities will be entitled to appoint, remove or replace the property trustee and/or the Delaware trustee.

The property trustee and/or the Delaware trustee may be removed or replaced for cause by the holders of a majority in liquidation amount of the Trust Preferred Securities. In addition, holders of a majority in liquidation amount of the Trust Preferred Securities will be entitled to appoint, remove or replace the property trustee and/or the Delaware trustee if an event of default under the indenture has occurred and is continuing.

The right to vote to appoint, remove or replace the administrative trustees is vested exclusively in the holders of the Trust's common securities, and in no event will the holders of the Trust Preferred Securities have such right.

The Trust is a finance subsidiary of Fifth Third within the meaning of Rule 3-10 of Regulation S-X under the Securities Act of 1933, or *Securities Act*. As a result, no separate financial statements of the Trust are included in this prospectus supplement, and Fifth Third does not expect that the Trust will file reports with the SEC under the Securities Exchange Act of 1934, or *Exchange Act*.

Fifth Third will pay all fees and expenses related to the Trust and the offering of the Trust Preferred Securities.

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USE OF PROCEEDS

The Trust will invest the proceeds from its sale of the Trust Preferred Securities through the underwriters to investors and its common securities to Fifth Third in the JSNs issued by Fifth Third. Fifth Third expects to use the net proceeds it will receive upon issuance of the JSNs, expected to be approximately \$ _____ after expenses and underwriting commissions, for general corporate purposes.

REGULATORY CONSIDERATIONS

The Federal Reserve regulates, supervises and examines Fifth Third as a financial holding company and a bank holding company under the Bank Holding Company Act. Fifth Third's bank subsidiaries are also regulated by various other federal and state banking regulators. For a discussion of the material elements of the regulatory framework applicable to financial holding companies, bank holding companies, banks and their subsidiaries and specific information relevant to Fifth Third, please refer to Fifth Third's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, and any subsequent reports it files with the SEC, which are incorporated by reference in this prospectus supplement. This regulatory framework is intended primarily for the protection of depositors and the federal deposit insurance funds and not for the protection of security holders. As a result of this regulatory framework, Fifth Third's earnings are affected by actions of the Federal Reserve, the Federal Deposit Insurance Corporation, which insures the deposits of its banking subsidiaries within certain limits, and the SEC, which regulates the activities of certain subsidiaries engaged in the securities business.

Fifth Third's earnings are also affected by general economic conditions, its management policies and legislative action.

In addition, there are numerous governmental requirements and regulations that affect Fifth Third's business activities. A change in applicable statutes, regulations or regulatory policy may have a material effect on Fifth Third's business.

Depository institutions, like Fifth Third's bank subsidiaries, are also affected by various federal and state laws, including those relating to consumer protection and similar matters. Fifth Third also has other financial services subsidiaries regulated, supervised and examined by the Federal Reserve, as well as other relevant state and federal regulatory agencies and self-regulatory organizations. Fifth Third's non-bank subsidiaries may be subject to other laws and regulations of the federal government or the various states in which they are authorized to do business.

ACCOUNTING CONSIDERATIONS AND REGULATORY CAPITAL TREATMENT

The Trust will not be consolidated on Fifth Third's balance sheet as a result of the accounting changes reflected in FASB Interpretation No. 46, Consolidation of Variable Interest Entities, as revised in December 2003. Accordingly, for balance sheet purposes Fifth Third will recognize the aggregate principal amount, net of discount, of the JSNs it issues to the Trust as a liability and the amount it invests in the Trust's common securities as an asset. The interest paid on the JSNs will be recorded as interest expense on Fifth Third's income statement.

On March 1, 2005, the Federal Reserve adopted amendments to its risk-based capital guidelines. Among other things, the amendments confirm the continuing inclusion of outstanding and prospective issuances of trust preferred securities in the Tier 1 capital of bank holding companies, but make the qualitative requirements for trust preferred securities issued on or after April 15, 2005 more restrictive in certain respects and make the quantitative limits applicable to the aggregate amount of trust preferred securities and other restricted core capital elements that may be included in Tier 1 capital of bank holding companies more restrictive. Restricted core capital elements, including qualifying trust preferred securities, are limited to 25% of total Tier 1 capital for banking organizations like Fifth Third, less goodwill and any deferred tax liability commencing March 31, 2009. Restricted core capital elements in excess of that limit are treated as Tier 2 capital. The Trust Preferred Securities will qualify as Tier 1 or Tier 2 capital for Fifth Third, subject to applicable regulatory limits and/or approval.

Table of Contents**CONSOLIDATED RATIOS OF EARNINGS TO FIXED CHARGES**

The following table provides our consolidated ratios of earnings to fixed charges:

	Years Ended December 31,				
	2007	2006	2005	2004	2003
Consolidated ratios of earnings to fixed charges					
Excluding interest on deposits	2.48x	2.36x	3.45x	4.87x	5.76x
Including interest on deposits	1.51	1.52	2.08	3.00	3.22

For purposes of computing the consolidated ratios of earnings to fixed charges:

earnings represent income from continuing operations before income taxes and cumulative effect of accounting change, plus fixed charges;

fixed charges, excluding interest on deposits, include interest expense (other than on deposits) and one third of rent expense (the proportion deemed representative of the interest factor of rent expense), net of income from subleases; and

fixed charges, including interest on deposits, include all interest expense and one third of rent expense (the proportion deemed representative of the interest factor of rent expense), net of income from subleases.

Table of Contents**CAPITALIZATION**

The following table sets forth the consolidated capitalization of Fifth Third Bancorp as of December 31, 2007, as adjusted to give effect to the issuance of the Trust Preferred Securities and the JSNs. You should read the following table together with Fifth Third Bancorp's consolidated financial statements and notes thereto incorporated by reference into the prospectus accompanying this prospectus supplement.

<i>(In millions, except per share data)</i>	December 31, 2007	
	Actual	Adjusted
Long-term Debt:		
Senior and subordinated debt	\$ 10,511	\$ 10,511
Junior Subordinated Notes	2,346	2,346
<i>% JSNs due 2068</i>		
6.25% Senior Notes due 2013		750
8.25% Subordinated Notes due 2038		1,000
Total long-term debt	12,857	
Shareholders' equity:		
Common stock, \$2.22 stated value, 1.3 billion shares authorized, 532.6 million shares outstanding ^(a)	1,295	1,295
Preferred stock ^(b)	9	9
Surplus	1,779	1,779
Undivided profits	8,413	8,413
Treasury stock, 47.7 million shares	(2,209)	(2,209)
Accumulated other comprehensive (loss) income	(126)	(126)
Total shareholders' equity	9,161	9,161
Total long-term debt and shareholders' equity	22,018	

^(a) Effective April 21, 2008, Fifth Third Bancorp increased its number of authorized shares of common stock to 2.0 billion shares.

^(b) 7,250 shares of 8.0% cumulative Series D convertible (at \$23.5399 per share) perpetual preferred stock with a stated value of \$1,000 per share were authorized, issued and outstanding; 2,000 shares of 8.0% cumulative Series E perpetual preferred stock with a stated value of \$1,000 per share were authorized, issued and outstanding.

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DESCRIPTION OF THE TRUST PREFERRED SECURITIES

The following is a brief description of certain terms of the Trust Preferred Securities and of the Amended Declaration under which they are issued. It does not purport to be complete in all respects. This description is subject to and qualified in its entirety by reference to the Amended Declaration, which will be filed with the SEC and incorporated by reference into the registration statement to which this prospectus supplement relates and copies of which are available upon request from Fifth Third.

General

The Trust Preferred Securities will be issued pursuant to the Amended Declaration. The property trustee, Wilmington Trust Company, will act as indenture trustee for the Trust Preferred Securities under the Amended Declaration for purposes of compliance with the provisions of the Trust Indenture Act. The terms of the Trust Preferred Securities will include those stated in the Amended Declaration, including any amendments thereto, and those made part of the Amended Declaration by the Trust Indenture Act and the Delaware Statutory Trust Act. The Trust will own all of Fifth Third's % Junior Subordinated Notes due 2068, or JSNs.

In addition to the Trust Preferred Securities, the Amended Declaration authorizes the administrative trustees of the Trust to issue common securities on behalf of the Trust. Fifth Third will own directly or indirectly all of the Trust's common securities. The common securities rank on a parity, and payments upon redemption, liquidation or otherwise will be made on a proportionate basis, with the Trust Preferred Securities except as set forth under Ranking of Common Securities. The Amended Declaration does not permit the Trust to issue any securities other than the common securities and the Trust Preferred Securities or to incur any indebtedness.

The payment of distributions out of money held by the Trust, and payments upon redemption of the Trust Preferred Securities or liquidation of the Trust, are guaranteed by Fifth Third to the extent described under Description of the Guarantee. The guarantee, when taken together with Fifth Third's obligations under the JSNs and the indenture and its obligations under the Amended Declaration, including its obligations to pay costs, expenses, debts and liabilities of the Trust, other than with respect to the common securities and the Trust Preferred Securities, has the effect of providing a full and unconditional guarantee of amounts due on the Trust Preferred Securities. Wilmington Trust Company, as the guarantee trustee, will hold the guarantee for the benefit of the holders of the Trust Preferred Securities. The guarantee does not cover payment of distributions when the Trust does not have sufficient available funds to pay those distributions. In that case, except in the limited circumstances in which the holder may take direct action, the remedy of a holder of the Trust Preferred Securities is to vote to direct the property trustee to enforce the property trustee's rights under the JSNs.

The term *holder* in this prospectus supplement with respect to a registered Trust Preferred Security means the person in whose name such Trust Preferred Security is registered in the security register. The Trust Preferred Securities will be held in book-entry form only, as described under Book-Entry System, except in the circumstances described in that section, and will be held in the name of DTC or its nominee.

The Trust will apply to list the Trust Preferred Securities on the New York Stock Exchange.

Distributions

A holder of record of the Trust Preferred Securities will be entitled to receive periodic distributions on the stated liquidation amount of \$25 per Trust Preferred Security on the same payment dates and in the same amounts as Fifth Third pays interest on a principal amount of JSNs equal to the liquidation amount of such Trust Preferred Security. Distributions will accumulate from May , 2008. The Trust will make distribution payments on the Trust Preferred Securities quarterly in arrears on February 15, May 15, August 15 and November 15 of each year, beginning on August 15, 2008.

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In the event any distribution date prior to the regularly scheduled distribution date in May 2058 is not a business day, the interest payment made on the following business day shall be made without adjustment. If a distribution date on or after May 15, 2058 is not a business day, the distribution date will be postponed to the following business day. If Fifth Third defers payment of interest on the JSNs, distributions by the Trust on the Trust Preferred Securities will also be deferred.

On each distribution date, the Trust will pay the applicable distribution to the holders of the Trust Preferred Securities on the record date for that distribution date, which shall be the business day prior to the distribution date, provided that if the Trust Preferred Securities do not remain in book-entry form, the relevant record date shall be the date 15 days prior to the distribution date, whether or not a business day. Distributions on the Trust Preferred Securities will be cumulative. The Trust Preferred Securities will be effectively subordinated to the same debts and liabilities to which the JSNs are subordinated, as described under *Description of the Junior Subordinated Notes* *Subordination*.

For purposes of this prospectus supplement, *business day* means any day other than a Saturday, Sunday or other day on which banking institutions in New York, New York, Cincinnati, Ohio, or Wilmington, Delaware are authorized or required by law or executive order to remain closed, or on or after May 15, 2058, a day that is not a London banking day. *London banking day* means any day on which commercial banks are open for general business (including dealings in deposits in U.S. dollars) in London, England.

Each date on which distributions are payable in accordance with the foregoing is referred to as a *distribution date*. The term *distribution* includes any interest payable on unpaid distributions unless otherwise stated. The period beginning on and including May , 2008 and ending on but excluding the first distribution date, August 15, 2008, and each period after that period beginning on and including a distribution date and ending on but excluding the next distribution date is called a *distribution period*. Distributions to which holders of Trust Preferred Securities are entitled but are not paid will accumulate additional distributions at the annual rate.

The funds available to the Trust for distribution to holders of the Trust Preferred Securities will be limited to payments under the JSNs. If Fifth Third does not make interest payments on the JSNs, the property trustee will not have funds available to pay distributions on the Trust Preferred Securities. The Trust will pay distributions through the property trustee, which will hold amounts received from the JSNs in a payment account for the benefit of the holders of the Trust Preferred Securities and the common securities.

Deferral of Distributions

Fifth Third has the right, on one or more occasions, to defer payment of interest on the JSNs for one or more consecutive interest periods not exceeding 10 years. If it exercises this right, the Trust will also defer paying a corresponding amount of distributions on the Trust Preferred Securities during that period of deferral. No deferral period may extend beyond the final repayment date of the JSNs or the earlier redemption of the JSNs. The Trust will pay deferred distributions on the Trust Preferred Securities as and when Fifth Third pays deferred interest on the JSNs. See *Description of the Junior Subordinated Notes* *Option to Defer Interest Payments*, *Alternative Payment Mechanism* and *Dividend and Other Payment Stoppages during Interest Deferral and under Certain Other Circumstances* for a description of Fifth Third's right to defer interest on the JSNs, the circumstances when the alternative payment mechanism applies and Fifth Third is obligated to pay deferred interest subject to certain limitations, and restrictions on Fifth Third's right during any deferral period to make payments on or redeem or repurchase its capital stock or its debt securities or guarantees ranking *pari passu* with or junior to the JSNs upon its liquidation.

Redemption

If Fifth Third redeems the JSNs, in whole or in part, the property trustee will use the proceeds of that repayment or redemption to redeem a liquidation amount of Trust Preferred Securities and common securities

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equal to the principal amount of JSNs redeemed. The redemption price for each Trust Preferred Security will be equal to the redemption price paid by Fifth Third on a like amount of JSNs. See Description of the Junior Subordinated Notes Redemption.

If less than all Trust Preferred Securities and common securities are redeemed, the amount of each to be redeemed will be allocated *pro rata* based upon the total amount of Trust Preferred Securities and common securities outstanding, except in the case of a payment default, as set forth under Ranking of Common Securities.

Subject to applicable law, including U.S. federal securities laws, Fifth Third or its affiliates may at any time and from time to time purchase outstanding Trust Preferred Securities by tender, in the open market or by private agreement.

Under the current risk-based capital adequacy guidelines of the Federal Reserve applicable to bank holding companies, Federal Reserve approval is generally required for the early redemption or repurchase of preferred stock or trust preferred securities included in regulatory capital.

Fifth Third understands that the factors that the Federal Reserve will consider in evaluating a proposed redemption, or a request that we be permitted to redeem the JSNs without replacing the Trust Preferred Securities with Tier 1 capital that is not a restricted core capital element, include its evaluation of the overall level and quality of Fifth Third's capital components, considered in light of its risk exposures, earnings and growth strategy, and other supervisory considerations.

Redemption Procedures

Notice of any redemption will be mailed by the property trustee at least 30 days but not more than 60 days before the redemption date to the registered address of each holder of Trust Preferred Securities to be redeemed.

If (i) the Trust gives a notice of redemption of Trust Preferred Securities for cash and (ii) Fifth Third has paid to the property trustee, or the paying agent on behalf of the property trustee, a sufficient amount of cash in connection with the related redemption or maturity of the JSNs, then on the redemption date, the property trustee, or the paying agent on behalf of the property trustee, will irrevocably deposit with DTC funds sufficient to pay the redemption price for the Trust Preferred Securities being redeemed. See Book-Entry System. The Trust will also give DTC irrevocable instructions and authority to pay the redemption amount in immediately available funds to the beneficial owners of the global securities representing the Trust Preferred Securities. Distributions to be paid on or before the redemption date for any Trust Preferred Securities called for redemption will be payable to the holders as of the record dates for the related dates of distribution. If the Trust Preferred Securities called for redemption are no longer in book-entry form, the property trustee, to the extent funds are available, will irrevocably deposit with the paying agent for the Trust Preferred Securities funds sufficient to pay the applicable redemption price and will give such paying agent irrevocable instructions and authority to pay the redemption price to the holders thereof upon surrender of their certificates evidencing the Trust Preferred Securities.

If notice of redemption shall have been given and funds deposited as required, then upon the date of such deposit:

all rights of the holders of such Trust Preferred Securities called for redemption will cease, except the right of the holders of such Trust Preferred Securities to receive the redemption price and any distribution payable in respect of the Trust Preferred Securities on or prior to the redemption date, but without interest on such redemption price; and

the Trust Preferred Securities called for redemption will cease to be outstanding.

If any redemption date is not a business day, then the redemption amount will be payable on the next business day (and without any interest or other payment in respect of any such delay).

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If payment of the redemption amount for any JSNs called for redemption is improperly withheld or refused and accordingly the redemption amount of the Trust Preferred Securities is not paid either by the Trust or by Fifth Third under the guarantee, then interest on the JSNs will continue to accrue and distributions on the Trust Preferred Securities called for redemption will continue to accumulate at the annual rate, compounded on each distribution date, from the original redemption date scheduled to the actual date of payment. In this case, the actual payment date will be considered the redemption date for purposes of calculating the redemption amount.

If less than all of the JSNs are to be redeemed on any date, the property trustee will select the particular Trust Preferred Securities to be redeemed on a *pro rata* basis not more than 60 days before the redemption date from the outstanding Trust Preferred Securities not previously called for redemption by any method the property trustee deems fair and appropriate, or if the Trust Preferred Securities are in book-entry only form, in accordance with the procedures of DTC. See Book-Entry System.

For all purposes of the Amended Declaration, unless the context otherwise requires, all provisions relating to the redemption of Trust Preferred Securities shall relate, in the case of any Trust Preferred Securities redeemed or to be redeemed only in part, to the portion of the aggregate liquidation amount of Trust Preferred Securities that has been or is to be redeemed.

Optional Liquidation of Trust and Distribution of JSNs to Holders

Under the Amended Declaration, the Trust shall dissolve upon the first to occur of:

certain events of bankruptcy, dissolution or liquidation of Fifth Third;

the written direction from Fifth Third, as holder of the Trust's common securities, to the property trustee to dissolve the Trust and distribute a like amount of the JSNs to the holders of the Trust Preferred Securities and common securities, subject to Fifth Third's having received any required prior approval of the Federal Reserve;

redemption of all of the Trust Preferred Securities as described under Redemption ; or

the entry of an order for the dissolution of the Trust by a court of competent jurisdiction.

Except as set forth in the next sentence, if an early dissolution occurs as described above, the property trustee will liquidate the Trust as expeditiously as possible by distributing, after satisfaction of liabilities to creditors of the Trust as provided by applicable law, to the holders of the Trust Preferred Securities and common securities a like amount of the JSNs. If the property trustee determines that such distribution is not possible or if the early dissolution occurs as a result of the redemption of Trust Preferred Securities, then the holders will be entitled to receive out of the assets of the Trust available for distribution to holders and after satisfaction of liabilities to creditors of the Trust as provided by applicable law, an amount equal to the aggregate liquidation amount plus accrued and unpaid distributions to the date of payment. If the Trust has insufficient assets available to pay in full such aggregate liquidation distribution, then the amounts payable directly by the Trust on its Trust Preferred Securities and common securities shall be paid on a *pro rata* basis, except as set forth under Ranking of Common Securities.

After the liquidation date fixed for any distribution of JSNs to holders of Trust Preferred Securities:

the Trust Preferred Securities will no longer be deemed to be outstanding;

DTC or its nominee, as the record holder of the Trust Preferred Securities, will receive a registered global certificate or certificates representing the JSNs to be delivered upon such distribution;

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any certificates representing the Trust Preferred Securities not held by DTC or its nominee or surrendered to the exchange agent will be deemed to represent JSNs having a principal amount equal to the stated liquidation amount of such Trust Preferred Securities, and bearing accrued and unpaid

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interest in an amount equal to the accrued and unpaid distributions on such Trust Preferred Securities until such certificates are so surrendered for transfer or reissuance; and

all rights of the holders of the Trust Preferred Securities will cease, except the right to receive JSNs upon such surrender. Under current United States federal income tax law, and assuming, as expected, the Trust is treated as a grantor trust, a distribution of JSNs in exchange for the Trust Preferred Securities would not be a taxable event to you. See Certain United States Federal Income Tax Consequences Receipt of JSNs or Cash upon Liquidation of the Trust below.

Liquidation Value

Upon liquidation of the Trust, you would be entitled to receive \$25 per Trust Preferred Security, plus accumulated and unpaid distributions to the date of payment. That amount would be paid to you in the form of a distribution of JSNs, subject to specified exceptions.

Ranking of Common Securities

Payment of distributions on, and the redemption price of and the liquidation distribution in respect of, Trust Preferred Securities and common securities, as applicable, shall be made *pro rata* based on the liquidation amount of the Trust Preferred Securities and common securities, except upon the occurrence and continuation of a payment default on the JSNs, the rights of the holders of the common securities to payment in respect of distributions and payments upon liquidation, redemption and otherwise will be subordinated to the rights of the holders of the Trust Preferred Securities.

In the case of any event of default under the Amended Declaration resulting from an event of default under the indenture for the JSNs, Fifth Third, as holder of the Trust's common securities, will have no right to act with respect to any such event of default under the Amended Declaration until the effect of all such events of default with respect to the Trust Preferred Securities have been cured, waived or otherwise eliminated. Until all events of default under the Amended Declaration with respect to the Trust Preferred Securities have been so cured, waived or otherwise eliminated, the property trustee shall act solely on behalf of the holders of Trust Preferred Securities and not on Fifth Third's behalf, and only the holders of the Trust Preferred Securities will have the right to direct the property trustee to act on their behalf.

If an early dissolution event occurs in respect of the Trust, no liquidation distributions shall be made on the Trust's common securities unless full liquidation distributions are made on the Trust Preferred Securities.

Events of Default under the Amended Declaration

Any one of the following events constitutes an event of default under the Amended Declaration, or a *Trust Event of Default*, regardless of the reason for such event of default and whether it shall be voluntary or involuntary or be effected by operation of law or pursuant to any judgment, decree or order of any court or any order, rule or regulation of any administrative or governmental body:

the occurrence of an event of default under the indenture with respect to the JSNs beneficially owned by the Trust;

the default by the Trust in the payment of any distribution on any Trust security of the Trust when such becomes due and payable, and continuation of such default for a period of 30 days;

the default by the Trust in the payment of any redemption price of any Trust security of the Trust when such becomes due and payable;

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the failure to perform or the breach, in any material respect, of any other covenant or warranty of the trustees in the Amended Declaration for 90 days after the defaulting trustee or trustees have received written notice of the failure to perform or breach in the manner specified in such Amended Declaration; or

the occurrence of certain events of bankruptcy or insolvency with respect to the property trustee and our failure to appoint a successor property trustee within 90 days.

Within 30 days after any Trust Event of Default actually known to the property trustee occurs, the property trustee will transmit notice of such Trust Event of Default to the holders of the Trust Securities and to the administrative trustees, unless such Trust Event of Default shall have been cured or waived. Fifth Third, as sponsor, and the administrative trustees are required to file annually with the property trustee a certificate as to whether or not it or they are in compliance with all the conditions and covenants applicable to it and to them under the Amended Declaration.

The existence of a Trust Event of Default under the Amended Declaration, in and of itself, with respect to the JSNs does not entitle the holders of the Trust Preferred Securities to accelerate the maturity of such JSNs.

An event of default under the indenture entitles the property trustee, as sole holder of the JSNs, to declare the JSNs due and payable under the indenture. For a more complete description of remedies available upon the occurrence of an event of default and acceleration with respect to the JSNs, see Description of the Junior Subordinated Notes Events of Default; Waiver and Notice and Relationship among Trust Preferred Securities, Junior Subordinated Notes and Guarantee.

Removal of Trustees

Unless an event of default under the indenture has occurred and is continuing, the property trustee and/or the Delaware trustee may be removed at any time by Fifth Third, the holder of the Trust's common securities. The property trustee and the Delaware trustee may be removed by the holders of a majority in liquidation amount of the outstanding Trust Preferred Securities for cause or by the holders of a majority in liquidation amount of the Trust Preferred Securities if an event of default under the indenture has occurred and is continuing. In no event will the holders of the Trust Preferred Securities have the right to vote to appoint, remove or replace the administrative trustees, which voting rights are vested exclusively in Fifth Third, as the holder of the common securities. No resignation or removal of a trustee and no appointment of a successor trustee shall be effective until the acceptance of appointment by the successor trustee in accordance with the provisions of the Amended Declaration.

Co-Trustees and Separate Property Trustee

Unless an event of default under the indenture shall have occurred and be continuing, at any time or from time to time, for the purpose of meeting the legal requirements of the Trust Indenture Act or of any jurisdiction in which any part of the Trust property may at the time be located, Fifth Third, as the holder of the Trust's common securities, and the administrative trustees shall have the power to appoint one or more eligible persons either to act as a co-trustee, jointly with the property trustee, of all or any part of such Trust property, or to act as separate trustee of any such property, in either case with such powers as may be provided in the instrument of appointment, and to vest in such person or persons in such capacity any property, title, right or power deemed necessary or desirable, subject to the provisions of such Amended Declaration. If an event of default under the indenture has occurred and is continuing, the property trustee alone shall have power to make such appointment.

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Merger or Consolidation of Trustees

Any person into which the property trustee or the Delaware trustee, if not a natural person, may be merged or converted or with which it may be consolidated, or any person resulting from any merger, conversion or consolidation to which such trustee shall be a party, or any person succeeding to all or substantially all the corporate trust business of such trustee, shall be the successor of such trustee under the Amended Declaration, provided that such person shall be otherwise qualified and eligible.

Mergers, Consolidations, Amalgamations or Replacements of the Trust

The Trust may not merge with or into, consolidate, amalgamate, or be replaced by, or convey, transfer or lease its properties and assets substantially as an entirety to Fifth Third or any other person, except as described below or as otherwise described in the Amended Declaration. The Trust may, at Fifth Third's request, with the consent of the administrative trustees but without the consent of the holders of the Trust Preferred Securities, the property trustee or the Delaware trustee, merge with or into, consolidate, amalgamate, or be replaced by, or convey, transfer or lease its properties and assets substantially as an entirety to, a successor trust organized as such under the laws of any state if:

such successor entity either:

expressly assumes all of the obligations of the Trust with respect to the Trust Preferred Securities, or

substitutes for the Trust Preferred Securities other securities having substantially the same terms as the Trust Preferred Securities, or the *Successor Securities*, so long as the Successor Securities rank the same as the Trust Preferred Securities in priority with respect to distributions and payments upon liquidation, redemption and otherwise;

a trustee of such successor entity possessing the same powers and duties as the property trustee is appointed to hold the JSNs then held by or on behalf of the property trustee;

such merger, consolidation, amalgamation, replacement, conveyance, transfer or lease does not cause the Trust Preferred Securities, including any Successor Securities, to be downgraded by any nationally recognized statistical rating organization;

such merger, consolidation, amalgamation, replacement, conveyance, transfer or lease does not adversely affect the rights, preferences and privileges of the holders of Trust Preferred Securities, including any Successor Securities, in any material respect;

such successor entity has purposes substantially identical to those of the Trust;

prior to such merger, consolidation, amalgamation, replacement, conveyance, transfer or lease, the property trustee has received an opinion from counsel to the Trust experienced in such matters to the effect that:

such merger, consolidation, amalgamation, replacement, conveyance, transfer or lease does not adversely affect the rights, preferences and privileges of the holders of Trust Preferred Securities, including any Successor Securities, in any material respect, and

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following such merger, consolidation, amalgamation, replacement, conveyance, transfer or lease, neither the Trust nor such successor entity will be required to register as an investment company under the Investment Company Act of 1940, as amended, or *Investment Company Act* ;

the Trust has received an opinion of counsel experienced in such matters that such merger, consolidation, amalgamation, conveyance, transfer or lease will not cause the Trust or the successor entity to be classified other than as a grantor trust for U.S. federal income tax purposes; and

Fifth Third or any permitted successor or assignee owns all of the common securities of such successor entity and guarantees the obligations of such successor entity under the Successor Securities at least to the extent provided by the guarantee.

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Notwithstanding the foregoing, the Trust may not, except with the consent of holders of 100% in liquidation amount of the Trust Preferred Securities, consolidate, amalgamate, merge with or into, or be replaced by or convey, transfer or lease its properties and assets substantially as an entirety to any other entity or permit any other entity to consolidate, amalgamate, merge with or into, or replace it if such consolidation, amalgamation, merger, replacement, conveyance, transfer or lease would cause the Trust or the successor entity to be classified as other than a grantor trust for U.S. federal income tax purposes.

Voting Rights; Amendment of the Amended Declaration

Except as provided herein and under Description of the Guarantee Amendments and Assignment and as otherwise required by law and the Amended Declaration, the holders of the Trust Preferred Securities will have no voting rights or control over the administration, operation or management of the Trust or the obligations of the parties to the Amended Declaration, including in respect of JSNs beneficially owned by the Trust. Under the Amended Declaration, however, the property trustee will be required to obtain their consent before exercising some of its rights in respect of these securities.

Amended Declaration. Fifth Third and the administrative trustees may amend the Amended Declaration without the consent of the holders of the Trust Preferred Securities, the property trustee or the Delaware trustee, unless in the case of the first two bullets below such amendment will materially and adversely affect the interests of any holder of Trust Preferred Securities or the property trustee or the Delaware trustee or impose any additional duty or obligation on the property trustee or the Delaware trustee, to:

cure any ambiguity, correct or supplement any provisions in the Amended Declaration that may be inconsistent with any other provision, or to make any other provisions with respect to matters or questions arising under such Amended Declaration, which shall not be inconsistent with the other provisions of the Amended Declaration;