

FIFTH THIRD BANCORP  
Form 11-K  
June 16, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 11-K**

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2008

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934 (NO FEE REQUIRED)**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-8076

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**THE FIFTH THIRD BANCORP MASTER PROFIT SHARING PLAN**

38 Fountain Square Plaza, Cincinnati, Ohio 45263

**B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:**

**FIFTH THIRD BANCORP**

**38 Fountain Square Plaza, Cincinnati, Ohio 45263**

**FINANCIAL STATEMENTS AND EXHIBITS**

The following financial statements and exhibits are filed as part of this annual report:

- Exhibit 23 Consent of Independent Registered Public Accounting Firm.
- Exhibit 99 Financial Statements as of and for the years ended December 31, 2008 and December 31, 2007 and Supplemental Schedule as of December 31, 2008 for The Fifth Third Bancorp Master Profit Sharing Plan.

**SIGNATURES**

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, The Fifth Third Bank Pension and Profit Sharing Committee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

THE FIFTH THIRD BANCORP MASTER PROFIT SHARING PLAN

Date: June 16, 2009

By: /s/ Nancy R. Phillips  
Nancy R. Phillips  
Member, Pension and Profit Sharing Committee