

FIFTH THIRD BANCORP  
Form S-8  
September 21, 2018

As filed with the Securities Exchange Commission on September 21, 2018

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**FIFTH THIRD BANCORP**  
**(Exact Name of Registrant as Specified in its Charter)**

**38 Fountain Square Plaza,**  
**Cincinnati, Ohio 45263**

**(Address, including zip code, of Registrant's Principal Executive Offices)**

**Fifth Third Bancorp Unfunded Deferred Compensation Plan for Non-Employee Directors**

**The Fifth Third Bancorp Nonqualified Deferred Compensation Plan**

**(Full Title of Plans)**

**Saema Somalya, Esq.**

**Fifth Third Bancorp**

**38 Fountain Square Plaza**

**MD 10909F**

**Cincinnati, Ohio 45263**

**(513) 534-4300**

**(Name, address, and telephone number, including area code, of agent for service)**

*With a copy to:*

**H. Samuel Lind, Esq.**

**Fifth Third Bancorp**

**38 Fountain Square Plaza**

**MD 10909F**

**Cincinnati, Ohio 45263**

**(513) 534-4300**

**(513) 534-6757 (fax)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer

Accelerated filer

Non-accelerated file

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities<br/>to be Registered</b> | <b>Proposed</b>   |                              |                             | <b>Amount of<br/>Registration Fee</b> |
|-------------------------------------------------|-------------------|------------------------------|-----------------------------|---------------------------------------|
|                                                 | <b>Amount</b>     | <b>maximum<br/>aggregate</b> | <b>Proposed<br/>maximum</b> |                                       |
|                                                 | <b>to be</b>      | <b>offering price</b>        | <b>aggregate</b>            |                                       |
|                                                 | <b>registered</b> | <b>per share</b>             | <b>offering price</b>       |                                       |
| Deferred compensation obligations (1)           | \$45,000,000      | 100%                         | \$45,000,000                | \$5,603                               |

- (1) The Deferred Compensation Obligations are unsecured obligations of Fifth Third Bancorp to pay deferred compensation in the future in accordance with the terms of the Fifth Third Bancorp Unfunded Deferred Compensation Plan for Non-Employee Directors and The Fifth Third Bancorp Nonqualified Deferred Compensation Plan. Deferred Compensation Obligations will be paid in cash.

## **EXPLANATORY NOTE**

This Registration Statement on Form S-8 (this Registration Statement ) is being filed to register an additional \$45,000,000 of unsecured obligations of Fifth Third Bancorp to pay deferred compensation in the future in accordance with the terms of the Fifth Third Bancorp Unfunded Deferred Compensation Plan for Non-Employee Directors and The Fifth Third Bancorp Nonqualified Deferred Compensation Plan.

The Company registered \$32,000,000 of Deferred Compensation Obligations on a Form S-8 Registration Statement (File No. 333-214542) (the Original Registration Statement ) filed with the Securities and Exchange Committee (the SEC ) on November 10, 2016. Pursuant to General Instruction E of Form S-8, the contents of the Original Registration Statement are incorporated herein by reference, except that the provisions contained in Part II of the Original Registration Statement are modified as set forth in this Registration Statement.

## **PART II**

### **INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

#### **ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE**

The following documents that Fifth Third Bancorp (the Company or Fifth Third ) has filed with the Securities and Exchange Commission (the Commission ) under the Securities Exchange Act of 1934 (the Exchange Act ) are incorporated by reference into this Registration Statement:

the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2017;

the Company s Quarterly Reports on Form 10-Q for the fiscal quarter ended March 31, 2018 and June 30, 2018;

the Company s Current Reports on Form 8-K filed February 2, 2018, February 9, 2018, February 27, 2018, March 14, 2018 (as amended on Form 8-K/A), March 16, 2018, March 27, 2018, April 19, 2018, May 21, 2018, May 22, 2018, May 24, 2018, May 25, 2018, June 5, 2018, June 8, 2018, June 15, 2018, June 27, 2018, June 29, 2018, and July 23, 2018.

Effective January 1, 2018, Fifth Third adopted ASU 2016-01 Financial Instruments Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. The adoption, which was applied retrospectively, did not have a material impact on the Consolidated Financial Statements. However, equity securities affected by the guidance, which were previously classified as trading or available-for-sale, have been reclassified in the Consolidated Balance Sheets as equity securities. Fifth Third provided disclosure of this change within Note 3 to the Condensed Consolidated Financial Statements and other qualitative information reported within the Quarterly Report on Form 10-Q for the quarter ended March 31, 2018.

In addition, all reports and other documents subsequently filed (but not furnished) by the Company pursuant to Sections 13(a), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part thereof from the date of filing of such documents with the Commission. Any statement contained in a document incorporated or deemed to be incorporated

by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement, or in any other subsequently filed document that also is or is deemed to be incorporated by reference in this Registration Statement, modifies or supersedes such prior statement. Any statement contained in this Registration Statement shall be deemed to be modified or superseded to the extent that a statement contained in a subsequently filed document that is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such prior statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

No document or information deemed to be furnished and not filed in accordance with rules of the Commission shall be deemed to be incorporated herein by reference unless such document or information expressly provides to the contrary.

**ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL**

The validity of the Obligations offered hereby has been passed upon by Thompson Hine LLP. A copy of their opinion is attached as Exhibit 5.1 to this Registration Statement.

**ITEM 8. EXHIBITS**

## EXHIBIT INDEX

| Exhibit No. | Description                                                                                                                                                                                                                                                                                                                    |
|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1         | <u>The Fifth Third Bancorp Nonqualified Deferred Compensation Plan (incorporated by reference to Exhibit 10.12 to the Company's Annual Report on Form 10-K for the year ended December 31, 2013 (File No. 001-33653))</u>                                                                                                      |
| 4.2         | <u>Amendment to The Fifth Third Bancorp Nonqualified Deferred Compensation Plan (incorporated by reference to Exhibit 10.14 to the Company's Annual Report on Form 10-K for the year ended December 31, 2014 (File No. 001-33653))</u>                                                                                         |
| 4.3         | <u>Second Amendment to the Fifth Third Bancorp Non-qualified Deferred Compensation Plan, as Amended and Restated effective January 1, 2013 (incorporated by reference to Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on August 8, 2017 (File No. 001-33653))</u>                  |
| 4.4         | <u>Third Amendment to Fifth Third Bancorp Non-qualified Deferred Compensation Plan, as Amended and Restated effective January 1, 2013 (incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on November 6, 2017 (File No. 001-33653))</u>                     |
| 4.5         | <u>Fourth Amendment to Fifth Third Bancorp Non-qualified Deferred Compensation Plan, as Amended and Restated effective January 1, 2013 (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on May 4, 2018 (File No. 001-33653))</u>                         |
| 4.6         | <u>Fifth Third Bancorp Unfunded Deferred Compensation Plan for Non-Employee Directors (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2013 (File No. 001-33653))</u>                                                                                   |
| 4.7         | <u>First Amendment to Fifth Third Bancorp Unfunded Deferred Compensation Plan for Non-Employee Directors, as Amended and Restated effective June 1, 2013 (incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on August 8, 2017 (File No. 001-33653))</u>    |
| 4.8         | <u>Second Amendment to Fifth Third Bancorp Unfunded Deferred Compensation Plan for Non-Employee Directors, as Amended and Restated effective June 1, 2013 (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on November 6, 2017 (File No. 001-33653))</u> |
| 5.1         | <u>Opinion of Counsel*</u>                                                                                                                                                                                                                                                                                                     |
| 23.1        | <u>Consent of Counsel (included in Exhibit 5.1)*</u>                                                                                                                                                                                                                                                                           |
| 23.2        | <u>Consent of Deloitte &amp; Touche LLP*</u>                                                                                                                                                                                                                                                                                   |
| 24.1        | <u>Power of Attorney (set forth on signature page)*</u>                                                                                                                                                                                                                                                                        |

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act, the Company has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cincinnati, State of Ohio on September 21, 2018.

### FIFTH THIRD BANCORP

By: /s/ Greg D. Carmichael  
Greg D. Carmichael  
Chairman of the Board, President and  
Chief  
Executive Officer

## POWERS OF ATTORNEY

The undersigned officers and directors do hereby constitute and appoint Greg D. Carmichael, with full power of substitution and re-substitution, as our true and lawful attorney-in-fact and agent, to do any and all acts and things in our name and behalf in our capacities as directors and officers, and to execute any and all instruments for us and in our names in the capacities indicated below, that such person may deem necessary or advisable to enable the Company to comply with the Securities Act and any rules, regulations and requirements of the Commission in connection with this Registration Statement, including specifically, but not limited to, power and authority to sign for us, any of us, in the capacities indicated below, any and all amendments hereto (including post-effective amendments); and we do hereby ratify and confirm all that said attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on September 21, 2018.

| Name                   | Title                                                        |
|------------------------|--------------------------------------------------------------|
| /s/ Greg D. Carmichael | Chairman of the Board, President and Chief Executive Officer |
| Greg D. Carmichael     | (Principal Executive Officer)                                |
| /s/ Tayfun Tuzun       | Executive Vice President and Chief Financial Officer         |
| Tayfun Tuzun           | (Principal Financial Officer)                                |
| /s/ Mark D. Hazel      | Senior Vice President and Controller                         |
| Mark D. Hazel          | (Principal Accounting Officer)                               |
| /s/ Nicholas K. Akins  | Director                                                     |
| Nicholas K. Akins      |                                                              |

Director

B. Evan Bayh III

/s/ Jorge L. Benitez

Director

Jorge L. Benitez

Director

Katherine B. Blackburn

/s/ Emerson L. Brumback

Director

Emerson L. Brumback

/s/ Jerry W. Burris

Director

Jerry W. Burris

/s/ Gary R. Heminger Director

Gary R. Heminger

/s/ Jewell D. Hoover Director

Jewell D. Hoover

Director

Eileen A. Mallesch

/s/ Michael B. McCallister Director

Michael B. McCallister

/s/ Marsha C. Williams Director

Marsha C. Williams