

FIFTH THIRD BANCORP  
Form 8-K  
April 17, 2013

**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 16, 2013**

**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

**31-0854434**  
(IRS Employer

File Number)

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 5.07 Submission of Matters to a Vote of Security Holders**

On April 16, 2013, Fifth Third Bancorp held its Annual Meeting of Shareholders for which the Board of Directors solicited proxies. At the Annual Meeting, the shareholders voted on the following proposals stated in the Proxy Statement dated March 7, 2013, which is incorporated by reference herein.

The proposals voted on by the shareholders at the Annual Meeting were as follows:

1. Election of all of the Board of Directors to serve until the Annual Meeting of Shareholders in 2014.

|                             | Number of Common Shares |            |           | Broker Non-Votes |
|-----------------------------|-------------------------|------------|-----------|------------------|
|                             | For                     | Against    | Abstain   |                  |
| Darryl F. Allen             | 669,344,386             | 10,931,697 | 1,039,530 | 79,424,392       |
| B. Evan Bayh III            | 665,335,862             | 15,086,143 | 893,611   | 79,424,389       |
| Ulysses L. Bridgeman, Jr.   | 674,329,209             | 5,923,702  | 1,062,704 | 79,424,390       |
| Emerson L. Brumback         | 666,674,834             | 13,579,975 | 1,060,808 | 79,424,388       |
| James P. Hackett            | 669,192,614             | 11,054,633 | 1,068,372 | 79,424,386       |
| Gary R. Heminger            | 665,836,123             | 14,439,672 | 1,039,821 | 79,424,389       |
| Jewell D. Hoover            | 674,848,492             | 5,350,819  | 1,116,280 | 79,424,414       |
| William M. Isaac            | 674,768,907             | 5,594,066  | 952,641   | 79,424,391       |
| Kevin T. Kabat              | 672,294,575             | 8,349,276  | 671,763   | 79,424,391       |
| Mitchel D. Livingston, Ph.D | 661,983,751             | 18,020,177 | 1,051,260 | 79,684,817       |
| Michael B. McCallister      | 672,471,801             | 7,770,058  | 1,073,759 | 79,424,387       |
| Hendrik G. Meijer           | 662,733,877             | 17,614,426 | 967,314   | 79,424,388       |
| John J. Schiff, Jr.         | 671,373,189             | 8,930,122  | 1,012,306 | 79,424,388       |
| Marsha C. Williams          | 664,685,490             | 15,579,154 | 1,050,977 | 79,424,384       |

2. The appointment of the firm Deloitte & Touche LLP to serve as the independent registered public accounting firm for Fifth Third Bancorp for the year 2013 was approved by a vote of 745,216,706 for, 14,586,068 against, and 937,231 abstain, with no broker non-votes.
3. The advisory vote on executive compensation was approved by a vote of 639,652,328 for, 38,774,600 against, and 2,887,232 abstain, with 79,425,845 broker non-votes.
4. In the advisory vote to determine whether the shareholder vote on the compensation of executives will occur every 1, 2, or 3 years, every 1 year was approved by a vote of 579,380,470 for every 1 year, 6,390,538 for every 2 years, 93,640,457 for every 3 years, and 1,902,690 abstain, with 81,328,540 broker non-votes.

**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 17, 2013

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