

FIFTH THIRD BANCORP
Form 8-A12B
August 08, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

FIFTH THIRD BANCORP

(Exact name of registrant as
specified in its charter)

Ohio

(State or other jurisdiction of
incorporation or organization)

31-0854434

(I.R.S. Employer
Identification No.)

38 Fountain Square Plaza

Cincinnati, Ohio

(Address of principal executive offices)

45263

FIFTH THIRD CAPITAL TRUST V

(Exact name of registrant as
specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

31-6677720

(I.R.S. Employer
Identification No.)

c/o Fifth Third Bank

38 Fountain Square Plaza

Cincinnati, Ohio

(Address of principal executive offices)

45263

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(Zip Code)

(Zip Code)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

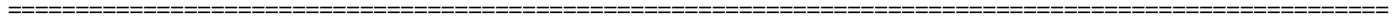
Securities Act registration statement file number to which this form relates: 333-141560 and 333-141560-02

Securities to be registered pursuant to Section 12(b) of the Act.

| Title of each Class to be so Registered | Name of Each Exchange on Which Each Class is to be Registered |
|--|--|
| 7.25% Trust Preferred Securities of Fifth Third Capital Trust V | New York Stock Exchange |

Securities to be registered pursuant to Section 12(g) of the Act:

None



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INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The descriptions set forth under the sections Description of the Trust Preferred Securities, Description of the Junior Subordinated Notes, Description of the Guarantee, Relationship Among Trust Preferred Securities, Junior Subordinated Notes and Guarantee, and Replacement Capital Covenant in the final prospectus supplement dated August 1, 2007, filed with the Securities and Exchange Commission on August 3, 2007, in connection with the automatic shelf registration statement on Form S-3 (Nos. 333-141560 and 333-141560-02) of Fifth Third Bancorp and Fifth Third Capital Trust V (the Registration Statement), filed on March 26, 2007, as amended, are incorporated herein by reference.

Item 2. Exhibits

Exhibit

| Number | <u>Description</u> |
|---------------|---|
| 4.1 | Amended and Restated Declaration of Trust of Fifth Third Capital Trust V dated as of August 8, 2007 among Fifth Third Bancorp, as Sponsor, Wilmington Trust Company, as Property Trustee, and Wilmington Trust Company, as Delaware Trustee and the Administrative Trustees. |
| 4.2 | Guarantee Agreement dated as of August 8, 2007 for Fifth Third Capital Trust V, between Fifth Third Bancorp and Wilmington Trust Company. |
| 4.3 | Junior Subordinated Indenture dated as of March 20, 1997 between Fifth Third Bancorp and Wilmington Trust Company, as Trustee (incorporated by reference to Exhibit 4.1 to Fifth Third Bancorp's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 26, 1997). |
| 4.4 | Second Supplemental Indenture dated as of August 8, 2007 between Fifth Third Bancorp and Wilmington Trust Company. |
| 4.5 | Certificate dated as of August 8, 2007 representing the \$500,000,000 in aggregate liquidation amount of 7.25% Trust Preferred Securities of Fifth Third Capital Trust V. |
| 4.6 | \$500,010,000 7.25% Junior Subordinated Note dated as of August 8, 2007 of Fifth Third Bancorp. |
| 4.7 | Certificate of Trust of Fifth Third Capital Trust V (incorporated by reference to Exhibit 4(j) to Fifth Third Bancorp's Form S-3 (Reg. No 333-86360) filed with the Securities and Exchange Commission on April 16, 2002. |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrants have duly caused this Registration Statement to be signed on their behalf by the undersigned, thereto duly authorized.

FIFTH THIRD BANCORP

Date: August 8, 2007

By: /s/ PAUL L. REYNOLDS
Name: Paul L. Reynolds
Title: Executive Vice President,
Secretary and General Counsel

FIFTH THIRD CAPITAL TRUST V

Date: August 8, 2007

By: Fifth Third Bancorp as Depositor

By: /s/ MAHESH SANKARAN
Name: Mahesh Sankaran
Title: Treasurer