

FIFTH THIRD BANCORP  
 Form 424B5  
 January 24, 2011

Filed Pursuant to Rule 424(b)(5)

Registration No. 333-165689

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee <sup>(1)</sup>
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.