

FIFTH THIRD BANCORP  
Form 8-K  
January 16, 2007

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): **January 16, 2007**

**FIFTH THIRD BANCORP**

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(Exact Name of Registrant as Specified in Its Charter)

**OHIO**

(State or Other Jurisdiction of Incorporation)

**0-8076**

(Commission File Number)

**31-0854434**

(IRS Employer Identification No.)

**Fifth Third Center**

**38 Fountain Square Plaza, Cincinnati, Ohio**

(Address of Principal Executive Offices)

**45263**

(Zip Code)

**(513) 534-5300**

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(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

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(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)

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- “ 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 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

Fifth Third Bancorp's Board of Directors announced today that Kevin T. Kabat will become the new chief executive officer of Fifth Third Bancorp effective with the 2007 Annual Meeting of Shareholders on April 17, 2007. Mr. Kabat will succeed George A Schaefer, Jr. as CEO. Mr. Schaefer will relinquish the title of CEO on April 17, 2007, but will remain chairman of the board of directors and the executive committee of the Board in a non-executive capacity.

A copy of the related press release is attached as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits

Exhibit 99.1 Press release dated January 16, 2007.

**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)

January 16, 2007

/s/ Paul L. Reynolds  
Paul L Reynolds

Executive Vice President, Secretary

and General Counsel