

FIFTH THIRD BANCORP
Form DEFA14A
March 10, 2011

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

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES

EXCHANGE ACT OF 1934

(AMENDMENT NO.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

FIFTH THIRD BANCORP

(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

(NAME OF PERSON(S) FILING PROXY STATEMENT, IF OTHER THAN THE REGISTRANT)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF
PROXY MATERIALS FOR ANNUAL MEETING OF
SHAREHOLDERS OF
FIFTH THIRD BANCORP
TO BE HELD ON APRIL 19, 2011**

WHEN AND WHERE IS THE SHAREHOLDER MEETING?

The 2011 Annual Meeting of Shareholders of Fifth Third Bancorp will be held in the Regency Ballroom at the Hyatt Regency Cincinnati, located at 151 West 5th Street, Cincinnati, Ohio, on Tuesday, April 19, 2011, at 11:30 a.m., E.D.S.T.

WHAT IS BEING VOTED ON AT THE SHAREHOLDER MEETING?

1. The election of all members of the Board of Directors to serve until the Annual Meeting of Shareholders in 2012.
2. Approval of the appointment of the firm of Deloitte & Touche LLP to serve as the independent registered public accounting firm for the Company for the year 2011.
3. Proposal described in the proxy statement to approve the Fifth Third Bancorp 2011 Incentive Compensation Plan, including the issuance of up to an additional 39,000,000 shares of Common Stock thereunder.
4. Approval of an advisory vote on executive compensation.
5. Approval of an advisory vote on holding an advisory vote on executive compensation every one, two, or three years, as indicated.

WHAT DOES THE BOARD OF DIRECTORS RECOMMEND?

The Board of Directors recommends a vote **FOR** the election of Directors, **FOR** Items 2 through 4 and **1 YEAR** on Item 5.

THIS IS NOT A PROXY CARD. You may not use this form to vote your shares. You may request a paper proxy card by following the instructions at the bottom of this form. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The following documents can be viewed at: www.ViewMaterial.com/fitb

Notice of Annual Meeting of Shareholders Proxy Statement Annual Report on Form 10-K

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before April 5, 2011 to facilitate timely delivery.

You may request a paper or e-mail copy of the proxy materials by following the instructions below. You will be asked to provide your 11-digit control number located by the arrow in the box below.

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1. Call the toll-free telephone number 1-800-516-1564 and follow the instructions provided, or
2. Access the website www.SendMaterial.com and follow the instructions provided, or
3. Send us an e-mail at papercopy@SendMaterial.com with your control number in the Subject line. Unless you instruct us otherwise, we will reply to your e-mail with a copy of the proxy materials in PDF format for this meeting only.

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To vote your Fifth Third Bancorp shares, you can attend the Annual Meeting of Shareholders and vote in person or you can:

Step 1: Go to www.ViewMaterial.com/fitb

Step 2: Click on the icon to vote your shares.

Step 3: Enter the 11-digit control number located by the arrow in the box above.

Step 4: Follow the simple instructions to record your vote.

You will be able to vote until 11:00 a.m. E.D.S.T. on April 19, 2011.