

FIFTH THIRD BANCORP
Form 8-K
July 09, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): July 9, 2012

(Exact Name of Registrant as Specified in Its Charter)

Ohio
(State or Other Jurisdiction)

001-33653
(Commission)

31-0854434
(IRS Employer)

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of Incorporation)

File Number)

Identification No.)

Fifth Third Center
38 Fountain Square Plaza, Cincinnati, Ohio **45263**
(Address of Principal Executive Offices) (Zip Code)
(Registrant's Telephone Number, Including Area Code) **(800) 972-3030**

Not Applicable

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

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

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

Item 8.01 Other Events

Fifth Third Bancorp (the Company) has submitted a redemption notice to the trustee to redeem the trust preferred securities related to the trust listed below, which will result in the redemption of the securities identified below on the date specified. The redemptions will be funded with excess cash currently available to the Company.

Pursuant to the terms of the trust preferred securities, the securities of Fifth Third Capital Trust VI may be called within ninety (90) days of a Capital Treatment Event. The Company has determined that a Capital Treatment Event occurred upon the authorization for publication in the Federal Register of a Joint Notice of Proposed Rulemaking by the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation and the Office of the Comptroller of the Currency addressing, among other matters, Section 171 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and providing detailed information regarding the cessation of Tier 1 capital treatment for outstanding trust preferred securities.

| Trust | Security | Principal Amount | Redemption date |
|------------------------------|----------------------------------|------------------|-----------------|
| Fifth Third Capital Trust VI | 7.25% Trust Preferred Securities | \$862,500,000 | 8/8/2012 |

On July 9, 2012, the Company issued a press release announcing this. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

Exhibit 99.1 Press Release dated July 9, 2012.

SIGNATURES

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

FIFTH THIRD BANCORP
(Registrant)

July 9, 2012

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