

FIFTH THIRD BANCORP  
Form FWP  
January 20, 2011

Filed Pursuant to Rule 433

Dated January 20, 2011

Registration Statement No. 333-165689

Term Sheet

|                                       |   |
|---------------------------------------|---|
| Issuer:                               | Fifth Third Bancorp   |
| Security:                             | 3.625% Senior Notes due 2016                                      |
| Ratings*:                             | Baa1/BBB/A-/A(Low)  |
| Currency:                             | USD   |
| Size:                                 | \$1,000,000,000   |
| Security Type:                        | SEC Registered Senior Notes                                       |
| Maturity:                             | January 25, 2016  |
| Payment Frequency:                    | Semi-Annually   |
| Day Count Convention:                 | 30/360  |
| Benchmark Treasury:                   | 2.125% US Treasury due 12/15                                      |
| Spread to Benchmark Treasury:         | 160 basis points  |
| Benchmark Treasury Spot and Yield:    | 100-11; 2.051%  |
| Price to Public:                      | 99.882% of face amount  |
| Yield to maturity:                    | 3.651%  |
| Proceeds (Before Expenses) to Issuer: | \$995,320,000 (99.532%)   |
| Interest Payment Dates:               | January 25 and July 25 of each year, commencing July 25, 2011     |
| Trade Date:                           | January 20, 2011  |
| Settlement Date:                      | January 25, 2011 (T+3)  |
| Denominations                         | \$2,000 x \$1,000   |
| CUSIP/ISIN:                           | 316773CK4 / US316773CK41  |
| Joint Book-running Managers:          | J.P. Morgan Securities LLC<br><br>Barclays Capital Inc.           |
| Senior Co-Managers:                   | Morgan Stanley & Co. Incorporated<br>Fifth Third Securities, Inc. |
| Co-Manager:                           | UBS Securities LLC<br>CastleOak Securities, L.P.                  |

**\*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

**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](http://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 J.P. Morgan Securities LLC collect at (212) 834-4533, Barclays Capital Inc. toll-free at**

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(888) 603-5847 or Morgan Stanley & Co. Incorporated toll-free at (866) 718-1649.