

FIFTH THIRD BANCORP  
Form 8-K  
December 08, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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**FORM 8-K**

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**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 4, 2006**

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**FIFTH THIRD BANCORP**

**(Exact Name of Registrant as Specified in Its Charter)**

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**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**

**(Registrant's Telephone Number, Including Area Code)**

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**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

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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))
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Item 1.01 Entry into a Material Definite Agreement

On December 4, 2006, the Compensation Committee ( Committee ) of the Board of Directors of Fifth Third Bancorp ( Fifth Third ) amended the Fifth Third Bancorp Nonqualified Deferred Compensation Plan. The amendment to the Plan allows participants to make investment elections, of their Account, among various benchmarks the Committee establishes. Previously, the plan only allowed investment in the Fifth Third Stock Fund.

Item 9.01 Financial Statements and Exhibits

Exhibit 10.1 The Fifth Third Bancorp Nonqualified Deferred Compensation Plan (as amended and restated effective January 1, 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)

December 8, 2006

/s/ Christopher G. Marshall

Christopher G. Marshall

Executive Vice President and Chief Financial Officer