

FIFTH THIRD BANCORP
Form SC TO-I/A
June 18, 2009

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 4 to
Schedule TO
Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the
Securities Exchange Act of 1934

FIFTH THIRD BANCORP
(Name of Subject Company (Issuer) and Filing Person (Offeror))

Depository Shares of Fifth Third Bancorp Each Representing 1/250th Interest in a Share of 8.50% Non-Cumulative
Perpetual
Convertible Preferred Stock, Series G
(Title of Class of Securities)

316773209
(CUSIP Number of Class of Securities)

Paul L. Reynolds, Esq.
Fifth Third Bancorp
38 Fountain Square Plaza
MD10AT76
Cincinnati, Ohio 45263
(513) 534-6757 (fax)

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing
person)

With copies to:

Richard G. Schmalzl, Esq.
Graydon Head & Ritchey LLP
1900 Fifth Third Center
511 Walnut Street
Cincinnati, Ohio 45202
(513) 651-3836 (fax)

CALCULATION OF FILING FEE

| | |
|--------------------------|--------------------------|
| Transaction valuation(*) | Amount of Filing Fee(**) |
| \$ 932,515,000 | \$52,034.34 |

* This valuation assumes the exchange of 11,075,000 depository shares each representing a 1/250th ownership interest in a share of 8.5% Non-Cumulative Perpetual Convertible Preferred Stock, Series G, no par value, \$25,000 liquidation preference per share, or "Series G Preferred Stock," of Fifth Third

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Bancorp ("Fifth Third"), for shares of common stock of Fifth Third, no par value per share and cash. Estimated for purposes of calculating the amount of the filing fee only, this amount is based on \$84.20, the average of the high and low prices per depositary share as reported on the NASDAQ Global Select Market on May 13, 2009.

** The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals \$55.80 for each \$1,000,000 of the value of the transaction.

x Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

| | | | |
|---------------------------|-------------|---------------|--------------|
| Amount Previously Paid: | \$52,034.34 | Filing Party: | Bancorp |
| Form or Registration No.: | SC TO-I | Date Filed: | May 20, 2009 |

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

.. third-party tender offer subject to Rule 14d-1.

x issuer tender offer subject to Rule 13e-4.

.. going-private transaction subject to Rule 13e-3.

.. amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ..

This Amendment No. 4 to the Tender Offer Statement on Schedule TO (the "Schedule TO") filed with the Securities and Exchange Commission dated May 20, 2009, as amended on June 4, 2009, June 8, 2009 and June 12, 2009 relating to an offer by Fifth Third Bancorp, an Ohio corporation ("Fifth Third" or the "Company"), to exchange (the "Exchange Offer") 2,158.8272 shares of the Company's common stock, no par value and \$8,250 in cash, for each set of 250 validly tendered and accepted depositary shares (the "Depositary Shares") (shares must be tendered in integral multiples of 250), each representing a 1/250th ownership interest in a share of 8.5% Non-Cumulative Perpetual Convertible Preferred Stock, Series G, no par value, \$25,000 liquidation preference per share (the "Series G Preferred Stock"), on the terms and subject to the conditions described in the Offer to Exchange, dated May 20, 2009 (the "Offer to Exchange"), and in the related Letter of Transmittal, which, as amended or supplemented from time to time, together constitute the Exchange Offer.

The Exchange Offer commenced on May 20, 2009 and expired at 5:00 p.m., New York City time, on June 17, 2009 (the "Exchange Date"). The Exchange Offer was made upon the terms and subject to the conditions described in the Offer to Exchange and accompanying Letter of Transmittal. All capitalized terms used in this Amendment No. 4 and not otherwise defined have the respective meanings ascribed to them in the Offer to Exchange as amended or supplemented.

This Amendment No. 4 to the Schedule TO is the final amendment to the Schedule TO and is being filed in satisfaction of the reporting requirements of Rules 13e-4(c)(4) and 14d-3(b)(2) promulgated under the Securities Exchange Act of 1934, as amended. Except as specifically amended by this Amendment No. 4, the Schedule TO remains in full force and effect.

Item 4(a)

Item 4(a) of the Schedule TO is hereby amended and restated by deleting the information contained therein and inserting the following:

The information set forth in the Offer to Exchange in the sections entitled "Questions and Answers About the Exchange Offer," "Summary," "The Exchange Offer," "Comparison of Rights Between the Depositary Shares and Our Common Stock," "Description of the Series G Preferred Stock," "Description of the Depositary Shares," "Description of Our Common Stock," and "Material United States Federal Income Tax Consequences" is incorporated herein by reference.

The Offer to Exchange expired on the Exchange Date. Based on a final count by Wilmington Trust FSB, the exchange agent for the Offer to Exchange, 6,962,250 Depositary Shares were validly tendered and not withdrawn. The Company has accepted all such Depositary Shares for exchange, and the settlement and exchange of shares of the Company's common stock and cash payment for such validly tender and accepted Depositary Shares will be made promptly. Following settlement of the Exchange Offer, approximately 4,112,750 Depositary Shares will remain outstanding. The information contained in Exhibit (a)(5)(iii) is incorporated herein by reference.

Item 12. Exhibits.

| EXHIBIT NUMBER | EXHIBIT NAME |
|----------------|--|
| (a)(1)(A) | Offer to Exchange, dated May 20, 2009.* |
| (a)(1)(B) | Form of Letter of Transmittal (Annex A to the Offer to Exchange).* |
| (a)(1)(C) | Form of Letter to DTC Participants.* |
| (a)(1)(D) | Form of Letter to Clients.* |
| (a)(5)(i) | Press Release, dated May 20, 2009.* |
| (a)(5)(ii) | Press Release, dated June 4, 2009.* |
| (a)(5)(iii) | Press Release, dated June 18, 2009 |
| (b) | Not applicable. |
| (d) | Deposit Agreement, dated June 25, 2008, between Fifth Third Bancorp, Wilmington Trust Company, as depositary and conversion agent and American Stock Transfer & Trust Company, LLC, as transfer agent, and all holders from time to time of Receipts described therein (filed as Exhibit 4.3 to the Company's Current Report on Form 8-K dated June 25, 2008, and incorporated herein by referenced).* |
| (g) | Not applicable. |
| (h) | Tax Opinion of Graydon Head & Ritchey LLP.* |

* Previously filed.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 18, 2009

FIFTH THIRD
BANCORP

By: /s/ Ross J.
Kari
Ross J. Kari
Executive
Vice
President
And Chief
Financial
Officer

EXHIBIT INDEX

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