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FIFTH THIRD BANCORP
Form S-4 POS
March 12, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 12, 2002
REGISTRATION NO. 333-52182

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FIFTH THIRD BANCORP
(Exact name of registrant as specified in its charter)

| | | |
|---|---|---|
| OHIO | 6711 | 31-0854434 |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code Number) | (I.R.S. Employer Identification No.) |

FIFTH THIRD CENTER, CINCINNATI, OHIO 45263
(513) 579-5300
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

PAUL L. REYNOLDS, ESQ.
FIFTH THIRD BANCORP
38 FOUNTAIN SQUARE PLAZA
CINCINNATI, OHIO 45263
(513) 579-5300
(513) 744-6757 (FAX)
(Name, address, including zip code and telephone
number, including area code, of agent for service)

COPIES OF COMMUNICATIONS TO:

Richard G. Schmalzl, Esq.
H. Samuel Lind, Esq.
Graydon Head & Ritchey LLP
1900 Fifth Third Center
511 Walnut Street
Cincinnati, Ohio 45202
(513) 621-6464
(513) 651-3836 (Fax)

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE OF THE SECURITIES TO
THE PUBLIC: The merger of Old Kent Financial Corporation with and into Fifth
Third Financial Corporation, a wholly-owned subsidiary of Fifth Third Bancorp,
was consummated on April 2, 2001. Fifth Third is hereby amending this
Registration Statement to deregister 5,896,801 shares of common stock, no par

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value, which were issuable to the shareholders of Old Kent in connection with the merger of Old Kent with and into Fifth Third Financial Corporation.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the registration statement number of the earlier effective registration statement for the same offering. []

This Post-Effective Amendment No. 2 to Registration Statement on Form S-4 (Reg. No. 333-52182) shall hereafter become effective in accordance with the provisions of Section 8(c) of the Securities Act of 1933.

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DEREGISTRATION OF SECURITIES

In accordance with the undertaking of Fifth Third Bancorp set forth in the registration statement on Form S-4 (File No. 333-52182), declared effective on January 17, 2001, Fifth Third is filing this Post-Effective Amendment No. 2 to deregister an aggregate of 5,896,801 shares of its common stock, no par value, previously registered under the Securities Act of 1933 pursuant to the registration statement, issuable to the shareholders of Old Kent Financial Corporation in connection with the merger of Old Kent with and into Fifth Third Financial Corporation.

Pursuant to the registration statement on Form S-4, 113,000,000 shares of common stock, 7,250 shares of Series D perpetual preferred stock and 2,000 shares of Series E perpetual preferred stock were registered. These shares were registered pursuant to the registration statement in order to be issued: (i) to the shareholders of Old Kent in connection with the merger and (ii) upon the exercise of options granted to certain directors, officers and employees of Old Kent under its stock plans. Upon the consummation of the merger, Fifth Third issued a total of 103,716,638 of these shares of common stock and all of the perpetual preferred stock to the shareholders of Old Kent. Fifth Third then amended the registration statement by filing Post-Effective Amendment No.1 on Form S-8 to Form S-4 to register 3,386,561 of the shares of common stock to be issued upon the exercise of the options. Therefore, in accordance with the undertaking mentioned above, Fifth Third hereby deregisters the remaining 5,896,801 shares of Fifth Third common stock previously registered pursuant to the registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 2 to Registration Statement No. 333-52182 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cincinnati, State of Ohio, on March 11, 2002.

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FIFTH THIRD BANCORP

By: /s/ GEORGE A. SCHAEFER, JR.

George A. Schaefer, Jr.
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to Registration Statement No. 333-52182 has been signed by the following persons in the capacities and on the dates indicated.

Principal Executive Officer:

/s/ GEORGE A. SCHAEFER, JR. Date: March 11, 2002

George A. Schaefer, Jr.
President and Chief Executive Officer

Principal Financial Officer:

/s/ NEAL E. ARNOLD Date: March 11, 2002

Neal E. Arnold
Chief Financial Officer and Executive
Vice President

Principal Accounting Officer:

/s/ DAVID DEBRUNNER Date: March 11, 2002

David Debrunner
Controller

Directors of the Company:

/s/ DARRYL F. ALLEN* Date: March 11, 2002

Darryl F. Allen

/s/ JOHN F. BARRETT * Date: March 11, 2002

John F. Barrett

/s/ THOMAS B. DONNELL * Date: March 11, 2002

Thomas B. Donnell

/s/ RICHARD T. FARMER* Date: March 11, 2002

Richard T. Farmer

/s/ JOSEPH H. HEAD, JR. * Date: March 11, 2002

Joseph H. Head, Jr.

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| | |
|---|----------------------|
| ----- James P. Hackett | Date: |
| ----- Joan R. Herschede | Date: |
| /s/ ALLEN M. HILL* ----- Allen M. Hill | Date: March 11, 2002 |
| /s/ WILLIAM G. KAGLER* ----- William G. Kagler | Date: March 11, 2002 |
| /s/ JAMES D. KIGGEN* ----- James D. Kiggen | Date: March 11, 2002 |
| /s/ ROBERT L. KOCH, II * ----- Robert L. Koch, II | Date: March 11, 2002 |
| /s/ MITCHEL D. LIVINGSTON* ----- Mitchel D. Livingston, Ph.D. | Date: March 11, 2002 |
| ----- Hendrick G. Meijer | Date: |
| /s/ ROBERT B. MORGAN* ----- Robert B. Morgan | Date: March 11, 2002 |
| /s/ DAVID E. REESE* ----- David E. Reese | Date: March 11, 2002 |
| ----- James E. Rogers | Date: |
| /s/ GEORGE A. SCHAEFER, JR. ----- George A. Schaefer, Jr. | Date: March 11, 2002 |
| /s/ JOHN J. SCHIFF, JR.* ----- John J. Schiff, Jr. | Date: March 11, 2002 |
| /s/ DONALD B. SCHACKELFORD * ----- Donald B. Schackelford | Date: March 11, 2002 |

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/s/ DENNIS J. SULLIVAN, JR. *

Date: March 11, 2002

Dennis J. Sullivan, Jr.

/s/ DUDLEY S. TAFT *

Date: March 11, 2002

Dudley S. Taft

/s/ THOMAS W. TRAYLOR *

Date: March 11, 2002

Thomas W. Traylor

Date:

David J. Wagner

*By: /s/ GEORGE A. SCHAEFER, JR.

George A. Schaefer, Jr.
as attorney-in-fact pursuant to
a power of attorney previously
filed