

FIFTH THIRD BANCORP  
Form FWP  
March 12, 2018

Free Writing Prospectus

Filed Pursuant to Rule 433

Registration Statement No. 333-210429

Dated March 12, 2018

Term Sheet

\$650,000,000

3.950% Senior Notes due 2028

Issuer:	Fifth Third Bancorp
Security:	3.950% Senior Notes due March 14, 2028
Expected Ratings*:	Baa1 (Moody's) / BBB+ (S&P) / A- (Fitch)
Currency:	USD
Size:	\$650,000,000
Security Type:	SEC Registered Senior Notes
Maturity:	March 14, 2028
Coupon:	3.950%
Payment Frequency:	Semi-Annually
Day Count Convention:	30/360
Optional Redemption:	The notes are not subject to repayment at the option of the holders prior to the maturity date. The Issuer may redeem the Senior Notes, in whole or in part, on or after the date that is 30 days prior to the maturity date at a redemption price equal to 100% of the principal amount of the Senior Notes redeemed, plus accrued and unpaid interest thereon to, but excluding, the redemption date.
Benchmark Treasury:	2.750% US Treasury due February 15, 2028
Benchmark Treasury Spot and Yield:	98-30+; 2.872%
Spread to Benchmark Treasury:	+110 bps
Yield to Maturity:	3.972%
Price to Public:	99.820% of face amount

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Proceeds (Before Expenses) to Issuer:	\$645,905,000
Interest Payment Dates:	March 14 and September 14 of each year, commencing September 14, 2018
Trade Date:	March 12, 2018

Settlement Date: March 14, 2018 (T+2)  
 Denominations: \$2,000 x \$1,000  
 CUSIP/ISIN: 316773 CV0 / US316773CV06  
 Joint Book-Running Managers: Morgan Stanley & Co. LLC  
 Citigroup Global Markets Inc.  
 Goldman Sachs & Co. LLC  
 RBC Capital Markets, LLC  
 Co-Managers: Fifth Third Securities, Inc.\*\*

- \* **Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**
- \*\* **Fifth Third Securities, Inc., an underwriter in this offering, is an affiliate of Fifth Third Bancorp. Rule 5121 of the Conduct Rules of the Financial Industry Regulatory Authority, Inc. ( FINRA ) imposes certain requirements on a FINRA member participating in the public offering of securities of an issuer that controls, is controlled by, or is under common control with, the FINRA member. Fifth Third Securities, Inc. has advised Fifth Third Bancorp that it will not sell any of the notes to a discretionary account unless it has received specific written approval from the account holder in accordance with Rule 5121.**

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Morgan Stanley & Co. LLC toll free at 1-866-718-1649, calling Citigroup Global Markets Inc. toll free at 1-800-831-9146, writing to Goldman Sachs & Co. LLC, Prospectus Department, 200 West Street, New York, New York 10282, telephone: 1-866-471-2526, facsimile: 212-902-9316 or by emailing [Prospectus-ny@ny.email.gs.com](mailto:Prospectus-ny@ny.email.gs.com), or calling RBC Capital Markets, LLC toll free at 1-866-375-6829.**

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Common Stock 584.893 \$ 56.1 9,145.1181 D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARKER PETER K 6700 LAS COLINAS BOULEVARD IRVING, TX 75039		X		

## Signatures

/s/ Eric P. Helm by Power of  
Attorney

11/15/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Each phantom stock unit is the economic equivalent of one share of Fluor common stock.

- These phantom units were acquired under the Fluor Corporation 409A Deferred Directors' Fees Program (the "Program") and are to be settled in cash. Distributions will be made, at the election of the reporting person, either (i) in the distribution year specified by the reporting person or (ii) upon the reporting person's termination of service as a director, death or disability, in a single lump sum payment or annual installment payments over a period of two to ten years. The reporting person may transfer the phantom units into an alternative investment at any time. However, unvested units granted as matching contributions under the Program shall be forfeited by the reporting person to the extent attributable to the transferred units.
- (2)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.