

FIFTH THIRD BANCORP  
Form DEFA14A  
March 06, 2019

**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:
- (2) Aggregate number of securities to which transaction applies:
- (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):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

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 16, 2019**

**WHEN AND WHERE IS THE SHAREHOLDER MEETING?**

The 2019 Annual Meeting of Shareholders of Fifth Third Bancorp will be held at the Renaissance Hotel, at 36 East Fourth Street, Cincinnati, Ohio, on Tuesday, April 16, 2019, 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 2020.
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 2019.
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 2019 Incentive Compensation Plan Including the Issuance of Shares of Common Stock Authorized Thereunder.
6. Approval of an Amendment to the Company's Articles of Incorporation to Authorize a New Class of Preferred Stock.

**WHAT DOES THE BOARD OF DIRECTORS RECOMMEND?**

The Board of Directors recommends a vote **FOR** the election of Directors, **FOR** Items 2, 3, 5, and 6 and **FOR 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](http://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 2, 2019 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](http://www.SendMaterial.com) and follow the instructions provided, or
3. Send an e-mail to [papercopy@SendMaterial.com](mailto: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 the Notice of Internet Availability they receive in order to be admitted to the meeting. Street name shareholders must bring a notice regarding the availability of proxy materials, the top portion of a voting instruction form, or a recent proxy or letter from the bank, broker or other intermediary that holds the beneficial holders' shares and which confirms the beneficial holders' ownership of those shares. Registration and seating will begin at approximately 11:00 a.m. eastern daylight saving time. 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 C 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:**

**Go to**

**Step 1:** [www.ViewMaterial.com/fitb](http://www.ViewMaterial.com/fitb)

**Click on the icon to vote your**

**Step 2:** 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 16, 2019.**