

FIFTH THIRD BANCORP
Form FWP
June 03, 2014

Filed Pursuant to Rule 433

Dated June 2, 2014

Registration No. 333-187546

300,000 Depositary Shares, Each Representing a 1/25th Interest in a Share of

Series J Preferred Stock

(Non-Cumulative, Liquidation Amount \$1,000 per Depositary Share)

Pricing Term Sheet

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|---------------------------------------|---|
| Issuer: | Fifth Third Bancorp (the Company) |
| Securities Offered: | 300,000 Depositary Shares (representing 12,000 shares of Series J Preferred Stock) |
| Security Type: | SEC Registered |
| Currency: | USD |
| Liquidation Amount: | \$1,000 per Depositary Share (\$25,000 per share of Series J Preferred Stock) |
| Price to Public: | \$1,000 per Depositary Share |
| Expected Ratings*: | Ba1 / BBB- / BB+ / BBBL |
| Trade Date: | June 2, 2014 |
| Settlement Date: | June 5, 2014 (T+3) |
| Maturity: | Perpetual |
| Dividend Rate (Non-Cumulative): | 4.90% through but excluding September 30, 2019 and three-month LIBOR plus 3.129% beginning on September 30, 2019 |
| Fixed Rate Dividend Payment Dates: | March 31 and September 30 of each year, commencing September 30, 2014, on a non-cumulative basis when, as and if a dividend is declared on the Series J Preferred Stock by the board of directors of the Company |
| Floating Rate Dividend Payment Dates: | March 31, June 30, September 30 and December 31 of each year, commencing December 31, 2019, on a non-cumulative basis when, as and if a dividend is declared on the Series J Preferred Stock by the board of directors of the Company |

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| Day Count Convention: | Fixed: 30/360; Floating: Actual/360 |
| Optional Redemption: | <p>Subject to receiving required regulatory approvals, the Company may redeem the Series J Preferred Stock at its option, (i) in whole or in part, at any time, or from time to time, on or after September 30, 2019, and (ii) following a regulatory capital event, as described in the preliminary prospectus supplement, in whole, but not in part, at any time prior to September 30, 2019, at in each case at 100% of their liquidation preference, plus declared but unpaid dividends, if any, without accumulation of undeclared dividends to the redemption date. Upon any redemption of the Series J Preferred Stock, the depositary will redeem a proportionate number of depositary shares.</p> <p>Neither the holders of the Series J Preferred Stock nor the holders of Depositary Shares will have the right to require the redemption or repurchase of the Series J Preferred Stock.</p> |
| Voting Rights: | None generally, except as required by Ohio law and described in the preliminary prospectus supplement. |
| Proceeds (Before Expenses) to Company: | \$297,000,000 |
| Ranking: | <p>The Series J Preferred Stock will rank:</p> <ul style="list-style-type: none">senior to Fifth Third's common shares;equally with our 5.10% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series H and our 6.625% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I;at least equally with all shares of preferred stock and all other equity securities the terms of which provide that such preferred stock or other equity securities rank on a parity with the Series J Preferred Stock; andjunior to Fifth Third's secured and unsecured debt. |
| Use of Proceeds: | General corporate purposes, which may include repurchases of the Company's common stock. |
| Form: | Book-entry only |

CUSIP/ISIN: 316773 CR9 / US316773CR93

Joint Book-running Managers: Deutsche Bank Securities Inc.
Goldman, Sachs & Co.
Morgan Stanley & Co. LLC

Co-Manager: Fifth Third Securities, Inc.

*** 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. 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 Deutsche Bank Securities Inc. toll-free at (800) 503-4611, Morgan Stanley & Co. LLC toll free at 1-866-718-1649, or Goldman, Sachs & Co. toll free at 1-866-471-2526.