

FIRST CHARTER CORP /NC/  
Form 425  
August 17, 2007

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

**FORM 8-K/A**

**(Amendment No. 1)**

**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 16, 2007

**FIFTH THIRD BANCORP**

(Exact Name of Registrant as Specified in Its Charter)

**OHIO**

(State or Other Jurisdiction of Incorporation)

**0-8076**  
(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)

**(513) 534-5300**

(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):

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- x 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))
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**Item 8.01 Other Events**

This amendment to the Current Report on Form 8-K of Fifth Third Bancorp filed on the morning of August 16, 2007 is being provided solely for the purpose of correcting the following:

Exhibit 99.1

The original press release indicates that the expected dilutive impact to Fifth Third's 2008 earnings per share is approximately two percent; the expected dilutive impact to 2008 earnings per share is instead approximately one percent. The expected dilutive impact to earnings per share of \$0.03 is presented accurately in Exhibit 99.2 to the original 8-K filing.

The original press release indicates that the core deposit premium of the transaction is approximately 32%; the core deposit premium is instead approximately 27%.

Exhibit 99.2

In the slide entitled "Attractive transaction comparables," the core deposit premium of the transaction is approximately 32.2%. The core deposit premium is instead 26.9%.

In the slide entitled "EPS accretive transaction," footnote 3 indicates that the calculations assume a total core deposit base of \$2.3 billion; the actual assumption used was \$2.7 billion. This does not affect any other calculations in the presentation (notably the intangibles amortization calculation, which used \$2.7 billion of core deposits).

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits:

99.1 Press release dated August 16, 2007, as amended

99.2 Website presentation dated August 16, 2007, as amended

**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)

August 17, 2007

/s/ Christopher G. Marshall  
Christopher G. Marshall

Executive Vice President and Chief Financial Officer