MB FINANCIAL INC /MD
Form 425
March 07, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

# FORM 8-K

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): March 7, 2019**

**(Exact name of registrant as specified in its charter)**

**OHIO**

**(State or Other Jurisdiction of Incorporation)**

| **001-33653** | **31-0854434** |
|---|---|

**(Commission File Number)** **(IRS Employer Identification No.)**

**Fifth Third Center**

**38 Fountain Square Plaza, Cincinnati, Ohio** **45263**
**(Address of Principal Executive Offices)** **(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 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))
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.

**Item 8.01 Other Events**

On March 7, 2019, Fifth Third Bancorp announced it has received all necessary regulatory approvals to complete the previously announced merger with MB Financial, Inc. Subject to the completion of the remaining customary closing conditions, it is anticipated that the closing of the transaction will take place on March 22, 2019. A copy of the associated press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

| Exhibit No. | Description of Exhibit |
|---|---|
| 99.1 | Fifth Third Bancorp and MB Financial, Inc. Joint Press Release, dated March 7, 2019. |

**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)

March 7, 2019

/s/ SUSAN B. ZAUNBRECHER
Susan B. Zaunbrecher
Executive Vice President, Chief Legal Officer &
Corporate Secretary