

FIFTH THIRD BANCORP  
Form 8-A12B  
May 06, 2008

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

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**FIFTH THIRD BANCORP**  
(Exact name of registrant as

specified in its charter)

**Ohio**  
(State or other jurisdiction of  
incorporation or organization)

**31-0854434**  
(I.R.S. Employer

Identification No.)

**38 Fountain Square Plaza**

**Cincinnati, Ohio**

**FIFTH THIRD CAPITAL TRUST VII**  
(Exact name of registrant as

specified in its charter)

**Delaware**  
(State or other jurisdiction of

incorporation or organization)

**26-6274728**  
(I.R.S. Employer

Identification No.)

**c/o Fifth Third Bank**

**38 Fountain Square Plaza**

**Cincinnati, Ohio**

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(Address of principal executive offices)

(Address of principal executive offices)

**45263**  
(Zip Code)

**45263**  
(Zip Code)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-141560 and 333-141560-09.

Securities to be registered pursuant to Section 12(b) of the Act.

<b>Title of each Class</b>	<b>Name of Each Exchange on Which</b>
<b>to be so Registered</b> <b>8.875% Trust Preferred Securities</b>	<b>Each Class is to be Registered</b> <b>New York Stock Exchange</b>
<b>of Fifth Third Capital Trust VII</b>	
<u>Securities to be registered pursuant to Section 12(g) of the Act:</u>	

None

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

The descriptions set forth under the sections Description of the Trust Preferred Securities, Description of the Junior Subordinated Notes and Description of the Guarantee, Relationship Among Trust Preferred Securities, Junior Subordinated Notes and Guarantee in the final prospectus supplement dated April 29, 2008, filed with the Securities and Exchange Commission on April 30, 2008, in connection with the automatic shelf registration statement on Form S-3 as amended by the Post-Effective Amendment No.1 thereto (Nos. 333-141560 and 333-141560-09) of Fifth Third Bancorp and Fifth Third Capital Trust VII (the Registration Statement ), filed on April 28, 2008, as amended, are incorporated herein by reference.

**Item 2. Exhibits**

**Exhibit**

<b>Number</b>	<b>Description</b>
4.1	Amended and Restated Declaration of Trust of Fifth Third Capital Trust VII dated as of May 6, 2008 among Fifth Third Bancorp, as Sponsor, Wilmington Trust Company, as Property Trustee, and Wilmington Trust Company, as Delaware Trustee and the Administrative Trustees.
4.2	Guarantee Agreement dated as of May 6, 2008 for Fifth Third Capital Trust VII, between Fifth Third Bancorp and Wilmington Trust Company.
4.3	Junior Subordinated Indenture, dated as of March 20, 1997 between Fifth Third Bancorp and Wilmington Trust Company, as Trustee (incorporated by reference to Exhibit 4.1 to Fifth Third Bancorp's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 26, 1997).
4.4	Fourth Supplemental Indenture dated as of May 6, 2008 between Fifth Third Bancorp and Wilmington Trust Company.
4.5	Certificate dated as of May 6, 2008 representing the \$400,000,000 in aggregate liquidation amount of 8.875% Trust Preferred Securities of Fifth Third Capital Trust VII.
4.6	\$400,010,000 8.875% Junior Subordinated Note dated as of May 6, 2008 of Fifth Third Bancorp.
4.7	Certificate of Trust of Fifth Third Capital Trust VII (incorporated by reference to Exhibit 4(x) to Fifth Third Bancorp's Form S-3 (Reg. No 333-141560), as amended by the Post-Effective Amendment No.1 thereto, filed on April 28, 2008).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrants have duly caused this Registration Statement to be signed on their behalf by the undersigned, thereto duly authorized.

**FIFTH THIRD BANCORP**

Date: May 6, 2008

By: /s/ PAUL L. REYNOLDS  
Paul L. Reynolds  
Executive Vice President, General Counsel and Secretary

**FIFTH THIRD CAPITAL TRUST VII**

Date: May 6, 2008

By: Fifth Third Bancorp as Depositor

By: /s/ PAUL L. REYNOLDS  
Paul L. Reynolds  
Executive Vice President, General Counsel and Secretary