

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): May 8, 2026



Fifth Third Bancorp

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation)

001-33653
(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)

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

Not Applicable
(Former name or former address, if changed since last report)

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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered		
Common Stock, Without Par Value	FITB	The	NASDAQ	Stock Market LLC
Depository Shares Representing a 1/1000th Ownership Interest in a Share of 6.625% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I	FITBI	The	NASDAQ	Stock Market LLC
Depository Shares Representing a 1/40th Ownership Interest in a Share of 6.00% Non-Cumulative Perpetual Class B Preferred Stock, Series A	FITBP	The	NASDAQ	Stock Market LLC
Depository Shares Representing a 1/1000th Ownership Interest in a Share of 4.95% Non-Cumulative Perpetual Preferred Stock, Series K	FITBO	The	NASDAQ	Stock Market LLC
Depository Shares Representing a 1/40th Ownership Interest in a Share of 6.875% Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock, Series M	FITBM	The	NASDAQ	Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

FORWARD-LOOKING STATEMENTS

This communication contains statements that constitute "forward-looking statements" within the meaning of, and subject to the protections of, Section 27A of the Securities Act, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as "believe," "deliver," "expect," "may," "should," "will," "would," and other similar words and expressions or the negative of such terms or other comparable terminology. Such forward-looking statements include, but are not limited to, statements about the timing of the Exchange Offers and Consent Solicitations. No assurances can be given that the forward-looking statements contained in this communication will occur as expected and actual results may differ materially from those included in this communication. Any forward-looking statement made in this communication is based solely on information currently available to us and speaks only as of the date on which it is made. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise, except to the extent required by law. Important risks, uncertainties and other factors are described in the Offering Memorandum and Consent Solicitation Statement. These and other important factors, including those discussed under "Risk Factors" in Fifth Third Bancorp's Annual Report on Form 10-K for the year ended December 31, 2025, as well as Fifth Third's subsequent filings with the SEC, may cause actual results, performance or achievements to differ materially from those expressed or implied by these forward-looking statements. The forward-looking statements herein are made only as of the date they were first issued, and unless otherwise required by applicable securities laws, Fifth Third disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Item 8.01 Other Events

Exchange Offers and Consent Solicitations

On May 8, 2026, Fifth Third Bancorp (“Fifth Third”) announced that, in connection with the recently completed merger of Comerica Incorporated with and into Fifth Third Financial Corporation (“FTFC”), with FTFC surviving the merger as a wholly owned subsidiary of Fifth Third Bancorp, Fifth Third Bancorp has commenced offers to exchange (each an “Exchange Offer” and collectively, the “Exchange Offers”) certain outstanding notes originally issued by Comerica Incorporated and assumed by FTFC as successor by merger (the “Existing FTFC Notes”) for new notes issued by Fifth Third Bancorp (the “New Fifth Third Notes”) and (2) cash. Concurrently with the Exchange Offers being made by Fifth Third Bancorp, FTFC is soliciting consents (each, a “Consent Solicitation” and, collectively, the “Consent Solicitations”) to adopt certain proposed amendments to the corresponding indentures governing the Existing FTFC Notes to eliminate certain of the covenants, restrictive provisions and events of default from such indentures.

Each Exchange Offer and Consent Solicitation is conditioned upon the completion of the other Exchange Offer and Consent Solicitation, although Fifth Third may waive such condition at any time with respect to an Exchange Offer.

The New Fifth Third Notes have not been registered with the Securities and Exchange Commission (the “SEC”) under the Securities Act of 1933, as amended (the “Securities Act”), or any state or foreign securities laws. Therefore, the New Fifth Third Notes may not be offered or sold in the United States or to any U.S. person absent registration, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

The Exchange Offers and Consent Solicitations are being made pursuant to the terms and subject to the conditions set forth in the offering memorandum and consent solicitation statement dated as of May 8, 2026 (as it may be amended or supplemented, the “Offering Memorandum and Consent Solicitation Statement”). A copy of the press release announcing the Exchange Offers and the Consent Solicitations is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 8.01 of Form 8-K and Exhibits attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall they be deemed incorporated by reference in any filing under the Securities Exchange Act of 1934 or the Securities Act of 1933, except as shall be expressly set forth by specific reference.

No Offer or Solicitation

This communication is not intended to and shall not constitute an offer to sell or purchase, or a solicitation of an offer to sell or purchase, or the solicitation of tenders or consents with respect to, any security. No offer, solicitation, purchase or sale will be made in any jurisdiction in which such an offer, solicitation, or sale would be unlawful. The Exchange Offers and Consent Solicitations are being made to eligible holders solely pursuant to the Offering Memorandum and Consent Solicitation Statement and only to such persons and in such jurisdictions as is permitted under applicable law.

Item 9.01 Financial Statements and Exhibits

[Exhibit 99.1](#) – Press Release dated May 8, 2026

Exhibit 104 – Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Date: May 8, 2026

FIFTH THIRD BANCORP
(Registrant)

/s/ Brennen Willingham

Brennen Willingham
Senior Vice President and
Treasurer



FIFTH THIRD
NEWS RELEASE

CONTACTS

May 8, 2026

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Fifth Third Bancorp Commences Private Exchange Offers and Fifth Third Financial Corporation Commences Consent Solicitations

CINCINNATI – Fifth Third Bancorp (Nasdaq: FITB) and Fifth Third Financial Corporation (“FTFC”) today announced that, in connection with the recently completed merger of Comerica Incorporated with and into FTFC (the “Merger”), with FTFC surviving the Merger as a wholly owned subsidiary of Fifth Third Bancorp, Fifth Third Bancorp has commenced offers to Eligible Holders (as defined herein) to exchange (each an “Exchange Offer” and collectively, the “Exchange Offers”) any and all outstanding notes originally issued by Comerica Incorporated and assumed by FTFC as successor by merger as set forth in the table below (the “Existing FTFC Notes”) for (1) up to \$1,550,000,000 aggregate principal amount of new notes issued by Fifth Third Bancorp (the “New Fifth Third Notes”) and (2) cash.

The following table sets forth the Exchange Consideration and Early Exchange Consideration for each series of Existing FTFC Notes:

Title of Series	CUSIP Number/ ISIN	Maturity Date	Aggregate Principal Amount Outstanding	Exchange Consideration ¹	Early Exchange Consideration ²
Fifth Third Financial Corporation 4.000% Senior Notes due 2029	200340 AT4/ US200340AT44	February 1, 2029	\$550,000,000	\$970 principal amount of New Fifth Third 4.000% Senior Notes due 2029	\$1,000 principal amount of New Fifth Third 4.000% Senior Notes due 2029 and \$1.00 in cash
Fifth Third Financial Corporation 5.982% Fixed-To-Floating Rate Senior Notes due 2030	200340 AW7/ US200340AW72	January 30, 2030	\$1,000,000,000	\$970 principal amount of New Fifth Third 5.982% Fixed-To-Floating Rate Senior Notes due 2030	\$1,000 principal amount of New Fifth Third 5.982% Fixed-To-Floating Rate Senior Notes due 2030 and \$1.00 in cash

¹ For each \$1,000 principal amount of Existing FTFC Notes validly tendered after the Early Tender Date (as defined herein) but at or before the Expiration Date (as defined herein), not validly withdrawn and accepted for exchange.

² For each \$1,000 principal amount of Existing FTFC Notes validly tendered at or before the Early Tender Date, not validly withdrawn and accepted for exchange.

Concurrently with the Exchange Offers being made by Fifth Third Bancorp, FTFC is soliciting consents from Eligible Holders (each, a "Consent Solicitation" and, collectively, the "Consent Solicitations") to adopt certain proposed amendments to the corresponding indentures governing the Existing FTFC Notes to eliminate certain of the covenants, restrictive provisions and events of default from such indentures (with respect to the corresponding indenture for such Existing FTFC Notes, the "Proposed Amendments"). Eligible Holders may deliver their consent to the Proposed Amendments only by tendering Existing FTFC Notes of the applicable series in the Exchange Offers and Consent Solicitations. Eligible Holders may not deliver a consent in a Consent Solicitation without tendering Existing FTFC Notes in the applicable Exchange Offer and Eligible Holders may not tender Existing FTFC Notes without also having been deemed to deliver a consent.

The Exchange Offers and Consent Solicitations are being made pursuant to the terms and subject to the conditions set forth in the offering memorandum and consent solicitation statement dated as of May 8, 2026 (as it may be amended or supplemented, the "Offering Memorandum and Consent Solicitation Statement"). Fifth Third Bancorp, in its sole discretion, may terminate, withdraw, amend or extend any of the Exchange Offers, subject to the terms and conditions set forth in the Offering Memorandum and Consent Solicitation Statement. Any such termination, withdrawal, amendment or extension by Fifth Third Bancorp will automatically terminate, withdraw, amend or extend the corresponding Consent Solicitation, as applicable.

In addition, each Exchange Offer and Consent Solicitation is conditioned upon the completion of the other Exchange Offer and Consent Solicitation, although Fifth Third Bancorp may waive such condition at any time with respect to an Exchange Offer. Any waiver of a condition by Fifth Third Bancorp with respect to an Exchange Offer will automatically waive such condition with respect to the corresponding Consent Solicitation.

Eligible Holders who validly tender (and do not validly withdraw) their Existing FTFC Notes at or before 5:00 p.m., New York City time, on May 21, 2026, unless extended (the "Early Tender Date"), will be eligible to receive, on the applicable settlement date, the applicable Early Exchange Consideration as set forth in the table above for all such Existing FTFC Notes that are accepted. Eligible Holders who validly tender (and do not validly withdraw) their Existing FTFC Notes after the Early Tender Date but at or before 5:00 p.m., New York City time, on June 8, 2026, unless extended (the "Expiration Date"), will be eligible to receive, on the applicable settlement date, the applicable Exchange Consideration as set forth in the table above for all such Existing FTFC Notes that are accepted. The Early Settlement Date will be determined at Fifth Third Bancorp's option and is currently expected to occur within six business days after the Early Tender Date. The Final Settlement Date will be promptly after the Expiration Date and is currently expected to occur within two business days after the Expiration Date.

The Exchange Offers and Consent Solicitations will only be made, and documents relating to the Exchange Offers and Consent Solicitations will only be distributed, to holders of Existing FTFC Notes who complete and return an eligibility letter confirming that they are persons (a) in the United States who are reasonably believed to be "qualified institutional buyers" as defined in Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), or (b) who are outside the United States who are not "U.S. persons" as defined in Rule 902 under the Securities Act and who are eligible to participate in the Exchange Offer pursuant to the laws of the applicable jurisdiction, as set forth in the eligibility letter ("Eligible Holders"). The Exchange Offers and Consent Solicitations will not be made to holders of Existing FTFC Notes who are located in Canada.

The complete terms and conditions of the Exchange Offers and Consent Solicitations are described in the Offering Memorandum and Consent Solicitation Statement, a copy of which may be obtained by Eligible Holders by contacting D.F. King & Co., Inc., the Exchange Agent and Information Agent in connection with the Exchange Offers and Consent Solicitations, by sending an email to FITB@dfking.com or by calling (866) 207-3626 (U.S. toll-free) or (212) 365-6884 (banks and brokers). The eligibility letter is available electronically at: <https://www.dfking.com/fitb>.

This press release does not constitute an offer to sell or purchase, or a solicitation of an offer to sell or purchase, or the solicitation of tenders or consents with respect to, any security. This press release should not be construed as an offer to sell or purchase, or a solicitation of an offer to sell or purchase, or the solicitation of tenders or consents with respect to, any Fifth Third Bancorp securities or other securities by FTFC. No offer, solicitation, purchase or sale will be made in any jurisdiction in which such an offer, solicitation, or sale would be unlawful. The Exchange Offers and Consent Solicitations are being made to Eligible Holders solely pursuant to the Offering Memorandum and Consent Solicitation Statement and only to such persons and in such jurisdictions as is permitted under applicable law.

The New Fifth Third Notes have not been registered with the Securities and Exchange Commission (the "SEC") under the Securities Act or any state or foreign securities laws. Therefore, the New Fifth Third Notes may not be offered or sold in the United States or to any U.S. person absent registration, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. In connection with the Exchange Offers, Fifth Third Bancorp will enter into a registration rights agreement, pursuant to which Fifth Third Bancorp will be obligated to use commercially reasonable efforts to file with the SEC and cause to become effective a registration statement with respect to an offer to exchange each series of New Fifth Third Notes for new notes within 365 days of the settlement date. In addition, Fifth Third Bancorp has agreed to use commercially reasonable efforts to file a shelf registration statement to cover resales of the New Fifth Third Notes under the Securities Act in certain circumstances.

About Fifth Third

Fifth Third is a bank that's as long on innovation as it is on history. Since 1858, we've been helping individuals, families, businesses and communities grow through smart financial services that improve lives. Our list of firsts is extensive, and it's one that continues to expand as we explore the intersection of tech-driven innovation, dedicated people and focused community impact. Fifth Third is one of the few U.S.-based banks to have been named among Ethisphere's World's Most Ethical Companies® for several years. With a commitment to taking care of our customers, employees, communities and shareholders, our goal is not only to be the nation's highest performing regional bank, but to be the bank people most value and trust.

Fifth Third Financial Corporation is an Ohio corporation and the direct parent company of Fifth Third Bank, National Association. Fifth Third Bancorp is the parent company of Fifth Third Financial Corporation and its common stock is traded on the NASDAQ® Global Select Market under the symbol "FITB." Investor information and press releases can be viewed at www.53.com. Deposit and credit products provided by Fifth Third Bank, National Association. Member FDIC.

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This communication contains statements that constitute "forward-looking statements" within the meaning of, and subject to the protections of, Section 27A of the Securities Act, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as "believe," "deliver," "expect," "may," "should," "will," "would," and other similar words and expressions or the negative of such terms or other comparable terminology. Such forward-looking statements include, but are not limited to, statements about the timing of the Exchange Offers and Consent Solicitations. No assurances can be given that the forward-looking statements contained in this communication will occur as expected and actual results may differ materially from those included in this communication. Any forward-looking statement made in this communication is based solely on information currently available to us and speaks only as of the date on which it is made. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise, except to the extent required by law. Important risks, uncertainties and other factors are described in the Offering Memorandum and Consent Solicitation Statement. These and other important factors, including those discussed under "Risk Factors" in Fifth Third Bancorp's Annual Report on Form 10-K for the year ended December 31, 2025, as well as Fifth Third's subsequent filings with the SEC, may cause actual results, performance or achievements to differ materially from those expressed or implied by these forward-looking statements. The forward-looking statements herein are made only as of the date they were first issued, and unless otherwise required by applicable securities laws, Fifth Third disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.
