

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): March 11, 2026



Fifth Third Bancorp

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation)

Fifth Third Center
38 Fountain Square Plaza , Cincinnati , Ohio
(Address of Principal Executive Offices)

001-33653
(Commission
File Number)

31-0854434
(IRS Employer
Identification No.)

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.

Item 7.01 Regulation FD Disclosure

On March 11, 2026, Fifth Third Bancorp will present at the RBC Capital Markets Financial Institutions Conference. A copy of this presentation is attached as Exhibit 99.1.

The information in this 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.

Item 9.01 Financial Statements and Exhibits

[Exhibit 99.1](#) – Fifth Third Bancorp Presentation

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: March 11, 2026

FIFTH THIRD BANCORP
(Registrant)

/s/ Bryan D. Preston

Bryan D. Preston
Executive Vice President and
Chief Financial Officer



FIFTH THIRD
Bancorp

RBC Capital Markets Financial Institutions Conference

March 11, 2026



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Top performing regional bank with local scale and national reach

Assets

\$294 billion

Ranked 9th in the U.S.¹

Loans

\$173 billion

Ranked 9th in the U.S.¹

Deposits

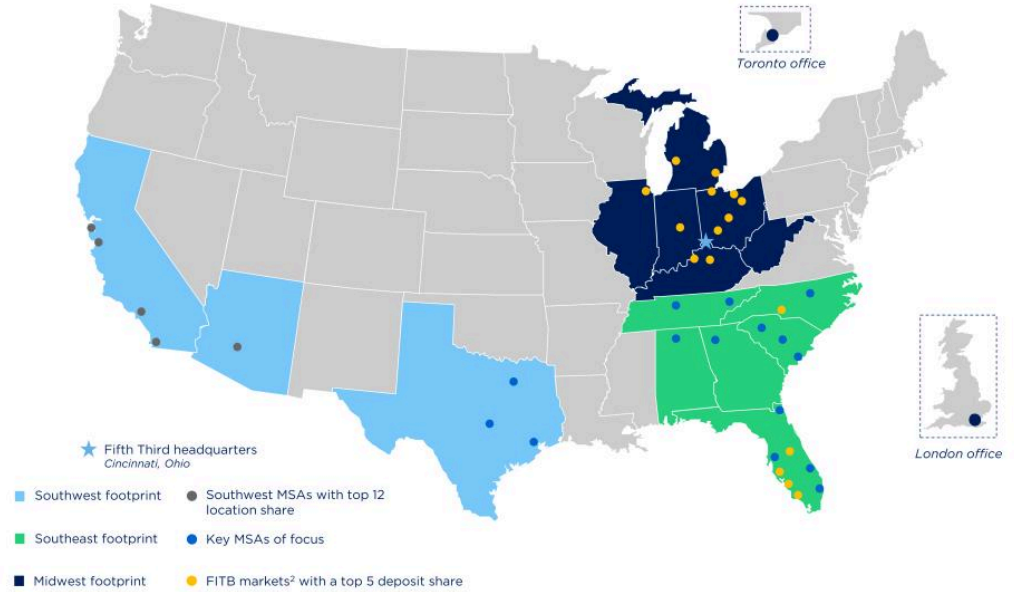
\$237 billion

Ranked 9th in the U.S.¹

U.S. branches

1,482

Ranked 7th in the U.S.¹



Note: Assets, loans, deposits, and branches proforma as of 12/31/25. ¹Rankings as of 12/31/25 and consist of US commercial banks and exclude foreign, trust, & traditional investment banks; ²Includes MSAs with \$10B+ in deposits on a capped basis (deposits per branch capped at \$250MM per June 2025 FDIC data)

A simple, diversified business portfolio



Commercial Banking

Loans
\$111B

Deposits
\$99B

NII contribution¹ **43%**

Fee contribution¹ **51%**

Business Offerings
Lending / Deposits / Capital Markets / Treasury Management & Payments



Consumer & Small Business Banking

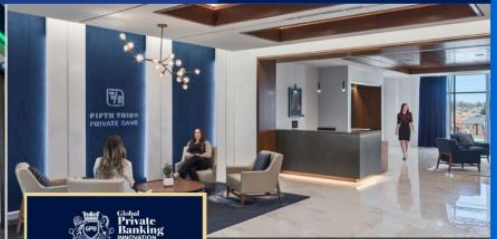
Loans
\$55B

Deposits
\$117B

NII contribution¹ **53%**

Fee contribution¹ **32%**

Business Offerings
Lending / Deposits / Payments



Wealth & Asset Management

Loans
\$10B

Deposits
\$14B

NII contribution¹ **4%**

Fee contribution¹ **17%**

Business Offerings
Wealth Management / Trust / Custody

Note: "World's Most Ethical Companies" and "Ethisphere" names and marks are registered trademarks of Ethisphere LLC; #1 for Retail Banking Customer Satisfaction in Florida and the Best Mobile Banking App for Customer Satisfaction among Regional Banks, Tied in 2025. For J.D. Power 2025 award information, visit jdpower.com/awards. J.D. Power 2025 U.S. Banking Mobile App Satisfaction Study, among banks with \$65B to \$250B in deposits. Visit jdpower.com/awards for more details. ¹Source: FITB filings and management and CMA filings proforma as of December 31, 2025, presented as a percent of 4Q25 segment revenue, which excludes Other Corporate



Disciplined execution guided by core principles

#1 Stability

- ✓ Resilient balance sheet
- ✓ Strong credit profile
- ✓ Branch-originated insured deposits and operational deposits tied to payments services

#2 Profitability

- ✓ NII growth and NIM expansion
- ✓ Diverse fee mix with high total revenue contribution
- ✓ Expense discipline

#3 Growth





- ✓ Southeast and Texas demographics
- ✓ Modular, repeatable investments
- ✓ Tech-enabled product innovation

Delivering on our commitment to be transparent and disciplined for our shareholders



Delivering shareholder outperformance

Total shareholder return

	3 Year		5 Year		7 Year		10 Year	
1	Peer 1	65%	Peer 2	68%	 136%	Peer 7	429%	
2	Peer 5	55%	Peer 1	68%	Peer 7	126%	 359%	
3	 54%	 65%	Peer 1	121%	Peer 1	121%	Peer 1	354%
4	Peer 6	52%	Peer 5	64%	Peer 6	117%	Peer 6	262%
5	Peer 7	37%	Peer 7	60%	Peer 2	99%	Peer 10	255%
6	Peer 4	33%	Peer 6	47%	Peer 4	64%	Peer 4	194%
7	Peer 9	32%	Peer 3	33%	Peer 3	61%	Peer 3	190%
8	Peer 10	27%	Peer 9	32%	Peer 5	57%	Peer 5	179%
9	Peer 3	26%	Peer 4	26%	Peer 10	42%	Peer 2	177%
10	Peer 8	24%	Peer 10	24%	Peer 9	41%	Peer 8	130%
11	Peer 2	7%	Peer 8	6%	Peer 8	32%	Peer 9	103%

Producing top quartile total shareholder returns consistently

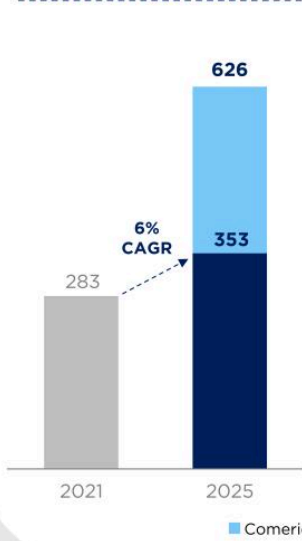


Source: S&P Capital IQ, Bloomberg Finance L.P. Note: Trailing TSR as of 2/28/2026

Middle Market banking powerhouse positioned to grow

Salesforce additions drive growth¹

Middle market salesforce



Middle market loans (\$B)

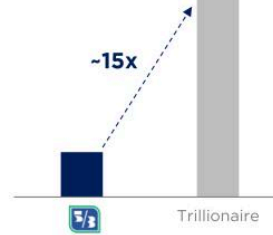
4Q25 Quarterly Weighted Average Loans



Relative asset size does not reflect middle market scale²

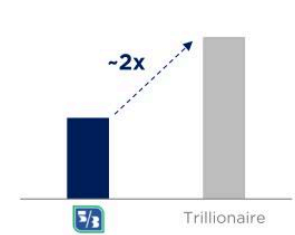
Total assets

As of 4Q25



Total middle market lending

As of 4Q25



Relationship focused with industry leading product capabilities

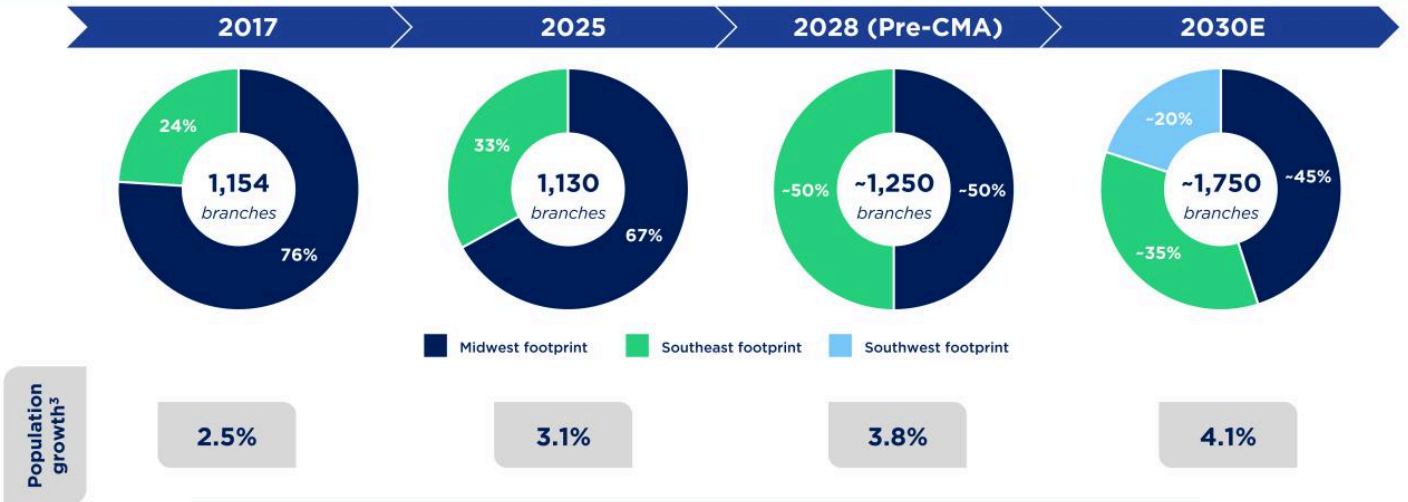
- ✓ Deep, relationship driven Middle Market platform serving diverse industries across the country
- ✓ Leading payments products in core treasury management and an industry leader in embedded payments
- ✓ Broad capital markets capabilities, including customer derivatives, syndications, debt and capital markets, and M&A



Source: company filings and management reporting as of December 31, 2025; ¹2021 Middle market salesforce and loans presented as standalone Fifth Third; ²Total assets and middle market lending presented as proforma Fifth Third and Comerica as of December 31, 2025

Accelerating our decade-long network expansion¹

Branch distribution by region²



By 2030, 50+% of Fifth Third's footprint will be in the best markets in the U.S., including 17 of the 20 fastest growing large U.S. metros⁴

Source: S&P Capital IQ. ¹See forward-looking statements on page 15 of this presentation regarding forward-looking non-GAAP measures and use of non-GAAP measures on pages 27-29 of the 4Q25 earnings release; ²Represents % of total branches by geographic region and includes 150 planned de novo builds in Texas; ³Population growth represented as 5-year projected growth rate (2026-2031 not annualized) per S&P Capital IQ. Overall growth rate calculated as population growth rate weighted by branch distribution (based on Fifth Third and Comerica's proforma branch counts) by region; ⁴MSAs with populations greater than 500,000 ranked by percent population growth (2020-2024) per US Census Bureau.



Southeast de novo expansion leading to strong deposit growth and profitability

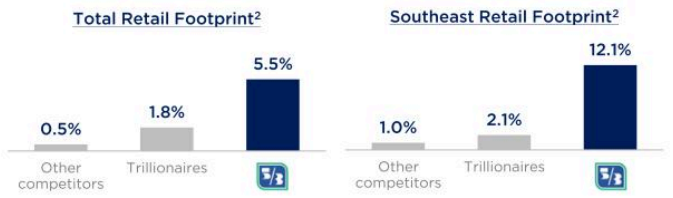
Among leaders in de novos built nationally and in footprint

De novos built since 2018



Outsized retail growth across our footprint relative to competitors

5-Year deposit CAGR¹



The southeast's share of total retail deposits continues to grow as the de novo network matures

Percentage of total retail deposits



Disciplined deposit pricing

4Q25 southeast total cost of retail deposits



Average de novo deposits per branch by year¹

\$ in millions



Southeast investments driving strong granular retail deposit growth at attractive rates

Source: S&P Capital IQ, internal management reporting; Note: Branch data as of September 22, 2025. Management reporting reflects data as of December 31, 2025; ¹2025 FDIC data capped at \$250MM and filtered for de novos opened since 2018. Not all de novos have been open for 5 years; ²Retail footprint includes MSAs and counties that Fifth Third has active branches in as of September 22, 2025

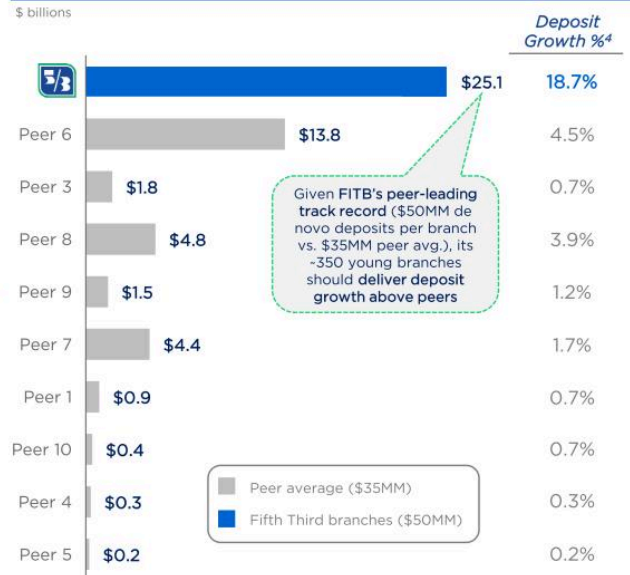


Peer-leading deposit growth opportunity

of branches aged less than 5 years at year end 2030¹



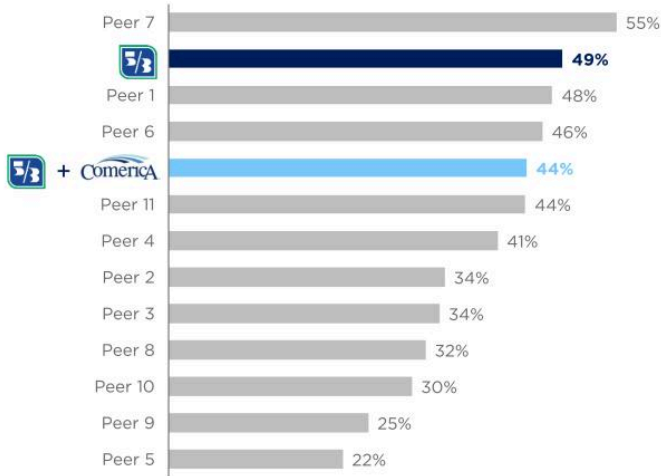
Total deposit opportunity for branches aged less than 5 years³



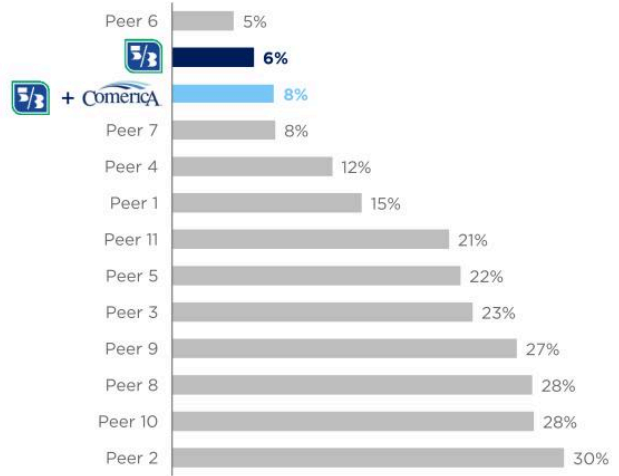
Source: S&P Global Market Intelligence and FDIC as of June 30, 2025. Notes: Deposits capped at \$1bn per branch. ¹See forward-looking statements starting on page 15 of this presentation regarding forward-looking non-GAAP measures and use of non-GAAP measures on pages 27-29 of the 4Q25 earnings release. ²Reflects percentage of total branches less than 5 years old at YE2030 as a percentage of total branches. ³Assumes de novo branches achieve peer average of \$35MM deposits by year 5. ⁴Embedded opportunity as a percentage of June 2025 capped deposits.

High-quality consumer deposit franchise

Core Consumer Deposits % of Total Deposit¹



Low Relationship-Value Deposits²

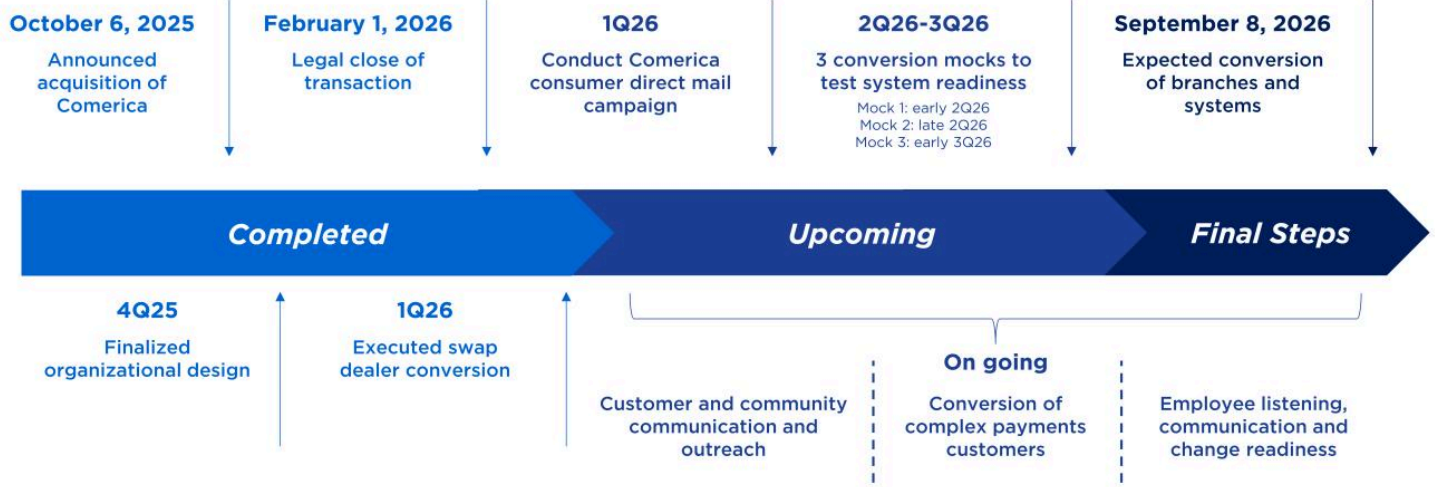


Smaller proportion of low relationship value consumer deposits than most peers

¹Data sourced from Call Report as of 12/31/2025; Includes: nonInt bearing deposits for individuals, int bearing deposits for individuals, MMDAs for individuals, other savings deposits for individuals, and retail time deposits, and excludes: brokered deposits <=\$250K, fully insured and not fully insured non-affiliate retail sweep deposits. ² Data sourced from Call Report as of 12/31/2025; includes: brokered deposits <=\$250K, preferred deposits, reciprocal deposits, fully insured non-affiliate sweep deposits and retail sweep deposits, and not fully insured non-affiliate sweep deposits and retail sweep deposits



Comerica integration timeline¹



Thoughtful and meticulous planning to ensure seamless conversion of customers and systems



¹See forward-looking statements on page 15 of this presentation regarding forward-looking non-GAAP measures and use of non-GAAP measures on pages 27-29 of the 4Q25 earnings release

2026 current expectations

As of March 11, 2026; please see cautionary statements on page 15

	As of January 20, 2026	As of March 11, 2026
Avg. loans & leases <i>(Including HFS)</i>	mid-\$170s billion	mid-\$170s billion
Net interest income¹ <i>(FY25 baseline: \$6.0 billion)</i>	\$8.6 - \$8.8 billion <i>assumes 12/31/26 Fed funds rate of 3.25% and includes the impact of purchase accounting accretion</i>	\$8.6 - \$8.8 billion <i>assumes 12/31/26 Fed funds rate of 3.25% and includes the impact of purchase accounting accretion</i>
Noninterest income¹ <i>(FY25 baseline: \$3.1 billion; excludes securities g/l)</i>	\$4.0 - \$4.4 billion	\$4.0 - \$4.2 billion
Noninterest expense¹ <i>(FY25 baseline: \$5.1 billion; excludes the market-to market impact of non-qualified deferred compensation)</i>	\$7.2 - \$7.5 billion² <i>Includes the impact of anticipated CDI amortization (-\$220MM) and excludes acquisition related charges</i>	\$7.2 - \$7.3 billion <i>Includes the impact of anticipated CDI amortization (-\$220MM) and excludes acquisition related charges</i>
Net charge-off ratio	30 - 40 bps	30 - 40 bps
Effective tax rate	23%	23%



¹See forward-looking statements on page 15 of this presentation regarding forward-looking non-GAAP measures and use of non-GAAP measures on pages 27-29 of the 4Q25 earnings release; ²Adjusted to include the impact of anticipated CDI amortization

1Q26 current expectations

As of March 11, 2026; please see cautionary statements on page 15

	1Q26 expectations
Avg. loans & leases <i>(Including HFS)</i>	\$158 - \$159 billion <i>March EOP \$177- \$178 billion</i>
Net interest income¹ <i>(4Q25 baseline: \$1.53 billion)</i>	~\$1.93 billion <i>assumes 3/31/25 Fed funds rate of 3.75% and includes the impact of purchase accounting accretion</i>
Noninterest income¹ <i>(4Q25 baseline: \$0.81 billion; excludes securities g/l)</i>	\$0.90 - \$0.93 billion
Noninterest expense¹ <i>(4Q25 baseline: \$1.27 billion; excludes the market-to market impact of non-qualified deferred compensation)</i>	\$1.76 - \$1.78 billion <i>Includes the impact of anticipated CDI amortization (-\$40MM) and excludes acquisition related charges</i>
Net charge-off ratio	35 - 40 bps
Effective tax rate	22.5%
Avg. diluted shares outstanding <i>(In millions)</i>	830 - 835



¹See forward-looking statements on page 15 of this presentation regarding forward-looking non-GAAP measures and use of non-GAAP measures on pages 27-29 of the 4Q25 earnings release

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Why Fifth Third

- ✓ **Well-diversified and resilient balance sheet to provide stability and profitability**
- ✓ **Consistent investments to generate balanced and growing revenue streams while maintaining peer-leading expense discipline**
- ✓ **Multi-year track record of making appropriate and preemptive changes to the business**
- ✓ **Transparent management team**

Positioned to generate long-term sustainable value to shareholders despite the environment



Cautionary Statement

This presentation contains statements that we believe are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Rule 175 promulgated thereunder, and Section 21E of the Securities Exchange Act of 1934, as amended, and Rule 3b-6 promulgated thereunder. All statements other than statements of historical fact are forward-looking statements. These statements relate to our financial condition, results of operations, plans, objectives, future performance, capital actions or business. They usually can be identified by the use of forward-looking language such as "will likely result," "may," "are expected to," "is anticipated," "potential," "estimate," "forecast," "projected," "intends to," or may include other similar words or phrases such as "believes," "plans," "trend," "objective," "continue," "remain," or similar expressions, or future or conditional verbs such as "will," "would," "should," "could," "might," "can," or similar verbs. You should not place undue reliance on these statements, as they are subject to risks and uncertainties, including but not limited to the risk factors set forth in our most recent Annual Report on Form 10-K as updated by our filings with the U.S. Securities and Exchange Commission ("SEC").

There are a number of important factors that could cause future results to differ materially from historical performance and these forward-looking statements. Factors that might cause such a difference include, but are not limited to: (1) deteriorating credit quality; (2) loan concentration by location or industry of borrowers or collateral; (3) any instability or disruption in the financial system, including those caused by actual or perceived issues affecting the soundness of other financial institutions or market participants; (4) inadequate sources of funding or liquidity; (5) unfavorable actions of rating agencies; (6) inability to maintain or grow deposits; (7) limitations on the ability to receive dividends from subsidiaries; (8) cyber-security risks; (9) Fifth Third's ability to secure confidential information and deliver products and services through the use of computer systems and telecommunications networks; (10) failures by third-party service providers; (11) inability to manage strategic initiatives and/or organizational changes; (12) inability to implement technology system enhancements, including the use of artificial intelligence; (13) failure of internal controls and other risk management programs; (14) losses related to fraud, theft, misappropriation or violence; (15) inability to attract and retain skilled personnel; (16) adverse impacts of government regulation; (17) governmental or regulatory changes or other actions; (18) failures to meet applicable capital requirements; (19) regulatory objections to Fifth Third's capital plan; (20) regulation of Fifth Third's derivatives activities; (21) deposit insurance premiums; (22) assessments for the orderly liquidation fund; (23) weakness in the national or local economies; (24) global political and economic uncertainty or negative actions; (25) changes in interest rates and the effects of inflation; (26) changes in U.S. trade policies, including the imposition of tariffs and retaliatory tariffs; (27) changes and trends in capital markets; (28) fluctuation of Fifth Third's stock price; (29) volatility in mortgage banking revenue; (30) litigation, investigations, and enforcement proceedings; (31) breaches of contractual covenants, representations and warranties; (32) competition and changes in the financial services industry; (33) potential impacts of the adoption of real-time payment networks; (34) changing retail distribution strategies, customer preferences and behavior; (35) difficulties in identifying, acquiring or integrating suitable strategic partnerships, investments or acquisitions; (36) potential dilution from future acquisitions; (37) loss of income and/or difficulties encountered in the sale and separation of businesses, investments or other assets; (38) results of investments or acquired entities; (39) changes in accounting standards or interpretation or declines in the value of Fifth Third's goodwill or other intangible assets; (40) inaccuracies or other failures from the use of models; (41) effects of critical accounting policies and judgments or the use of inaccurate estimates; (42) weather-related events, other natural disasters, or health emergencies (including pandemics); (43) the impact of reputational risk created by these or other developments on such matters as business generation and retention, funding and liquidity; (44) changes in law or requirements imposed by Fifth Third's regulators impacting our capital actions, including dividend payments and stock repurchases; (45) Fifth Third's ability to meet its environmental and/or social targets, goals and commitments; and (46) risks relating to the merger with Comerica Incorporated, including Fifth Third's inability to realize the anticipated benefits of the merger and potential disruption to Fifth Third's business resulting from post-merger integration. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in our expectations or any changes in events, conditions or circumstances on which any such statement is based, except as may be required by law, and we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. The information contained herein is intended to be reviewed in its totality, and any stipulations, conditions or provisos that apply to a given piece of information in one part of this report should be read as applying mutatis mutandis to every other instance of such information appearing herein.

You should refer to our periodic and current reports filed with the Securities and Exchange Commission, or "SEC," for further information on other factors, which could cause actual results to be significantly different from those expressed or implied by these forward-looking statements. Moreover, you should treat these statements as speaking only as of the date they are made and based only on information then actually known to us. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in our expectations or any changes in events, conditions or circumstances on which any such statement is based, except as may be required by law, and we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. The information contained herein is intended to be reviewed in its totality, and any stipulations, conditions or provisos that apply to a given piece of information in one part of this press release should be read as applying mutatis mutandis to every other instance of such information appearing herein.

Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.

In this presentation, we may sometimes provide non-GAAP financial information. Please note that although non-GAAP financial measures provide useful insight to analysts, investors and regulators, they should not be considered in isolation or relied upon as a substitute for analysis using GAAP measures. We provide a discussion of non-GAAP measures and reconciliations to the most directly comparable GAAP measures in slides 40-41 of our 4Q25 earnings presentation, as well as on pages 27 through 29 of our 4Q25 earnings release.

Management does not provide a reconciliation for forward-looking non-GAAP financial measures where it is unable to provide a meaningful or accurate calculation or estimation of reconciling items and the information is not available without unreasonable effort. This is due to the inherent difficulty of forecasting the occurrence and the financial impact of various items that have not yet occurred, are out of the Bancorp's control or cannot be reasonably predicted. For the same reasons, Bancorp's management is unable to address the probable significance of the unavailable information. Forward-looking non-GAAP financial measures provided without the most directly comparable GAAP financial measures may vary materially from the corresponding GAAP financial measures.



