FIFTH THIRD BANCORP
Form DEFA14A
March 09, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES

EXCHANGE ACT OF 1934

(AMENDMENT NO.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Pursuant to Section 240.14a-12

FIFTH THIRD BANCORP

(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

(NAME OF PERSON(S) FILING PROXY STATEMENT, IF OTHER THAN THE REGISTRANT)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF

PROXY MATERIALS FOR ANNUAL MEETING OF SHAREHOLDERS OF

FIFTH THIRD BANCORP

TO BE HELD ON APRIL 18, 2017

WHEN AND WHERE IS THE SHAREHOLDER MEETING?

The 2017 Annual Meeting of Shareholders of Fifth Third Bancorp will be held in the Regency Ballroom at the Hyatt Regency Cincinnati, located at 151 West 5th Street, Cincinnati, Ohio, on Tuesday, April 18, 2017, at 11:30 a.m., eastern daylight saving time.

WHAT IS BEING VOTED ON AT THE SHAREHOLDER MEETING?

1. Election of all members of the Board of Directors to serve until the Annual Meeting of Shareholders in 2018.

2. Approval of the appointment of the firm of Deloitte & Touche LLP to serve as the independent external audit firm for the Company for the year 2017.

3. An advisory approval of the Company s executive compensation.

4. An advisory vote to determine whether the shareholder vote on the compensation of the Company s executives will occur every 1, 2, or 3 years.

5. Approval of the Fifth Third Bancorp 2017 Incentive Compensation Plan, including the issuance of shares authorized thereunder.

WHAT DOES THE BOARD OF DIRECTORS RECOMMEND?

The Board of Directors recommends a vote FOR the election of Directors, FOR Items 2, 3 and 5, and 1 YEAR on Item 4.

THIS IS NOT A PROXY CARD. You may not use this form to vote your shares. You may request a paper proxy card by following the instructions at the bottom of this form. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The following documents can be viewed at: www.ViewMaterial.com/fitb

Notice of Annual Meeting of Shareholders **Proxy Statement** **Annual Report on Form 10-K**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before April 4, 2017 to facilitate timely delivery.

You may request a paper or e-mail copy of the proxy materials by following the instructions below. You will be asked to provide your 11-digit control number located by the arrow in the box below.

1. Call the toll-free telephone number 1-800-516-1564 and follow the instructions provided, or

2. Access the website www.SendMaterial.com and follow the instructions provided, or

3. Send an e-mail to papercopy@SendMaterial.com with your control number, **found in the box by the arrow below,** in the Subject line. Unless you instruct otherwise, we will reply to your e-mail with links to the proxy materials in PDF format for this meeting only.

Please note that space limitations make it necessary to limit attendance only to shareholders of the Company and the holders of shareholder proxies. Admission to the Annual Meeting will be on a first-come, first-served basis and will require presentation of a valid driver s license or other federal or state-issued photo identification card. Shareholders of record must bring the admission ticket attached to their proxy card or this notice in order to be admitted to the meeting. Street name shareholders must bring a copy of a brokerage statement reflecting stock ownership as of the record date in order to be admitted to the meeting. Registration and seating will begin at approximately 11:00 a.m. Communication and recording devices will not be permitted at the Annual Meeting. A copy of the regulations for conduct at the Annual Meeting is attached as Annex B to the proxy statement.

To vote your Fifth Third Bancorp shares, you can attend the Annual Meeting of Shareholders and vote in person or you can:

Step 1: Go to www.ViewMaterial.com/fitb

Step 2: Click on the icon to vote your shares.

Step 3: Enter the 11-digit control number located by the arrow in the box above.

Step 4: Follow the simple instructions to record your vote.

You will be able to vote until 11:00 a.m. eastern daylight saving time on April 18, 2017.