

FIFTH THIRD BANCORP  
Form 10-K/A  
November 09, 2016  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-K/A**

**(Amendment No. 1)**

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

For the fiscal year ended December 31, 2015

Commission file number 001-33653

|  |  |
|--|--|
| <b>Ohio</b><br><b>(State or other jurisdiction</b> | <b>31-0854434</b><br><b>(I.R.S. Employer</b> |
| <b>of incorporation or organization)</b>           | <b>Identification Number)</b>                |
| <b>38 Fountain Square Plaza</b>                    |  |
| <b>Cincinnati, Ohio 45263</b>                      |  |
| <b>(Address of principal executive offices)</b>    |  |

**Registrant's telephone number, including area code: (800) 972-3030**

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

|   | Name of each exchange       |
|---|-----------------------------|
| Title of each class:  | on which registered:        |
| Common Stock, Without Par Value                                 | The NASDAQ Stock Market LLC |
| Depository Shares Representing a 1/1000 <sup>th</sup> Ownership | The NASDAQ Stock Market LLC |
| Interest in a Share of 6.625% Fixed-to-Floating Rate            |                             |
| Non-Cumulative Perpetual Preferred Stock, Series I              |                             |

Indicate by checkmark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

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Yes: No:

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes: No:

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 whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes: No:

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) 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.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer    Accelerated filer    Non-accelerated filer    (Do not check if a smaller reporting company)  
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes: No:

There were 783,231,128 shares of the Bancorp's Common Stock, without par value, outstanding as of January 31, 2016. The Aggregate Market Value of the Voting Stock held by non-affiliates of the Bancorp was \$16,277,829,299 as of June 30, 2015.

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**DOCUMENTS INCORPORATED BY REFERENCE**

This report incorporates into a single document the requirements of the U.S. Securities and Exchange Commission (SEC) with respect to annual reports on Form 10-K and annual reports to shareholders. The Bancorp's Proxy Statement for the 2016 Annual Meeting of Shareholders is incorporated by reference into Part III of this report.

Only those sections of the 2015 Annual Report to Shareholders that are specified in the Cross Reference Index constitute part of the Registrant's Form 10-K for the year ended December 31, 2015. No other information contained in the 2015 Annual Report to Shareholders shall be deemed to constitute any part of this Form 10-K nor shall any such information be incorporated into the Form 10-K and shall not be deemed filed as part of the Registrant's Form 10-K.

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**Explanatory Note**

This Amendment No. 1 on Form 10-K/A ( Amendment No. 1 ) to Fifth Third Bancorp s (the Bancorp or Fifth Third Annual Report ( Annual Report ) on Form 10-K for the fiscal year ended December 31, 2015 (the Original Filing ), is being filed solely for the purpose of amending and restating in their entirety (i) Part II, Item 5 (Market for Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities) of the Annual Report, to report sales of equity securities of the Bancorp offered under certain employee benefit plans, and (ii) Part II, Item 9A (Controls and Procedures) of the Annual Report (as contained in Management s Assessment as to the Effectiveness of Internal Control over Financial Reporting in the 2015 Annual Report to Shareholders of the Bancorp), to amend the conclusions regarding the adequacy of Fifth Third Bancorp s disclosure controls and procedures as of December 31, 2015.

In accordance with Rule 12b-15 under the U.S. Securities Exchange Act of 1934 (the Securities Exchange Act ), Part II, Item 5 and Part II, Item 9A of the Original Filing have been amended and restated in its entirety, and Part IV, Item 15 of the Original Filing has been amended solely to include as exhibits the new certifications required by Rule 13a-14(a) under the Securities Exchange Act and a new consent of Deloitte & Touche LLP, an independent registered public accounting firm. This Amendment No. 1 does not amend or otherwise update any other information in the Original Filing. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Filing.

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**2015 ANNUAL REPORT INDEX**

*The following Index only includes items that are being amended by this Amendment No. 1. Pages referenced below refer to the page numbers in the Original Filing, as amended by this Amendment No. 1 when applicable.*

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| <u>Management's Assessment as to the Effectiveness of Internal Control over Financial Reporting</u>                | 82  |
| <u>Report of Independent Registered Public Accounting Firm</u>   | 83  |
| (Attestation Report of the Registered Public Accounting Firm as to Internal Control over Financial Reporting only) |     |
| <u>Annual Report on Form 10-K/A</u>  | 171 |

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**EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES**

The Bancorp conducted an evaluation, under the supervision and with the participation of the Bancorp's management, including the Bancorp's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Bancorp's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). The disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports the Bancorp files and submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported as and when required and information is accumulated and communicated to management on a timely basis. Based on the evaluation, as of the end of the period covered by this report, the Bancorp's Chief Executive Officer and Chief Financial Officer concluded that the Bancorp's disclosure controls and procedures were not effective, because of deficiencies in the Bancorp's policies and procedures relating to the registration of, and prospectus delivery with respect to, the Bancorp's employee benefit plans as described in Part II, Item 5 (Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities).

Greg D. Carmichael  
 President and Chief Executive Officer  
 November 9, 2016

Tayfun Tuzun  
 Executive Vice President and Chief Financial Officer  
 November 9, 2016

**MANAGEMENT'S ASSESSMENT AS TO THE EFFECTIVENESS OF INTERNAL CONTROL OVER FINANCIAL REPORTING**

The management of Fifth Third Bancorp is responsible for establishing and maintaining adequate internal control, designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. The Bancorp's management assessed the effectiveness of the Bancorp's internal control over financial reporting as of December 31, 2015. Management's assessment is based on the criteria established in the *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and was designed to provide reasonable assurance that the Bancorp maintained effective internal control over financial reporting as of December 31, 2015. Based on this assessment, management believes that the Bancorp maintained effective internal control over financial reporting as of December 31, 2015. The Bancorp's independent registered public accounting firm, that audited the Bancorp's consolidated financial statements included in this annual report, has issued an audit report on our internal control over financial reporting as of December 31, 2015. This report appears on page 83 of the annual report.

Greg D. Carmichael  
 President and Chief Executive Officer  
 February 25, 2016

Tayfun Tuzun  
 Executive Vice President and Chief Financial Officer  
 February 25, 2016

**CHANGES IN INTERNAL CONTROLS**

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The Bancorp's management also conducted an evaluation of internal control over financial reporting to determine whether any changes occurred during the year covered by this report that have materially affected, or are reasonably likely to materially affect, the Bancorp's internal control over financial reporting. Based on this evaluation, there has been no such change during the year covered by this report.

Greg D. Carmichael  
President and Chief Executive Officer  
February 25, 2016  
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Tayfun Tuzun  
Executive Vice President and Chief Financial Officer  
February 25, 2016

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders and Board of Directors of Fifth Third Bancorp:

We have audited the internal control over financial reporting of Fifth Third Bancorp and subsidiaries (the Bancorp ) as of December 31, 2015, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Bancorp s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management s Assessment as to the Effectiveness of Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Bancorp s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed by, or under the supervision of, the company s principal executive and principal financial officers, or persons performing similar functions, and effected by the company s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Bancorp maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on the criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended December 31, 2015 of the Bancorp and our report dated February 25, 2016 expressed an unqualified opinion on those consolidated financial statements.



Cincinnati, Ohio

February 25, 2016

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**ANNUAL REPORT ON FORM 10-K/A**

**Form 10-K/A Cross Reference Index**

*The following Index only includes items that are being amended by this Amendment No. 1. Pages referenced herein refer to the page numbers in the Original Filing, as amended by this Amendment No. 1 when applicable.*

**PART II**

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| <b>Item 5.</b>  | <b><u>Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u></b> | 180-181a |
| <b>Item 9A.</b> | <b><u>Controls and Procedures</u></b>  | 82-83    |

**PART IV**

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| <b>Item 15.</b> | <b><u>Exhibits, Financial Statement Schedules</u></b> | 182 |
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**Signatures**

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**Table of Contents****PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

The Bancorp's common stock is traded in the over-the-counter market and is listed under the symbol "FITB" on the NASDAQ® Global Select Market System.

**High and Low Stock Prices and Dividends Paid Per Share**

|                |         | Dividends Paid |           |
|----------------|---------|----------------|-----------|
| 2015           | High    | Low            | Per Share |
| Fourth Quarter | \$21.14 | \$18.15        | \$0.13    |
| Third Quarter  | \$21.93 | \$18.21        | \$0.13    |
| Second Quarter | \$21.90 | \$18.63        | \$0.13    |
| First Quarter  | \$20.53 | \$17.14        | \$0.13    |

|                |         | Dividends Paid |           |
|----------------|---------|----------------|-----------|
| 2014           | High    | Low            | Per Share |
| Fourth Quarter | \$20.82 | \$17.65        | \$0.13    |
| Third Quarter  | \$21.79 | \$19.45        | \$0.13    |
| Second Quarter | \$23.41 | \$19.82        | \$0.13    |
| First Quarter  | \$23.90 | \$20.37        | \$0.12    |

See a discussion of dividend limitations that the subsidiaries can pay to the Bancorp discussed in Note 3 of the Notes to Consolidated Financial Statements. Additionally, as of December 31, 2015, the Bancorp had 44,678 shareholders of record.

**Issuer Purchases of Equity Securities**

| Period        | Total Number<br>of Shares<br>Purchased <sup>(a)</sup> | Average Price Paid<br>Per Share | Maximum Number of  |   |
|---------------|---|---------------------------------|--|---|
|               |   |                                 | Total Number of Shares<br>Purchased as Part of Publicly<br>Announced Plans<br>or<br>Programs | Shares that May Yet be<br>Purchased Under the Plans<br>or Programs <sup>(b)</sup> |
| October 2015  | 1,525,580   | \$18.79                         | 1,446,613  | 39,820,995  |
| November 2015 | 53,701  | 19.31                           | -  | 39,820,995  |
| December 2015 | 9,286,351   | 19.95                           | 9,248,482  | 30,572,513  |
| Total         | 10,865,632  | \$19.78                         | 10,695,095   | 30,572,513  |

- (a) *The Bancorp repurchased 78,967, 53,701 and 37,869 shares during October, November and December of 2015, respectively, in connection with various employee compensation plans of the Bancorp. These purchases do not count against the maximum number of shares that may yet be purchased under the Board of Directors authorization.*
- (b) *In March of 2014, the Bancorp announced that its Board of Directors had authorized management to purchase 100 million shares of the Bancorp's common stock through the open market or in any private party transactions. The authorization does not include specific price targets or an expiration date.*

See further discussion on accelerated share repurchase transactions and stock-based compensation in Note 23 and Note 24 of the Notes to Consolidated Financial Statements.

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*The following performance graphs do not constitute soliciting material and should not be deemed filed or incorporated by reference into any other Company filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Bancorp specifically incorporates the performance graphs by reference therein.*

**Total Return Analysis**

The graphs below summarize the cumulative return experienced by the Bancorp's shareholders over the years 2009 through 2015, and 2004 through 2015, respectively, compared to the S&P 500 Stock and the S&P Banks indices.

**FIFTH THIRD BANCORP VS. MARKET INDICES**

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**Shares Issued Under Certain Employee Benefit Plans**

During the third quarter of 2016, the Bancorp determined that a number of shares of Fifth Third Bancorp common stock offered under our 401(k) Plan were previously inadvertently omitted from inclusion on the corresponding S-8 registration statements, that a number of securities granted under Fifth Third's Employee Stock Purchase Plan ( ESPP ) and incentive compensation plans were granted without appropriate prospectus delivery, and that deferred compensation obligations owed in respect of the Fifth Third Bancorp Nonqualified Deferred Compensation Plan may have been required to be registered. As a result, the Bancorp estimates that (i) approximately 1,655,905 unregistered shares were sold through the 401(k) Plan during the twelve months ended December 31, 2015; (ii) approximately 558,184 shares were purchased through the ESPP during the twelve months ended December 31, 2015; (iii) approximately 4,558,866 restricted shares and 5,208,540 stock appreciation rights ( SARs ) were awarded under our incentive compensation plans during the twelve months ended December 31, 2015; (iv) approximately 125,762 options and 3,242,263 SARs were exercised during the twelve months ended December 31, 2015, at a weighted average option exercise price (or, in the case of SARs, mean grant date price per share) of \$13.59; and (v) approximately \$7,581,936 in aggregate deferrals were made under the Nonqualified Deferred Compensation Plan during the twelve months ended December 31, 2015.

The Bancorp expects to file the required Forms S-8 and make a voluntary rescission offer to eligible plan participants during the fourth quarter of 2016 in order to remediate the registration and prospectus delivery defects. The Bancorp has also corrected the prospectus delivery defect in the intervening period subsequent to the third quarter of 2016. Based on the market price of Fifth Third Bancorp's common stock in October 2016, the Bancorp does not expect that the exercise of any applicable rescission rights will have a material impact on its results of operations, financial condition, or liquidity.

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**PART IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

The Exhibits listed under Part IV, Item 15 of the Original Filing are hereby amended solely to include as exhibits the new certifications required by Rule 13a-14(a) under the Securities Exchange Act and a new consent of the independent registered public accounting firm:

- 23 Consent of Independent Registered Public Accounting Firm
  - 31(i) Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by Chief Executive Officer.
  - 31(ii) Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by Chief Financial Officer.
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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 No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized.

***FIFTH THIRD BANCORP***

Registrant

/s/ Greg D. Carmichael

**Greg D. Carmichael**

President and CEO

Principal Executive Officer

November 9, 2016