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FIFTH THIRD BANCORP
Form 10-K/A
April 19, 2002

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

FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the fiscal year ended December 31, 2001

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 0-8076

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 Number)

38 Fountain Square Plaza
Cincinnati, Ohio 45263
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (513) 579-5300

Securities registered pursuant to Section 12(g) of the Act:
Common Stock Without Par Value

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes: No:

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The Aggregate Market Value of the Voting Stock held by non-affiliates of the Registrant was \$30,711,680,250 as of February 28, 2002. / (1) /

There were 582,012,862 shares of the Registrant's Common Stock, without par value, outstanding as of February 28, 2002.

DOCUMENTS INCORPORATED BY REFERENCE

2001 Annual Report to Shareholders:

Parts I, II and IV

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Proxy Statement for 2002 Annual Meeting of Shareholders: Parts III and IV

/(1) In calculating the market value of securities held by non-affiliates of Registrant as disclosed on the cover page of this Form 10-K, Registrant has treated as securities held by affiliates as of December 31, 2001, voting stock owned of record by its directors and principal executive officers, shareholders owning greater than 10% of the voting stock and voting stock held by Registrant's trust departments in a fiduciary capacity./

Explanatory Note: This amendment is being filed in order to correct two typographical errors included in Exhibit 13 that is incorporated by reference into Item 14 of Part IV. The typographical errors are as follows:

- . Correctly state the Cash and Due from Banks balance included in the Consolidated Balance Sheet as of December 31, 2001 as \$2,031 million.
- . Correctly state the Net Income and Nonowner Changes in Equity balance for the fiscal year ended December 31, 2000 included in the Consolidated Statement of Changes in Shareholders' Equity as \$1,471 million.

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PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

a) Documents Filed as Part of the Report

	Page

1. Index to Financial Statements	
Consolidated Statements of Income for the Years Ended December 31, 2001, 2000 and 1999	*
Consolidated Balance Sheets as of December 31, 2001 and 2000	*
Consolidated Statements of Changes in Shareholders' Equity for the Years Ended December 31, 2001, 2000 and 1999	*
Consolidated Statements of Cash Flows for the Years Ended December 31, 2001, 2000 and 1999	*
Notes to Consolidated Financial Statements	*
Report of Independent Auditors - Deloitte & Touche LLP	*
Report of Independent Public Accountants - Arthur Andersen LLP	

To the Board of Directors of Old Kent Financial Corporation:

We have audited the consolidated balance sheet of Old Kent Financial Corporation (a Michigan corporation) and subsidiaries as of December 31, 2000, and the related consolidated statements of income, cash flows and shareholders' equity for each of the two years in the period ended December 31, 2000. These financial statements are the responsibility of the Corporation's management. Our responsibility is

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to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as

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PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(continued)

a) Documents Filed as Part of the Report

1. Index to Financial Statements (continued)

evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Old Kent Financial corporation and subsidiaries as of December 31, 2000, and the results of their operations and their cash flows for each of the two years in the period ended December 31, 2000 in conformity with accounting principles generally accepted in the United States.

/s/ Arthur Andersen LLP

Chicago, Illinois
January 17, 2001

* Incorporated by reference to pages 15 through 36 of the Registrant's 2001 Annual Report to Shareholders attached to this filing as Exhibit 13.

2. Financial Statement Schedules

The schedules for the Registrant and its subsidiaries are omitted because of the absence of conditions under which they are required, or because the information is set forth in the consolidated financial statements or the notes thereto.

3. Exhibits

Exhibit No.

3.1 Code of Regulations of Fifth Third Bancorp, as amended (a)

3.2 Second Amended Articles of Incorporation of Fifth Third Bancorp, as amended (b)

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- 4(a) Junior Subordinated Indenture, dated as of March 20, 1997 between Fifth Third Bancorp and Wilmington Trust Company, as Debenture Trustee (c)

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ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(continued)

3. Exhibits

Exhibit No.

- 4(b) Certificate Representing the 8.136% Junior Subordinated Deferrable Interest Debentures, Series A, of Fifth Third Bancorp (c)
- 4(c) Amended and Restated Trust Agreement, dated as of March 20, 1997 of Fifth Third Capital Trust II, among Fifth Third Bancorp, as Depositor, Wilmington Trust Company, as Property Trustee, and the Administrative Trustees name therein (c)
- 4(d) Certificate Representing the 8.136% Capital Securities, Series A, of Fifth Third Capital Trust I (c)
- 4(e) Guarantee Agreement, dated as of March 20, 1997 between Fifth Third Bancorp, as Guarantor, and Wilmington Trust Company, as Guarantee Trustee (c)
- 4(f) Agreement as to Expense and Liabilities, dated as of March 20, 1997 between Fifth Third Bancorp, as the holder of the Common Securities of Fifth Third Capital Trust I and Fifth Third Capital Trust II (c)
- 4(g) Old Kent Capital Trust I Floating Rate Subordinated Capital Income Securities (d)
- 4(h) Form of Fifth Third Bancorp, as successor to Old Kent Financial Corporation, Floating Rate Junior Subordinated Debentures Due 2027 (d)
- 4(i) Indenture, dated as of January 31, 1997 between Fifth Third Bancorp, as successor to Old Kent Financial Corporation, and Bankers Trust Company (e)
- 4(j) Guarantee Agreement, dated as of January 31, 1997, between Fifth Third Bancorp, as successor to Old Kent Financial Corporation, and Bankers Trust Company (f)

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ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

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(continued)

3. Exhibits

Exhibit No.

- 4(k) Amended and Restated Declaration of Trust dated as of January 31, 1997, between Fifth Third Bancorp, as successor to Old Kent Financial Corporation, and Bankers Trust Company (e)
- 10(a) Fifth Third Bancorp Unfunded Deferred Compensation Plan for Non-Employee Directors (g) *
- 10(b) Fifth Third Bancorp 1990 Stock Option Plan (h) *
- 10(c) Fifth Third Bancorp 1987 Stock Option Plan (i) *
- 10(d) Indenture effective November 19, 1992 between Fifth Third Bancorp, Issuer and NBD Bank, N.A., Trustee (j)
- 10(e) Fifth Third Bancorp Master Profit Sharing Plan (k) *
- 10(f) Amended and Restated Fifth Third Bancorp 1993 Stock Purchase Plan *
- 10(g) Fifth Third Bancorp 1998 Long-Term Incentive Stock Plan (l) *
- 10(h) Amendment to Fifth Third Bancorp 1998 Long-Term Incentive Stock Plan (m) *
- 10(i) Fifth Third Bancorp Variable Compensation Plan (n) *
- 10(j) Fifth Third Bancorp Non-qualified Deferred Compensation Plan, as Amended and Restated (m) *
- 10(k) CNB Bancshares, Inc. 1999 Stock Incentive Plan, 1995 Stock Incentive Plan, 1992 Stock Incentive Plan and Associate Stock Option Plan; King City Federal Savings Bank 1986 Stock Option and Incentive Plan; Indiana Bancshares, Inc. 1990 Stock Option Plan; National Bancorp Stock Option Plan; Indiana Federal Corporation 1986 Stock Option and Incentive Plan; and UF Bancorp, Inc. 1991 Stock Option and Incentive Plan (o) *

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ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(continued)

3. Exhibits

Exhibit No.

- 10(l) Fifth Third Direct (p) *

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- 10(m) Fifth Third Bancorp Stock Option Gain Deferral Plan (m) *
- 10(n) Old Kent Executive Stock Option Plan of 1986, as amended (q) *
- 10(o) Old Kent Stock Option Incentive Plan of 1992, as amended (r) *
- 10(p) Old Kent Executive Stock Incentive Plan of 1997, as amended (s) *
- 10(q) Old Kent Stock Incentive Plan of 1999 (t) *
- 11 Computation of Consolidated Earnings Per Share for the Years Ended December 31, 2001, 2000, 1999, 1998, and 1997
- 13 Fifth Third Bancorp 2001 Annual Report to Shareholders
- 21 Fifth Third Bancorp Subsidiaries, as of December 31, 2001
- 23.1 Independent Auditors' Consent - Deloitte & Touche LLP
- 23.2 Consent of Independent Public Accountants - Arthur Andersen LLP

b) Reports on Form 8-K

During the quarter ended December 31, 2001 the Registrant filed the following reports on Form 8-K:

Dated December 4, 2001, the Registrant issued "Management Discussion of Trends" which has a general trend overview discussion of the Registrant's expectations for its results of operations for the fourth quarter.

Dated December 18, 2001, the Registrant issued a press release regarding an authorization by the Board of Directors to repurchase shares of its common stock and the announcement of the fourth quarter 2001 common stock dividend.

* - Denotes management contract or compensatory plan or arrangement.

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ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(continued)

- (a) Incorporated by reference to Registrant's Registration Statement, on Form S-4, Registration No. 33-63966.
- (b) Incorporated by reference to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2001.
- (c) Incorporated by reference to Registrant's filing with the Securities and Exchange Commission on March 26, 1997, a Form 8-K Current Report.
- (d) Incorporated by reference to the Exhibits to Old Kent Financial Corporation's Form S-4 Registration Statement filed July 19, 1997.
- (e) Incorporated by reference to the Exhibits to Old Kent Financial

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Corporation's Form 8-K filed on March 5, 1997.

- (f) Incorporated by reference to the Exhibits to Old Kent Financial Corporation's Form 8-K filed on March 4, 1998.
- (g) Incorporated by reference to Registrant's Form 10-K Annual Report by reference to Form 10-K filed for fiscal year ended December 31, 1985.
- (h) Incorporated by reference to Registrant's filing with the Securities and Exchange Commission as an exhibit to a Registration Statement on Form S-8, Registration No. 33-34075.
- (i) Incorporated by reference to Registrant's filing with the Securities and Exchange Commission as an exhibit to a Registration Statement on Form S-8, Registration No. 33-13252.
- (j) Incorporated by reference to Registrant's filing with the Securities and Exchange Commission on November 18, 1992, a Form 8-K Current Report dated November 16, 1992 and as Exhibit 4.1 to a Registration Statement on Form S-3, Registration No. 33-54134.
- (k) Incorporated by reference to Registrant's filing with the Securities and Exchange Commission as an exhibit to a Registration Statement on Form S-8, Registration No. 33-55553.

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ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(continued)

- (l) Incorporated by reference to Registrant's filing with the Securities and Exchange Commission as an exhibit to a Registration Statement on Form S-8, Registration No. 333-58249.
- (m) Incorporated by reference to Registrant's Proxy Statement dated February 9, 2001.
- (n) Incorporated by reference to Registrant's Proxy Statement dated February 9, 1998.
- (o) Incorporated by reference to Registrant's filing with the Securities and Exchange Commission as an exhibit to a Registration Statement on Form S-4, Registration No.333-84955 and by reference to CNB Bancshares Form 10-K, as amended, for the fiscal year ended December 31, 1998.
- (p) Incorporated by reference to Registrant's filing with the Securities and Exchange Commission as an exhibit to a Registration Statement on Form S-3, Registration No. 333-41164.
- (q) Incorporated by reference to the following filings by Old Kent Financial Corporation with the Securities and Exchange Commission: Exhibit 10 to Form 10-Q for the quarter ended September 30, 1995; Exhibit 10.19 to Form 8-K filed on March 5, 1997; Exhibit 10.3 to Form 8-K filed on March 2, 2000.
- (r) Incorporated by reference to the following filings by Old Kent Financial Corporation with the Securities and Exchange Commission: Exhibit 10(b) to Form 10-Q for the quarter ended June 30, 1995; Exhibit 10.20 to Form 8-K

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filed on March 5, 1997; Exhibit 10(d) to Form 10-Q for the quarter ended June 30, 1997; Exhibit 10.3 to Form 8-K filed on March 2, 2000.

- (s) Incorporated by reference to Old Kent Financial Corporation's Annual Meeting Proxy Statement dated March 1, 1997.
- (t) Incorporated by reference to Old Kent Financial Corporation's Annual Meeting Proxy Statement dated March 1, 1999.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

FIFTH THIRD BANCORP
(Registrant)

April 19, 2002

/s/ Neal E. Arnold

Neal E. Arnold
Executive Vice President and
Chief Financial Officer

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