

FIFTH THIRD BANCORP
Form 424B2
December 15, 2006

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Registration No. 333-86360

Prospectus Supplement to Prospectus dated April 29, 2002.

\$750,000,000

Fifth Third Bancorp

\$500,000,000 5.45% Subordinated Notes due 2017

\$250,000,000 Floating Rate Subordinated Notes due 2016

Fifth Third Bancorp will pay interest on the 5.45% Subordinated Notes due 2017 on January 15 and July 15 of each year. The first such payment will be made on July 15, 2007. Fifth Third Bancorp will pay interest on the Floating Rate Subordinated Notes due 2016 on March 20, June 20, September 20 and December 20 of each year. The first such payment will be made on March 20, 2007. The interest rate for each interest period for the Floating Rate Subordinated Notes will be the rate per annum for three-month LIBOR plus 0.42%, reset quarterly, as described in this prospectus supplement. The notes will be unsecured subordinated obligations of Fifth Third Bancorp. The notes are not subject to redemption at our option or to repayment at the option of the holders at any time prior to maturity. There is no sinking fund for the notes. The notes will be issued only in denominations of \$5,000 and integral multiples of \$1,000 in excess of \$5,000.

See Risk Factors beginning on page 26 of our Form 10-K for the year ended December 31, 2005 to read about important factors you should consider before buying notes.

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 notes 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.

	Per 5.45% Subordinated Note due 2017		Per Floating Rate Subordinated Note due 2016	
		Total		Total
Initial public offering price	99.65%	\$ 498,250,000	100.00%	\$ 250,000,000
Underwriting discount	0.45%	\$ 2,250,000	0.45%	\$ 1,125,000
Proceeds, before expenses, to Fifth Third Bancorp	99.20%	\$ 496,000,000	99.55%	\$ 248,875,000

The initial public offering price set forth above does not include accrued interest, if any. Interest on the notes will accrue from December 20, 2006 and must be paid by the purchaser if the notes are delivered after December 20, 2006.

The underwriters expect to deliver the notes in book-entry form only through the facilities of The Depository Trust Company against payment in New York, New York on December 20, 2006.

Banc of America Securities LLC
Credit Suisse
BNY Capital Markets, Inc.

Citigroup
Fifth Third Securities, Inc.
Lehman Brothers **Morgan Stanley**

Goldman, Sachs & Co.
UBS Investment Bank
Wachovia Securities

DOCUMENTS INCORPORATED BY REFERENCE

In this prospectus supplement and the accompanying prospectus, as permitted by law, we incorporate by reference information from other documents that we file with the Securities and Exchange Commission, or the SEC. This means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus supplement and the accompanying prospectus and should be read with the same care. When we update the information contained in documents that have been incorporated by reference by making future filings with the SEC, the information incorporated by reference in this prospectus supplement and accompanying prospectus is considered to be automatically updated and superseded. In other words, in case of a conflict or inconsistency between information contained in this prospectus supplement and accompanying prospectus and information incorporated by reference into this prospectus supplement and accompanying prospectus, you should rely on the information contained in the document that was filed later.

We incorporate by reference the documents listed below and any documents we file with the SEC in the future under Section 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended (other than information in such future filings deemed not to have been filed), until our offering under this prospectus supplement is completed. The information in any such document referred to in Item 402(a)(8) of Regulation S-K of the SEC shall not be deemed incorporated by reference herein.

Annual Report on Form 10-K for the year ended December 31, 2005;

Quarterly Reports on Form 10-Q for the periods ended March 31, 2006, June 30, 2006 and September 30, 2006;

Current Reports on Form 8-K filed on January 4, January 17 (Items 1.01, 5.02 and Exhibit 10 only), February 13, April 21, June 22, July 7, December 8, and December 13, 2006; and

Proxy Statement on Schedule 14A dated February 28, 2006.

You may request a copy of any of these filings, other than an exhibit to a filing unless that exhibit is specifically incorporated by reference into that filing, at no cost, from the Executive Vice President, General Counsel and Secretary, Fifth Third Bancorp, Fifth Third Center, 38 Fountain Square Plaza, Cincinnati, Ohio 45263 (telephone: (513) 579-5300).

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 the Private Securities Litigation Reform Act of 1995. 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 plans, trend, objective, continue, remain, or similar expressions, or future or conditional verbs such as will, should, 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 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) competitive pressures on financial institutions may increase significantly; (2) changes in the interest rate environment may reduce interest margins; (3) prepayment speeds, loan originations and sale volumes, charge-offs and loan loss provisions are inherently uncertain; (4) general economic conditions, either national or in the states in which we do business, may be less favorable than expected; (5) political developments, wars or other

hostilities may disrupt or increase volatility in securities markets or other economic conditions; (6) changes and trends in the securities markets; (7) legislative or regulatory changes or actions, or significant litigation, may adversely affect the businesses in which we are engaged; (8) difficulties in combining the operations of acquired entities; (9) our ability to maintain favorable ratings from rating agencies; and (10) 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 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 Documents Incorporated by Reference on page S-1 and Where You Can Find More Information in the accompanying prospectus.

RECENT DEVELOPMENTS

On November 20, 2006, Fifth Third Bancorp announced that we had reviewed our balance sheet in light of asset/liability management considerations and changing market conditions, and decided to strategically shift the composition of our balance sheet.

Specifically, our Board of Directors approved several actions to improve our asset/liability profile. These actions are intended to reduce the size of our available-for-sale securities portfolio to a size that is more consistent with our liquidity, collateral and interest rate risk management requirements; improve the composition of our balance sheet with a lower concentration in fixed-rate assets; lower wholesale borrowings to reduce leverage; and better position us for an uncertain economic and interest rate environment.

These actions include: (i) sales of approximately \$11.5 billion in available-for-sale securities, with those securities targeted to be sold having a weighted average yield of approximately 4.30%; (ii) reinvestment of approximately \$2.8 billion in available-for-sale securities that are more efficient when used as collateral; (iii) a reduction of approximately \$8.7 billion in wholesale borrowings at a weighted average rate paid of 5.30%; and (iv) the termination of approximately \$1.1 billion of repurchase and reverse repurchase agreements. These actions will reduce our investment securities to approximately 13% of our earning assets and wholesale funding to approximately 28% of our total liabilities, which we believe is a more appropriate level for our liquidity and collateral requirements and the management of our current interest rate risk profile.

Depending on market conditions, we anticipate a pre-tax loss from these actions of approximately \$460 million, or approximately \$299 million after-tax, or approximately \$0.54 per share of our common stock.

In order to further hedge interest rate sensitivity, we plan to add interest rate derivatives in the form of swaps, caps and floors with the objective of reducing exposure to significant upward and downward movements in market interest rates.

USE OF PROCEEDS

We intend to use the net proceeds from the sale of the notes for general corporate purposes.

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CONSOLIDATED EARNINGS RATIOS

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

	Nine Months		Years Ended December 31,			
	Ended September 30, 2006	2005	2004	2003	2002	2001
Consolidated ratios of earnings to fixed charges						
Excluding interest on deposits	2.75x	3.45x	4.87x	5.76x	5.48x	3.07x
Including interest on deposits	1.69	2.08	3.00	3.22	2.60	1.67
Consolidated ratios of earnings to combined fixed charges and preferred stock dividend requirements						
Excluding interest on deposits	2.75x	3.45x	4.86x	5.75x	5.47x	3.06x
Including interest on deposits	1.69	2.08	3.00	3.21	2.59	1.67

For purposes of computing both the consolidated ratios of earnings to fixed charges and earnings to combined fixed charges and preferred stock dividend requirements:

earnings represent income from continuing operations before income taxes, minority interest 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;

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; and

pretax earnings required for preferred stock dividends were computed using tax rates for the applicable year.

DESCRIPTION OF NOTES

The 5.45% Subordinated Notes and the Floating Rate Subordinated Notes will each be a separate series of subordinated debt securities as defined in the accompanying prospectus and will be issued under our subordinated indenture described in that prospectus, as modified by the first supplemental indenture described in this prospectus supplement. References in this prospectus supplement to the notes mean both series of notes. This section summarizes the specific financial and legal terms of the notes that are more generally described under the section entitled Debt Securities beginning on page 7 of the accompanying prospectus (as that section relates to our subordinated debt securities). If anything described below is inconsistent with the terms applicable to our subordinated debt securities described under the section entitled Debt Securities in the accompanying prospectus, the terms described below will prevail.

Terms of the 5.45% Subordinated Notes due 2017

The specific terms of this series of notes we are offering will be as follows:

Title: 5.45% Subordinated Notes due 2017.

Total principal amount being issued: \$500,000,000.

Issue date: December 20, 2006.

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Maturity date: January 15, 2017.

Interest rate: 5.45% per annum.

Day count convention: Interest will be computed on the basis of a 360-day year of twelve 30-day months.

Date interest starts accruing: December 20, 2006.

Interest payment dates: Every January 15 and July 15, commencing on July 15, 2007. If any interest payment date or the maturity date of the 5.45% Subordinated Notes falls on a day which is not a business day, the related payment of principal or interest on the 5.45% Subordinated Notes will be made on the next day which is a business day with the same force and effect as if made on the date such payment was due, and no interest shall accrue on the amount payable for the period from and after such interest payment date or maturity date, as the case may be.

Business day: Any day that is not a Saturday or Sunday, and that is not a day on which banking institutions are generally authorized or obligated by law, regulation or executive order to close in The City of New York.

First interest payment date: July 15, 2007.

Regular record dates for interest: Every January 1 and July 1 (whether or not a business day) preceding the related interest payment date.

Form of notes: The 5.45% Subordinated Notes will be issued as global securities, and may be withdrawn from the Depository only in the limited situations described on page 63 of the accompanying prospectus.

Name of depository: The Depository Trust Company (DTC).

Trading in DTC: Indirect holders that trade their beneficial interests in the global securities through DTC must trade in DTC's same-day funds settlement system and pay in immediately available funds.

Redemption: The 5.45% Subordinated Notes are not subject to redemption at our option, or repayment at the option of the holders, in whole or in part, prior to the maturity date.

Sinking Fund: There is no sinking fund.

Defeasance: We may choose to terminate some of our obligations under the 5.45% Subordinated Notes as described under "Defeasance and Discharge" on page 14 of the accompanying prospectus.

Trustee: Fifth Third will issue the 5.45% Subordinated Notes under a subordinated indenture dated May 23, 2003 with Wilmington Trust Company, as Trustee, as modified by the first supplemental indenture to be dated as of December 20, 2006. Wilmington Trust Company also acts as trustee with respect to the Floating Rate Subordinated Notes, the 4.50% Subordinated Notes due June 1, 2018 previously issued by us under the subordinated indenture and, as described under "Junior Subordinated Debentures" beginning on page 45 of the accompanying prospectus, as trustee under our Junior Subordinated Indenture dated as of March 20, 1997. If an event of default under the 5.45% Subordinated Notes occurs, the Trustee may be considered to have a conflicting interest with respect to the 5.45% Subordinated Notes, the Floating Rate Subordinated Notes, the 4.50% Subordinated Notes due June 1, 2018 or the Junior Subordinated Indenture for purposes of the Trust Indenture Act of 1939, as amended. In that case, the Trustee may be required to resign as trustee under the

subordinated indenture and we would be required to appoint a successor trustee.

Subordination: Our obligation to make payments on the 5.45% Subordinated Notes will be subordinated as described below under Subordination of the Notes.

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Events of Default; Acceleration: An event of default under the 5.45% Subordinated Notes will occur, and the payment of principal of the 5.45% Subordinated Notes may be accelerated, only in certain events involving our bankruptcy, insolvency or reorganization (but not the bankruptcy, insolvency or reorganization of any of our subsidiaries), as more fully described on pages 11 to 12 of the accompanying prospectus. There will be no right of acceleration of the payment of principal of the 5.45% Subordinated Notes upon a default in the payment of principal or interest on the 5.45% Subordinated Notes or in the performance of any of our covenants or agreements contained in the 5.45% Subordinated Notes or in the subordinated indenture, as supplemented.

Issuance of Additional Notes: We may, without notice to or consent of the holders or beneficial owners of the 5.45% Subordinated Notes, issue additional notes having the same ranking, interest rate, maturity and/or other terms as the 5.45% Subordinated Notes. Any such additional notes issued may be considered part of the same series of notes under the subordinated indenture, as supplemented, as the 5.45% Subordinated Notes offered by this prospectus supplement.

Terms of the Floating Rate Subordinated Notes due 2016

The specific terms of this series of notes we are offering will be as follows:

Title: Floating Rate Subordinated Notes due 2016.

Total principal amount being issued: \$250,000,000.

Issue date: December 20, 2006.

Maturity date: December 20, 2016.

Interest rate basis: LIBOR, as determined by the calculation agent as described below under Interest Rate for the Floating Rate Subordinated Notes due 2016.

Index maturity: Three months.

Spread: 0.42% per annum.

Initial base rate: The base rate in effect for the initial interest period will be the three month LIBOR rate on December 18, 2006, as determined by the calculation agent as described below under Interest Rate for the Floating Rate Subordinated Notes due 2016.

Minimum or maximum rate: None; provided that the interest rate on a Floating Rate Subordinated Note will in no event be higher than the maximum rate permitted by New York law, as it may be modified by U.S. law of general application.

Interest determination date: Two London business days (as defined below) prior to the first day of each interest period.

Day count convention: Actual/360; for each interest period, the calculation agent will calculate the amount of accrued interest by multiplying the face amount of the Floating Rate Subordinated Note by an accrued interest factor for the interest period. This factor will equal the sum of the interest factors calculated for each day during the interest period. The interest factor for each day will be expressed as a decimal and will be calculated by dividing the interest rate, also expressed as a decimal, applicable to that day by 360.

Interest periods: The initial interest period will be the period from and including December 20, 2006 to, but excluding, March 20, 2007, and the subsequent interest periods will be the periods from and including an interest reset date to, but excluding, the next interest reset date.

Interest reset dates: Every March 20, June 20, September 20 and December 20, commencing on March 20, 2007; if an interest reset date would otherwise be a day that is not a business day, the interest reset date will be postponed to the next day that is a business day. However, if that business day is in the next succeeding calendar month, the interest reset date will instead be the immediately preceding business day. An interest reset date that falls on the stated maturity date will not be changed.

Date interest starts accruing: December 20, 2006.

Interest payment dates: Every March 20, June 20, September 20 and December 20, commencing on March 20, 2007; if an interest payment date would otherwise be a day that is not a business day, the interest payment date will be postponed to the next day that is a business day. However, if that business day is in the next succeeding calendar month, the interest payment date will instead be the immediately preceding business day. An interest payment date that falls on the stated maturity date will not be changed.

Business day: Any day that is not a Saturday or Sunday, and that is not a day on which banking institutions are generally authorized or obligated by law, regulation or executive order to close in The City of New York, and that is also a London business day. A London business day is a day on which dealings in U.S. dollars are transacted in the London interbank market.

First interest payment date: March 20, 2007.

Regular record dates for interest: The fifteenth calendar day (whether or not a business day) preceding the related interest payment date.

Calculation agent: Wilmington Trust Company.

Form of notes: The Floating Rate Subordinated Notes will be issued as global securities, and may be withdrawn from the Depositary only in the limited situations described on page 63 of the accompanying prospectus.

Name of depositary: DTC.

Trading in DTC: Indirect holders that trade their beneficial interests in the global securities through DTC must trade in DTC's same-day funds settlement system and pay in immediately available funds.

Redemption: The Floating Rate Subordinated Notes are not subject to redemption at our option, or repayment at the option of the holders, in whole or in part, prior to the maturity date.

Sinking Fund: There is no sinking fund.

Defeasance: We may choose to terminate some of our obligations under the Floating Rate Subordinated Notes as described under "Defeasance and Discharge" on page 14 of the accompanying prospectus.

Trustee: Fifth Third will issue the Floating Rate Subordinated Notes under a subordinated indenture dated May 23, 2003 with Wilmington Trust Company, as Trustee, as modified by the first supplemental indenture to be dated as of December 20, 2006. Wilmington Trust Company also acts as trustee with respect to the 5.45%

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Subordinated Notes, the 4.50% Subordinated Notes due June 1, 2018 previously issued by us under the subordinated indenture and, as described under Junior Subordinated Debentures beginning on page 45 of the accompanying prospectus, as trustee under our Junior Subordinated Indenture dated as of March 20, 1997. If an event of default under the Floating Rate Subordinated Notes occurs, the Trustee may be considered to have a conflicting interest with respect to the Floating Rate Subordinated Notes, the 5.45%

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Subordinated Notes, the 4.50% Subordinated Notes due June 1, 2018 or the Junior Subordinated Indenture for purposes of the Trust Indenture Act of 1939, as amended. In that case, the Trustee may be required to resign as trustee under the subordinated indenture and we would be required to appoint a successor trustee.

Subordination: Our obligation to make payments on the Floating Rate Subordinated Notes will be subordinated as described below under Subordination of the Notes.

Events of Default; Acceleration: An event of default under the Floating Rate Subordinated Notes will occur, and the payment of principal of the Floating Rate Subordinated Notes may be accelerated, only in certain events involving our bankruptcy, insolvency or reorganization (but not the bankruptcy, insolvency or reorganization of any of our subsidiaries), as more fully described on pages 11 to 12 of the accompanying prospectus. There will be no right of acceleration of the payment of principal of the Floating Rate Subordinated Notes upon a default in the payment of principal or interest on the Floating Rate Subordinated Notes or in the performance of any of our covenants or agreements contained in the Floating Rate Subordinated Notes or in the subordinated indenture, as supplemented.

Issuance of Additional Notes: We may, without notice to or consent of the holders or beneficial owners of the Floating Rate Subordinated Notes, issue additional notes having the same ranking, interest provisions, maturity and/or other terms as the Floating Rate Subordinated Notes. Any such additional notes issued may be considered part of the same series of notes under the subordinated indenture, as supplemented, as the Floating Rate Subordinated Notes offered by this prospectus supplement.

Interest Rate for the Floating Rate Subordinated Notes Due 2016

If you purchase a Floating Rate Subordinated Note, your note will bear interest for each interest period at a rate equal to 0.42% above the interest rate per annum for three-month deposits in U.S. dollars designated as LIBOR. The calculation agent shall determine LIBOR in the following manner:

LIBOR will be the offered rate per annum for three-month deposits in U.S. dollars on the relevant interest determination date as that rate appears on Moneyline Telerate page 3750 as of 11:00 A.M., London time, on the relevant interest determination date.

If the rate described above does not appear on Moneyline Telerate page 3750 at such time, LIBOR will be determined on the basis of the rates, at approximately 11:00 A.M., London time, on the relevant interest determination date, at which deposits of the following kind are offered to prime banks in the London interbank market by four major banks in that market selected by the calculation agent: three-month U.S. dollar deposits, beginning on the relevant interest reset date, and in a representative amount. The calculation agent will request the principal London office of each of these banks to provide a quotation of its rate. If at least two quotations are provided, LIBOR for the relevant interest determination date will be the arithmetic mean of the quotations.

If fewer than two quotations are provided as described above, LIBOR for the relevant interest determination date will be the arithmetic mean of the rates for loans of the following kind to leading European banks quoted, at approximately 11:00 A.M. New York City time on that interest determination date, by three major banks in New York City selected by the calculation agent: three-month loans of U.S. dollars, beginning on the relevant interest reset date, and in a representative amount.

If fewer than three banks selected by the calculation agent are quoting as described above, LIBOR for the new interest period will be LIBOR in effect for the prior interest period. If the initial base rate has been in effect for the prior interest period, however, it will remain in effect for the new interest period.

The calculation agent's determination of any interest rate, and its calculation of the amount of interest for any interest period, will be final and binding in the absence of manifest error.

In this subsection, we use several terms that have special meanings relevant to calculating LIBOR. We

define these terms as follows:

the term *representative amount* means an amount that, in the calculation agent's judgment, is representative of a single transaction in the relevant market at the relevant time; and

the term *Moneyline Telerate page* means the display on Moneyline Telerate, Inc., or any successor service, on the page or pages specified in this prospectus supplement or any replacement page or pages on that service.

Subordination of the Notes

Our obligation to make payments of principal and interest on the notes, to the extent specified in the subordinated indenture, as supplemented by the first supplemental indenture, will be subordinate and junior in right of payment to all of our senior indebtedness. The subordinated indenture, as supplemented by the first supplemental indenture, does not restrict us in any way now or in the future from incurring senior indebtedness or indebtedness that would be *pari passu* with or subordinate to the notes.

The subordinated indenture, as supplemented by the first supplemental indenture, defines *senior indebtedness* as all of our indebtedness (including indebtedness of others guaranteed by us), whether outstanding on the date of the first supplemental indenture or thereafter created, incurred or assumed, which is

- for money borrowed, or
- evidenced by a note or similar instrument given in connection with the acquisition of any businesses, properties or assets of any kind, any obligation, whether outstanding on the date of the first supplemental indenture or thereafter created, incurred or assumed, which is
- our obligation under direct credit substitutes,
- an obligation of, or any such obligation directly or indirectly guaranteed by, us for purchased money or funds,
- a deferred obligation of, or any such obligation directly or indirectly guaranteed by, us incurred in connection with the acquisition of any business, properties or assets not evidenced by a note or similar instrument given in connection therewith, or
- our obligation to make payment pursuant to the terms of financial instruments such as (A) securities contracts and foreign currency exchange contracts, (B) derivative instruments, such as swap agreements (including interest rate and foreign exchange rate swap agreements), cap agreements, floor agreements, collar agreements, interest rate agreements, foreign exchange rate agreements, options, commodity futures contracts and commodity options contracts and (C) financial instruments similar to those set forth in (A) or (B) above, and

any amendments, renewals, extensions or modifications of any such indebtedness or obligation, unless in any case in the instrument creating or evidencing any such indebtedness or obligation or pursuant to which the same is outstanding it is provided that such indebtedness or obligation is not superior in right of payment to the notes or is to rank *pari passu* with or subordinate to the notes.

Senior indebtedness does not include the 5.45% Subordinated Notes, the Floating Rate Subordinated Notes, any other subordinated notes as may be issued in the future under the subordinated indenture, as supplemented by the first supplemental indenture, our 4.50% Subordinated Notes due June 1, 2018 previously issued under the

subordinated indenture, or any securities issued under our Junior Subordinated Indenture dated as of March 20, 1997.

Upon any payment or distribution of assets to creditors in case of our liquidation, dissolution, winding up, reorganization, assignment for the benefit of creditors or any bankruptcy, insolvency, or similar proceedings, all holders of senior indebtedness will be entitled to receive payment in full of all amounts due before the holders of notes will be entitled to receive any payment of principal or interest on their notes. If the notes are accelerated, all holders of senior indebtedness will be entitled to receive payment in full of all amounts due before the holders of notes will be entitled to receive any payment of principal or interest on their notes. In addition, in the event of and during the continuation of any default in the payment of principal of (or premium, if any) or interest on any senior indebtedness beyond any applicable grace period, or in the event that any event of default with respect to any senior indebtedness permits the acceleration of the maturity of that senior indebtedness, or if any judicial proceeding is pending with respect to the default in payment or event of default of such senior indebtedness, no payment on the principal of (or premium, if any) or interest on the notes will be made unless and until the event of default has been cured or waived and the acceleration rescinded or annulled.

The 5.45% Subordinated Notes and the Floating Rate Subordinated Notes are *pari passu* with each other in all respects. Due to differing subordination provisions in various series of subordinated debt securities issued by us, the holders of the notes may receive less, ratably, than holders of some of our other series of subordinated debt securities.

The provisions in the prospectus relating to Other Financial Obligations do not apply to the notes, and are superseded in their entirety by the provisions of the subordinated indenture, as supplemented by the first supplemental indenture, described above. The foregoing definition of senior indebtedness supersedes the definition of senior indebtedness in the prospectus in relation to the notes.

UNDERWRITING

Fifth Third Bancorp and the underwriters for the offering (the Underwriters) named below have entered into an underwriting agreement with respect to the notes. Subject to certain conditions, each Underwriter has severally agreed to purchase the principal amount of notes indicated in the following table. Banc of America Securities LLC, Citigroup Global Markets Inc. and Goldman, Sachs & Co. are the representatives of the Underwriters.

	Principal Amount of 5.45% Subordinated Notes due 2017	Principal Amount of Floating Rate Subordinated Notes due 2016
Underwriters		
Banc of America Securities LLC	\$ 140,000,000	\$ 70,000,000
Citigroup Global Markets Inc.	140,000,000	70,000,000
Goldman, Sachs & Co.	140,000,000	70,000,000
Credit Suisse Securities (USA) LLC	20,000,000	10,000,000
Fifth Third Securities, Inc.	20,000,000	10,000,000
UBS Securities LLC	20,000,000	10,000,000
BNY Capital Markets, Inc.	5,000,000	2,500,000
Lehman Brothers Inc.	5,000,000	2,500,000
Morgan Stanley & Co. Incorporated	5,000,000	2,500,000
Wachovia Capital Markets, LLC	5,000,000	2,500,000
Total	\$ 500,000,000	\$ 250,000,000

The Underwriters are committed to take and pay for all of the notes being offered, if any are taken.

Notes sold by the Underwriters to the public will initially be offered at the initial public offering price set forth on the cover of this prospectus supplement. Any notes sold by the Underwriters to securities dealers may be sold at a discount from the initial public offering price of up to 0.30% of the principal amount of notes. Any such

securities dealers may resell any notes purchased from the Underwriters to certain other brokers or dealers at a discount from the initial public offering price of up to 0.20% of the principal amount of notes. If all the notes are not sold at the initial offering price, the representatives may change the offering price and the other selling terms.

Underwriting discounts or commissions in connection with sales of the notes will not exceed 8%.

The notes are new issues of securities with no established trading market. We have been advised by the Underwriters that the Underwriters (other than Fifth Third Securities, Inc.) intend to make markets in the notes but are not obligated to do so and may discontinue market making at any time without notice. No assurance can be given as to the liquidity of the trading markets for the notes.

In connection with the offering of the notes, the Underwriters may purchase and sell notes in the open market. These transactions may include short sales, stabilizing transactions and purchases to cover positions created by short sales. Short sales involve the sale by the Underwriters of a greater principal amount of notes than they are required to purchase in the offering of the notes. Stabilizing transactions consist of certain bids or purchases made for the purpose of preventing or retarding a decline in the market price of the notes while the offering of the notes is in progress.

The Underwriters also may impose a penalty bid. This occurs when a particular Underwriter repays to the Underwriters a portion of the underwriting discount received by it because the representatives have repurchased notes sold by or for the account of such Underwriter in stabilizing or short covering transactions.

These activities by the Underwriters may stabilize, maintain or otherwise affect the market prices of the notes. As a result, the prices of the notes may be higher than the prices that otherwise might exist in the open market. If these activities are commenced, they may be discontinued by the Underwriters at any time. These transactions may be effected in the over-the-counter market or otherwise.

We estimate that our share of the total expenses of the offering of the notes, excluding underwriting discounts and commissions, will be approximately \$775,000.

We have agreed to indemnify the several Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

Fifth Third Securities, Inc. is an affiliate of ours. Rule 2720 of the Conduct Rules of the National Association of Securities Dealers, Inc. imposes certain requirements when an NASD member such as Fifth Third Securities distributes an affiliated company's securities. Fifth Third Securities has advised us that this offering of the notes will comply with the applicable requirements of Rule 2720.

NASD members will not confirm initial sales to accounts over which they exercise discretionary authority without the prior specific written approval of the customer.

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), each Underwriter has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date) it has not made and will not make an offer of notes to the public in that Relevant Member State prior to the publication of a prospectus in relation to the notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that it may, with effect from and including the Relevant Implementation Date, make an offer of notes to the public in that Relevant Member State at any time:

- (a) to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities;
- (b) to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than 43,000,000 and (3) an annual net turnover of more than 50,000,000, as shown in its last annual or consolidated accounts; or

(c) in any other circumstances which do not require the publication by Fifth Third Bancorp of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an offer of notes to the public in relation to any notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe the notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression Prospectus Directive means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

Each Underwriter has represented and agreed that:

- (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the FSMA)) received by it in connection with the issue or sale of the notes in circumstances in which Section 21(1) of the FSMA does not apply to Fifth Third Bancorp; and
- (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the notes in, from or otherwise involving the United Kingdom.

The notes may not be offered or sold by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), or (ii) to professional investors within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a prospectus within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), and no advertisement, invitation or document relating to the notes may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to notes which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

The securities have not been and will not be registered under the Securities and Exchange Law of Japan (the Securities and Exchange Law) and each Underwriter has agreed that it will not offer or sell any securities, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Securities and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

This prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the notes may not be circulated or distributed, nor may the notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), (ii) to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the notes are subscribed or purchased under Section 275 by a relevant person which is: (a) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries rights and interest in that trust shall not be transferable for 6 months after that corporation or that trust has acquired the notes under Section 275 except: (1) to an institutional investor under Section 274 of the SFA or to a relevant

person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA; (2) where no consideration is given for the transfer; or (3) by operation of law.

We expect that the delivery of the notes offered hereby will be made against payment therefor on or about December 20, 2006, which will be the fifth business day after the date of this prospectus supplement. Under Rule 15c6-1 under the Securities Exchange Act of 1934, trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade agree otherwise. Accordingly, purchasers who wish to trade notes on the date of this prospectus supplement or the following business day will be required to specify an alternative settlement cycle at the time of any such trade to prevent a failed settlement and should consult their own advisors.

VALIDITY OF THE NOTES

The validity of the notes will be passed upon for us by Paul L. Reynolds, Esq., Executive Vice President, General Counsel and Secretary of Fifth Third Bancorp, and by Graydon Head & Ritchey LLP, Cincinnati, Ohio. Certain legal matters will be passed upon for the Underwriters by Sidley Austin LLP, New York, New York. Mr. Reynolds and Graydon Head & Ritchey LLP will rely as to all matters of New York law upon the opinion of Sidley Austin LLP. Sidley Austin LLP will rely as to all matters of Ohio law upon the opinions of Mr. Reynolds and Graydon Head & Ritchey LLP.

EXPERTS

The consolidated financial statements and management's report on the effectiveness of internal control over financial reporting, incorporated in this prospectus supplement by reference to Fifth Third Bancorp's Annual Report on Form 10-K for the year ended December 31, 2005, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports (which reports (1) express an unqualified opinion and include an explanatory paragraph related to the adoption on January 1, 2004 of the fair value recognition provisions of Statement of Financial Accounting Standards No. 123, Accounting for Stock Based Compensation, using the retroactive restatement method and the adoption of Financial Accounting Standards Board Interpretation No. 46,

Consolidation of Variable Interest Entities, effective July 1, 2003, (2) express an unqualified opinion on management's assessment regarding the effectiveness of internal control over financial reporting, and (3) express an unqualified opinion on the effectiveness of internal control over financial reporting), which are incorporated by reference, and have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

Fifth Third Center
38 Fountain Square Plaza
Cincinnati, Ohio 45263
(513) 579-5300

Fifth Third Bancorp

\$2,000,000,000

**Debt Securities
Preferred Stock
Depositary Shares
Common Stock
Warrants
of**

FIFTH THIRD BANCORP

**Capital Securities
of
FIFTH THIRD CAPITAL TRUST IV
FIFTH THIRD CAPITAL TRUST V
FIFTH THIRD CAPITAL TRUST VI
Fully and unconditionally guaranteed as described herein by**

FIFTH THIRD BANCORP

We may offer and sell any combination of the securities listed above, in one or more offerings, up to a total dollar amount of \$2,000,000,000 (or the equivalent in foreign currency or currency units). We will describe specific terms of the securities in supplements to this prospectus. You should read this prospectus and the applicable prospectus supplement carefully before you invest.

Fifth Third's common stock is traded on the Nasdaq National Market under the symbol FITB.

These securities have not been approved or disapproved by the SEC or any state securities commission nor have these organizations determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

These securities will not be savings accounts, deposits or other obligations of any bank and are not insured by the Federal Deposit Insurance Corporation, the Bank Insurance Fund or any other governmental agency.

This prospectus is dated April 29, 2002

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ABOUT THIS DOCUMENT

This document is called a prospectus, and it provides you with a general description of the securities we may offer. Each time we sell securities we will provide a prospectus supplement containing specific information about the terms of the securities being offered. That prospectus supplement may include a discussion of any risk factors or other special considerations that apply to those securities. The prospectus supplement may also add, update or change the information in this prospectus. If there is any inconsistency between the information in this prospectus and any prospectus supplements, you should rely on the information in that prospectus supplement. You should read both this prospectus and any prospectus supplement together with additional information described under the heading **Where You Can Find More Information**.

Where appropriate, the applicable prospectus supplement will describe U.S. federal income tax considerations relevant to the securities being offered.

Fifth Third Bancorp is an Ohio corporation (also referred to as Fifth Third). Fifth Third Capital Trust IV, Fifth Third Capital Trust V and Fifth Third Capital Trust VI are statutory business trusts created under Delaware law (separately each trust is also referred to as an Issuer Trust and together as the Issuer Trusts). Together, we have filed a registration statement with the SEC using a shelf registration or continuous offering process. Under this shelf process, we may offer and sell any combination of the securities described in this prospectus, in one or more offerings, up to a total dollar amount of \$2,000,000,000 (or the equivalent in foreign currencies or currency units).

Unless otherwise indicated or unless the context requires otherwise, all references in this prospectus to we, us, our, or similar references mean Fifth Third.

Our SEC registration statement containing this prospectus, including exhibits, provides additional information about us and the securities offered under this prospectus. The registration statement can be read at the SEC's web site or at the SEC's offices. The SEC's web site and street addresses are provided under the heading **Where You Can Find More Information**.

When acquiring securities, you should rely only on the information provided in this prospectus and in the related prospectus supplement, including any information incorporated by reference. No one is authorized to provide you with different information. We are not offering the securities in any state where the offer is prohibited. You should not assume that the information in this prospectus, any prospectus supplement or any document incorporated by reference is truthful or complete for any date other than the date indicated on the cover page of these documents.

Fifth Third and the Issuer Trusts may sell securities to underwriters who will in turn sell the securities to the public on terms fixed at the time of sale. In addition, the securities may be sold by Fifth Third or an Issuer Trust directly or through dealers or agents designated from time to time, which agents may be our affiliates. If Fifth Third, directly or through agents, solicits offers to purchase the securities, Fifth Third reserves the sole right to accept and, together with our agents, to reject, in whole or in part, any of those offers.

A prospectus supplement will contain the names of the underwriters, dealers or agents, if any, together with the terms of offering, the compensation of those underwriters and the net proceeds to Fifth Third and each Issuer Trust. Any underwriters, dealers or agents participating in the offering may be deemed underwriters within the meaning of the Securities Act of 1933.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any document we file at the SEC's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. In addition, our SEC filings are available to the public at the SEC's web site at <http://www.sec.gov>.

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In this prospectus, as permitted by law, we incorporate by reference information from other documents that we file with the SEC. This means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus and should be read with the same care. When we update the information contained in documents that have been incorporated by reference by making future filings with the SEC, the information incorporated by reference in this prospectus is considered to be automatically updated and superseded. In other words, in case of a conflict or inconsistency between information contained in this prospectus and information incorporated by reference into this prospectus, you should rely on the information contained in the document that was filed later.

We incorporate by reference the documents listed below and any documents we file with the SEC in the future under Section 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934 (other than information in such documents deemed not to have been filed) until our offering is completed. The information in any such document referred to in Item 402(a)(8) of Regulation S-K of the SEC shall not be deemed incorporated by reference herein.

Annual Report on Form 10-K for the year ended December 31, 2001 (as amended on Form 10-K/A);

Current Report on Form 8-K dated March 6, 2002; and

Proxy Statement on Schedule 14A dated February 8, 2002.

You may request a copy of any of these filings, other than an exhibit to a filing unless that exhibit is specifically incorporated by reference into that filing, at no cost, by writing to or telephoning us at the following address:

Paul L. Reynolds
Executive Vice President, General Counsel and Secretary
Fifth Third Bancorp
Fifth Third Center
38 Fountain Square Plaza
Cincinnati, Ohio 45263
(513) 579-5300

No separate financial statements of any Issuer Trust are included in this prospectus. Fifth Third and the Issuer Trusts do not consider that such financial statements would be material to holders of the capital securities because each Issuer Trust is a special purpose entity, has no operating history or independent operations and is not engaged in and does not propose to engage in any activity other than holding as trust assets the corresponding junior subordinated debentures (as defined under the heading "The Issuer Trusts") of Fifth Third and issuing the trust securities. Furthermore, taken together, Fifth Third's obligations under each series of corresponding junior subordinated debentures, the indenture under which the corresponding junior subordinated debentures will be issued, the related trust agreement, the related expense agreement and the related guarantee provide, in the aggregate, a full, irrevocable and unconditional guarantee of payments of distributions and other amounts due on the related capital securities of an Issuer Trust. For a more detailed discussion, see "The Issuer Trusts", "Capital Securities and Related Instruments", "Capital Securities and Related Instruments - Junior Subordinated Debentures - Corresponding Junior Subordinated Debentures" and "Capital Securities and Related Instruments - Guarantees". In addition, Fifth Third does not expect any of the Issuer Trusts to file reports under the Exchange Act with the SEC.

FORWARD-LOOKING STATEMENTS

This prospectus and each prospectus supplement contains or incorporates statements that we believe are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to our financial condition, results of operations, plans, objectives, future performance or business