## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. **Name and Address of Reporting Person**
   
   **ANDERSON LARS C**
   
   (Last) (First) (Middle)
   
   38 FOUNTAIN SQUARE PLAZA
   
   CINCINNATI OH 45263

2. **Issuer Name and Ticker or Trading Symbol**
   
   **FIFTH THIRD BANCORP** [ FITB ]

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   02/12/2020

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   
   02/12/2020

5. **Relationship of Reporting Person(s) to Issuer** (Check all applicable)
   
   - Director
   - 10% Owner
   - Officer (give title below)
   - EVP

6. **Individual or Joint/Group Filing (Check Applicable Line)**
   
   - Form filed by One Reporting Person
   - Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock(1)</td>
<td>02/12/2020</td>
<td></td>
<td>A</td>
<td>28,846</td>
<td>A (1) 118,552</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock(2)</td>
<td>02/12/2020</td>
<td></td>
<td>F</td>
<td>11,979</td>
<td>D $28.98 106,573</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock(3)</td>
<td>02/12/2020</td>
<td></td>
<td>A</td>
<td>20,074</td>
<td>A (1) 126,647</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Appreciation Right</td>
<td>$29.64</td>
<td>02/12/2020</td>
<td></td>
<td>A</td>
<td>37,390</td>
<td>02/12/2020(5) 02/12/2030</td>
<td>Common Stock 37,390 (2) 37,390 D</td>
<td>37,390 D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Performance Share award received upon satisfaction of performance criteria subject to vesting on February 12, 2020.
2. Granted pursuant to Fifth Third Bancorp Incentive Compensation Plan. No consideration paid.
3. Shares withheld for taxes upon the vesting performance shares granted to the reporting person
4. Restricted Stock granted pursuant to Fifth Third Bancorp Incentive Compensation Plan subject to vesting in three equal annual installments beginning on the first anniversary of the grant date.
5. Indicates grant date. Stock appreciation rights are exercisable in thirds beginning on the first anniversary of the grant date with one-third of the total grant vesting annually over a three-year period.

**Remarks:**

H. Samuel Lind, as Attorney-in-Fact for Lars C. Anderson 02/14/2020

**Signature of Reporting Person**

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.