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FIFTH THIRD BANCORP
Form S-4 POS
March 30, 2001

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 30, 2001
REGISTRATION NO. 333-52188

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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 Capital Holdings, Inc. with and into Fifth Third
Bancorp was consummated on March 9, 2001. Fifth Third is hereby amending this
Registration Statement to deregister 721,035 shares of common stock, no par

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value, which were issuable to the shareholders of Capital Holdings in connection with the merger of Capital Holdings with and into Fifth Third.

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. 333-52188) 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. 333-52188), declared effective on January 17, 2001, Fifth Third is filing this Post-Effective Amendment No. 2 to deregister an aggregate of 721,035 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 Capital Holdings, Inc. in connection with the merger of Capital Holdings with and into Fifth Third.

Pursuant to the registration statement on Form S-4, 5,800,000 shares of common stock were registered. These shares were registered pursuant to the registration statement in order to be issued: (i) to the shareholders of Capital Holdings in connection with the merger, and (ii) upon the exercise of options granted to certain directors, officers and employees of Capital Holdings under its stock plans. Upon the consummation of the merger, Fifth Third issued a total of 4,505,385 of these shares to the shareholders of Capital Holdings. Fifth Third then amended the registration statement by filing Post-Effective Amendment No.1 on Form S-8 to Form S-4 to register 573,580 of these shares to be issued upon the exercise of the options. Therefore, in accordance with the undertaking mentioned above, Fifth Third hereby deregisters the remaining 721,035 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. 333-52188 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cincinnati, State of Ohio, on March 30, 2001.

FIFTH THIRD BANCORP

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

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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. 333-52188 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 30, 2001

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

Principal Financial Officer:

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/s/ NEAL E. ARNOLD Date: March 30, 2001

Neal E. Arnold
Chief Financial Officer, Executive
Vice President and Treasurer

Principal Accounting Officer:

/s/ ROGER W. DEAN Date: March 30, 2001

Roger W. Dean
Controller

Directors of the Company:

/s/ DARRYL F. ALLEN* Date: March 30, 2001

Darryl F. Allen

/s/ JOHN F. BARRETT * Date: March 30, 2001

John F. Barrett

/s/ GERALD V. DIRVIN * Date: March 30, 2001

Gerald V. Dirvin

/s/ THOMAS B. DONNELL* Date: March 30, 2001

Thomas B. Donnell

/s/ RICHARD T. FARMER* Date: March 30, 2001

Richard T. Farmer

/s/ JOSEPH H. HEAD, JR. * Date: March 30, 2001

Joseph H. Head, Jr.

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/s/ THOMAS W. TRAYLOR *

Date: March 30, 2001

Thomas W. Traylor

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

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