

FIFTH THIRD BANCORP
Form 8-K
March 22, 2019

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): March 21, 2019

(Exact name of registrant as specified in its charter)

OHIO
(State or Other Jurisdiction of Incorporation)

001-33653

31-0854434

(Commission File Number)

(IRS Employer Identification No.)

Fifth Third Center

38 Fountain Square Plaza, Cincinnati, Ohio

45263

(Address of Principal Executive Offices)

(Zip Code)

(800) 972-3030

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Introductory Note

This Current Report on Form 8-K is being filed in connection with the closing on March 21, 2019 of the transactions contemplated by that certain Agreement and Plan of Merger, dated as of May 20, 2018 (the Merger Agreement), by and among Fifth Third Bancorp (Fifth Third), its wholly-owned subsidiary, Fifth Third Financial Corporation and MB Financial, Inc. (MB Financial).

Item 8.01 Other Events

Effective March 22, 2019, pursuant to the Merger Agreement, a newly formed subsidiary of Fifth Third merged with and into MB Financial (the Merger). As a result of the Merger, MB Financial is now a subsidiary of Fifth Third.

On March 22, 2019, Fifth Third issued a press release announcing the completion of the Merger, a copy of which is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit

| No. | Description of Exhibit |
|------------|---|
| 99.1 | <u>Joint Press Release, dated March 22, 2019.</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIFTH THIRD BANCORP
(Registrant)

March 22, 2019

/s/ TAYFUN TUZUN
Tayfun Tuzun
Executive Vice President and Chief Financial Officer