

FIFTH THIRD BANCORP  
 Form 424B5  
 January 24, 2011

Filed Pursuant to Rule 424(b)(5)

Registration No. 333-165689

|  | Amount              | Proposed<br>Maximum<br>Offering<br>Price Per<br>Share | Proposed<br>Maximum<br>Aggregate<br>Offering Price | Amount of<br>Registration<br>Fee <sup>(1)</sup> |
|--|---------------------|---|--|---|
| Title of Each Class of Securities to be Registered | Registered<br>to be |   |  |   |
| Shares of Common Stock, no par value per share     | 133,571,429         | \$14.00   | \$1,870,000,006.00                                 | \$217,107.00 <sup>(2)</sup>                     |

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

(2) \$197,370 previously paid. The additional \$19,737 paid herewith relates to 12,142,857 shares of common stock being sold upon exercise in full by the underwriters of the over-allotment option described in the January 20, 2011 Prospectus Supplement. Such 12,142,857 share are being sold pursuant to a forward sale agreement as described in such Prospectus Supplement.