

FIFTH THIRD BANCORP  
Form 8-K  
December 22, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): December 20, 2016**

**(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**

(Address of Principal Executive Offices)

**45263**

(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 filing 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))

**Item 8.01 Other Events**

On December 20, 2016, Fifth Third Bancorp's Board of Directors revised the Bancorp's Corporate Governance Guidelines, effective immediately, to provide that a Director should not stand for reelection at an annual meeting at which the Director's term expires that occurs after the Director's 72nd birthday. The Guidelines had previously set 70 instead of 72 as the relevant age under this provision.

**Item 9.01 Financial Statements and Exhibits**

Exhibit 99.1 Fifth Third Bancorp Corporate Governance Guidelines, effective December 20, 2016

**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)

December 22, 2016

/s/ SAEMA SOMALYA  
Saema Somalya  
Secretary