

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

**FORM 8-K/A**

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

**Date of report (Date of earliest event reported): August 2, 2024**



**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
<b>Common Stock, Without Par Value</b>	<b>FITB</b>	<b>The NASDAQ Stock Market LLC</b>
<b>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</b>	<b>FITBI</b>	<b>The NASDAQ Stock Market LLC</b>
<b>Depository Shares Representing a 1/40th Ownership Interest in a Share of 6.00% Non-Cumulative Perpetual Class B Preferred Stock, Series A</b>	<b>FITBP</b>	<b>The NASDAQ Stock Market LLC</b>
<b>Depository Shares Representing a 1/1000th Ownership Interest in a Share of 4.95% Non-Cumulative Perpetual Preferred Stock,</b>	<b>FITBO</b>	<b>The NASDAQ Stock Market LLC</b>

## Series K

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.

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### **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(c) As previously reported, on August 2, 2024, the Board of Directors of the Company appointed Jeffrey A. Lopper as Senior Vice President and Chief Accounting Officer of the Company effective October 6, 2024. In his role as Chief Accounting Officer, Mr. Lopper will serve as the Company's principal accounting officer.

This amendment is being filed to report that on September 12, 2024 the Human Capital and Compensation Committee of the Board of Directors of the Company approved new compensation for Mr. Lopper in connection with his promotion to Chief Accounting Officer. Mr. Lopper's base salary will increase to \$325,000, effective October 6, 2024 along with an increase in his target variable compensation (annual incentive) award for 2024 (assuming on-plan performance) to \$195,000 and his target long-term equity incentive award for 2024 (to be awarded in 2025) to \$250,000. The actual amounts, if any, of his variable compensation award and long-term equity incentive award for 2024 will be determined by the Human Capital and Compensation Committee of the Board of Directors in 2025 taking into consideration 2024 performance. Mr. Lopper's salary and variable compensation award target will be prorated based on the October 6, 2024 effective date.

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## 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)

September 17, 2024 By: /s/ BRYAN D. PRESTON  
Bryan D. Preston

Executive Vice President and Chief  
Financial Officer