

Fifth Third Capital Trust VII
Form FWP
April 29, 2008

Filed Pursuant to Rule 433

April 29, 2008

Registration Statement: No. 333-141560

No. 333-141560-09

Fifth Third Capital Trust VII

FIFTH THIRD CAPITAL TRUST VII

\$350,000,000

8.875% TRUST PREFERRED SECURITIES

fully and unconditionally guaranteed, on a subordinated basis, as described in the prospectus, by Fifth Third Bancorp

SUMMARY OF TERMS

| | |
|--------------------------------------|--|
| Issuer: | Fifth Third Capital Trust VII (the Trust), a Delaware statutory trust, the sole assets of which will be the 8.875% Junior Subordinated Notes due 2068 (the JSNs) issued by Fifth Third Bancorp (Fifth Third). |
| Guarantor: | Fifth Third |
| Offered Securities: | 8.875% Trust Preferred Securities |
| Aggregate Liquidation Amount: | \$350,000,000 (\$350,000,000 Trust Preferred Securities, which, together with the \$10,000 of Trust common securities to be purchased by Fifth Third, correspond to \$350,010,000 initial principal amount of the JSNs) |
| Liquidation Amount: | \$25 per trust preferred security |
| Expected Ratings: | Moody s Investor Services: A1, with negative outlook Standard & Poor s: A-, with negative outlook Fitch Ratings: A+, with negative watch DBRS: A (high), with negative trend |
| | Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to review, revision, suspension, reduction or withdrawal at any time by the assigning rating agency. Each rating should be evaluated independently of any other rating. |
| Trade Date: | April 29, 2008 |
| Settlement Date: | May 6, 2008 (T+5) |
| Maturity Date: | May 15, 2068 |
| Distributions: | |

Edgar Filing: Fifth Third Capital Trust VII - Form FWP

8.875% from and including May 6, 2008 to but excluding May 15, 2058 and at three-month LIBOR plus 5.00% thereafter, in each case, payable quarterly in arrears on February 15, May 15, August 15 and November 15 of each year, beginning August 15, 2008.

Public Offering Price:

\$25 per trust preferred security

Edgar Filing: Fifth Third Capital Trust VII - Form FWP

| | |
|--|--|
| Proceeds, before expenses, to Fifth Third from the Offering: | |
| Underwriting | 3.15%, except for sale to certain institutions in which case the fees will be 2% |
| Commissions: | |
| First Call Date: | On or after May 15, 2013 in whole or in part |
| Make-Whole | 100% of the principal amount of the JSNs being redeemed or if greater, the sum of the present values of the remaining scheduled payments of principal (discounted from May 15, 2013) and interest that would have been payable to and including May 15, 2013 (discounted from their respective interest payment dates) on the JSNs to be redeemed (not including any portion of such payments of interest accrued to the redemption date) to the redemption date on a quarterly basis (assuming a 360-day year consisting of twelve 30-day months) at the treasury rate plus 50 basis points, in each case plus accrued and unpaid interest to the redemption date |
| Redemption Price after the occurrence of a rating agency event: | |
| Maximum Share | 130,000,000 shares of Fifth Third s common stock |
| Number for Purposes of Alternative | |
| Payment Mechanism: | |
| Expected Listing: | NYSE |
| Overallotment Option: | The underwriters may purchase up to 2,000,000 additional Trust Preferred Securities within 30 days from the date of the prospectus supplement to cover over-allotments. |
| Sole Structuring | Morgan Stanley & Co. Incorporated |
| Coordinator: | |
| Joint Book-Running | Morgan Stanley & Co. Incorporated; Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC; Wachovia Capital Markets, LLC |
| Managers: | |
| Co-Managers: | Banc of America Securities LLC, Barclays Capital, Credit Suisse Securities (USA) LLC; Fifth Third Securities, Inc. |
| CUSIP: | 316780 204 |
| ISIN: | US3167802046 |

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. 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 toll-free 1-866-718-1649 (Morgan Stanley & Co. Incorporated); 1-877-858-5407 (Citigroup Global Markets Inc.); 1-866-500-5408 (Merrill Lynch, Pierce, Fenner & Smith Incorporated); 1-877-827-6444 ext 561-3884 (UBS Securities LLC); or 1-800-326-5897 (Wachovia Capital Markets, LLC). Any disclaimers or other notices that may appear below are not applicable to this communication and should be disregarded. Such disclaimers or other notices were automatically generated as a result of this communication being sent via Bloomberg or another email system.