

FIFTH THIRD BANCORP  
Form 8-K  
May 28, 2010

**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): May 27, 2010**

**FIFTH THIRD BANCORP**

(Exact Name of Registrant as Specified in Its Charter)

**OHIO**

(State or Other Jurisdiction

of Incorporation)

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**001-33653**  
(Commission  
File Number)

**31-0854434**  
(IRS Employer  
Identification No.)

**Fifth Third Center**  
**38 Fountain Square Plaza, Cincinnati, Ohio**  
(Address of Principal Executive Offices)

**(800) 972-3030**

**45263**  
(Zip Code)

(Registrant's Telephone Number, Including Area Code)

**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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(d) On May 27, 2010, the Board of Directors of Fifth Third Bancorp (the Registrant ) elected William Isaac as a Director and appointed him as the Chairman of the Board. The Board of Directors increased the size of the Board to thirteen Directors and appointed Mr. Isaac as a Director to fill the vacancy created by the increase.

Mr. Isaac's compensation for service as a Director and Chairman of the Board will consist of an annual retainer of \$375,000 payable in cash of \$125,000 and a grant of restricted stock in the amount of \$250,000 with terms similar to the Registrant's other non-employee directors.

A copy of the related press release is attached as Exhibit 99.1 hereto.

**Item 9.01 Financial Statements and Exhibits**

Exhibit 99.1 Press release dated May 28, 2010 relating to the appointment of William Isaac as a Director and Chairman of the Board of Fifth Third Bancorp.

**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)

May 28, 2010

By: /s/ KEVIN T. KABAT  
Kevin T. Kabat  
President and Chief Executive Officer