

FIFTH THIRD BANCORP
 Form 424B5
 January 24, 2011

Filed Pursuant to Rule 424(b)(5)

Registration No. 333-165689

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

(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.