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FIFTH THIRD BANCORP  
Form POS AM  
June 29, 2001

As filed with the Securities and Exchange Commission on June 29, 2001  
Registration No. 333-86645

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
To  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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

Ohio  
(State or other jurisdiction of  
incorporation or organization)

31-0854434  
(I.R.S. Employer  
Identification No.)

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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)

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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)

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Copies of Communications to:

Richard G. Schmalzl, Esq.  
Jeffrey L. Stainton, Esq.  
Graydon, Head & Ritchey  
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 Vanguard Financial Company with and into Fifth Third, was consummated on July 9, 1999. Under the terms of the Merger Agreement, Fifth Third was required to file and maintain the effectiveness of this Registration Statement for up to one year following the merger. Fifth Third is hereby amending this Registration Statement to deregister the remaining 26,000 shares of common stock, no par value, registered in connection with the merger.

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If the only securities being offered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, 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(c) under the Securities Act, check the following box and list the registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

This Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (Reg. No. 333-86645) 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-3 (File No. 333-86645), Fifth Third is filing this Post-Effective Amendment No. 1 to deregister an aggregate of 26,000 shares of its common stock, no par value, previously registered under the Securities Act of 1933 pursuant to the registration statement.

Pursuant to the registration statement on Form S-3, 72,082 shares of common stock were registered. The shares were registered in connection with the consummation of the merger of Vanguard Financial Company with and into Fifth Third. The merger was consummated on July 9, 1999. At the closing of the merger, these shares were initially issued to the shareholders of Vanguard Financial Company pursuant to exemptions to the Securities Act. Following the merger, the shares were registered pursuant to the registration statement in order to facilitate the resale of the shares by any selling shareholders. Fifth Third was required under the terms of the merger agreement to maintain the effectiveness of this registration statement until the earlier to occur of (a) one year after the effective time of the merger, or (b) the first date as of which all of the registrable shares were sold pursuant to this registration statement.

As of June 28, 2001, an aggregate of 26,000 shares registered under this registration statement (as adjusted) remain unsold by the selling shareholders. Therefore, in accordance with the undertakings mentioned above, Fifth Third hereby deregisters the remaining 26,000 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 certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-86645 to be signed on its



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/s/ THOMAS B. DONNELL\* Date: June 29, 2001

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Thomas B. Donnell

/s/ RICHARD T. FARMER\* Date: June 29, 2001

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Richard T. Farmer

/s/ JOESEPH H. HEAD, JR.\* Date: June 29, 2001

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Joseph H. Head, Jr.

/s/ JOAN R. HERSCHEDE\* Date: June 29, 2001

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Joan R. Herschede

/s/ ALLEN M. HILL\* Date: June 29, 2001

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Allen M. Hill

/s/ WILLIAM G. KAGLER\* Date: June 29, 2001

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William G. Kagler

/s/ JAMES D. KIGGEN\* Date: June 29, 2001

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James D. Kiggen

/s/ JERRY L. KIRBY\* Date: June 29, 2001

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Jerry L. Kirby

Date:

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Robert L. Koch, II

/s/ MITCHEL D. LIVINGSTON\* Date: June 29, 2001

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Mitchel D. Livingston, Ph.D.

/s/ ROBERT B. MORGAN\* Date: June 29, 2001

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Robert B. Morgan

/s/ DAVID E. REESE\* Date: June 29, 2001

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David E. Reese

/s/ JAMES E. ROGERS\* Date: June 29, 2001

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James E. Rogers

/s/ BRIAN H. ROWE\*

Date: June 29, 2001

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Brian H. Rowe

/s/ GEORGE A. SCHAEFER, JR.

Date: June 29, 2001

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George A. Schaefer, Jr.

/s/ JOHN J./ SCHIFF, JR.\*

Date: June 29, 2001

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John J. Schiff, Jr.

/s/ DONALD B. SCHACKELFORD\*

Date: June 29, 2001

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Donald B. Schackelford

/s/ DENNIS J. SULLIVAN, JR.\*

Date: June 29, 2001

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Dennis J. Sullivan, Jr.

/s/ DUDLEY S. TAFT\*

Date: June 29, 2001

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Dudley S. Taft

Date:

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Thomas W. Traylor

Date:

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Alton C. Wendzel

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

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