

FIFTH THIRD BANCORP  
Form 8-K  
April 13, 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): April 12, 2010**

**FIFTH THIRD BANCORP**

(Exact Name of Registrant as Specified in Its Charter)

**OHIO**

(State or Other Jurisdiction of Incorporation)

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**0-8076**  
(Commission File Number)

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

**Fifth Third Center**

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

**45263**  
(Zip Code)

**(800) 972-3030**

(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 8.01 Other Events**

The Company's Board of Directors recently approved changes to the Position Duty Statement of the Lead Director of the Board of Directors of Fifth Third Bancorp in order to clarify and expand the responsibilities of the Lead Director in an effort to enhance the Company's corporate governance practices.

The amended and restated Position Duty Statement of the Lead Director of the Board of Directors of Fifth Third Bancorp is attached hereto as Exhibit 99.1. This document will also be available on the Company's website at [www.53.com](http://www.53.com).

**Item 9.01 Financial Statements and Exhibits**

Exhibit 99.1 Position Duty Statement of the Lead Director of the Board of Directors of Fifth Third Bancorp, as approved by the Board of Directors on April 12, 2010.

**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)

April 13, 2010

/s/ PAUL L. REYNOLDS  
Paul L. Reynolds  
Executive Vice President, Secretary and  
Chief Administrative Officer