

MB FINANCIAL INC /MD
Form 425
May 21, 2018

Filed by Fifth Third Bancorp
pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12
under the Securities Exchange Act of 1934
Subject Company: MB Financial, Inc.
SEC File No.: 001-36599
Filer s SEC File No.: 001-33653
Date: May 21, 2018

Subject: Exciting News! Fifth Third Bancorp and MB Financial Announcer Merger

E-mail Body:

Dear [insert client s first name],

As you may have heard in the news, we are excited to announce that Fifth Third Bancorp and MB Financial, Inc. have signed a definitive merger agreement. Together, this merger promises to bring the best of our blended companies to market for clients like you. This is subject to regulatory and shareholder approval. Until close, Fifth Third Bancorp and MB Financial, Inc. will continue to operate as separate companies.

To help our clients learn more about the merger, we created information that we believe will be helpful for you to better understand the details of the merger.

Please find:

1. Letter with quick facts you may find helpful. (attached)
2. Announcement Press Release (attached)
3. Open letter jointly signed by both CEOs to clients that is posted on our website. (attached)

I will continue to serve as your primary contact and remain committed to exceeding your expectations. We will update you as we have more news to share. As always, we thank you for your business.

IMPORTANT ADDITIONAL INFORMATION AND WHERE TO FIND IT

In connection with the proposed merger, Fifth Third Bancorp will file with the SEC a Registration Statement on Form S-4 that will include the Proxy Statement of MB Financial, Inc. and a Prospectus of Fifth Third Bancorp, as well as other relevant documents concerning the proposed transaction. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. **INVESTORS AND STOCKHOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS REGARDING THE MERGER WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.**

A free copy of the Proxy Statement/Prospectus, as well as other filings containing information about Fifth Third Bancorp and MB Financial, Inc., may be obtained at the SEC's Internet site (<http://www.sec.gov>). You will also be able to obtain these documents, free of charge, from Fifth Third Bancorp at ir.53.com or from MB Financial, Inc. by accessing MB Financial, Inc.'s website at investor.mbfinc.com. Copies of the Proxy Statement/Prospectus can also be obtained, free of charge, by directing a request to Fifth Third Investor Relations at Fifth Third Investor Relations, MD 1090QC, 38 Fountain Square Plaza, Cincinnati, OH 45263, by calling (866) 670-0468, or by sending an e-mail to ir@53.com or to MB Financial, Attention: Corporate Secretary, at 6111 North River Road, Rosemont, Illinois 60018, by calling (847) 653-1992 or by sending an e-mail to dkoros@mbfinancial.com.

Fifth Third Bancorp and MB Financial, Inc. and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of MB Financial, Inc. in respect of the transaction described in the Proxy Statement/Prospectus. Information regarding Fifth Third Bancorp's directors and executive officers is contained in Fifth Third Bancorp's Annual Report on Form 10-K for the year ended December 31, 2017 and its Proxy Statement on Schedule 14A, dated March 6, 2018, which are filed with the SEC. Information regarding MB Financial, Inc.'s directors and executive officers is contained in its Proxy Statement on Schedule 14A filed with the SEC on April 3, 2018. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the Proxy Statement/Prospectus regarding the proposed merger when it becomes available. Free copies of this document may be obtained as described in the preceding paragraph.

FORWARD-LOOKING STATEMENTS

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 including, but not limited to, Fifth Third Bancorp's and MB Financial, Inc.'s expectations or predictions of future financial or business performance or conditions. Forward-looking statements are typically identified by words such as believe, expect, anticipate, intend, target, estimate, continue, positions, plan, project, forecast, guidance, goal, objective, prospects, possible or potential, by future conditional verbs such as assume, will, would, should, could or may, or by variations of such words or by similar expressions. These forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made and we assume no duty to update forward-looking statements. Actual results may differ materially from current projections.

In addition to factors previously disclosed in Fifth Third Bancorp's and MB Financial, Inc.'s reports filed with or furnished to the SEC and those identified elsewhere in this communication, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance: the ability to obtain regulatory approvals and meet other closing conditions to the merger, including approval of the merger by MB Financial, Inc.'s stockholders on the expected terms and schedule, including the risk that regulatory approvals required for the merger are not obtained or are obtained subject to conditions that are not anticipated; delay in closing the

merger; difficulties and delays in integrating the businesses of MB Financial, Inc. or fully realizing cost savings and other benefits; business disruption following the merger; changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; inflation; customer acceptance of Fifth Third Bancorp's products and services; customer borrowing, repayment, investment and deposit practices; customer disintermediation; the introduction, withdrawal, success and timing of business initiatives; competitive conditions; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures; economic conditions; and the impact, extent and timing of technological changes, capital management activities, and other actions of the Federal Reserve Board and legislative and regulatory actions and reforms.

Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.

To our Clients,

As you may know, Fifth Third Bancorp and MB Financial, Inc. have jointly announced the signing of a definitive merger agreement. This is exciting news!

Our two banks share a relationship-driven approach with a strong focus on putting the customer at the center of all we do. We also share similar values and organizational cultures, yet bring unique business strengths to the new, combined organization. As we move to complete this transaction and integrate our teams, we will be collaborating to create a future state that reflects the best of both organizations. We are only at the beginning of our journey with many details yet to take shape.

Here are a few key facts about Fifth Third and MB Financial:

Fifth Third Bancorp:

Fifth Third Bancorp is a diversified financial services company headquartered in Cincinnati. As one of the largest regional banks in the nation, it has \$142 billion in assets and approximately 18,000 employees as of March 31, 2018.

It operates 1,153 full-service retail banking centers in 10 states and has commercial and consumer lending presence throughout the United States.

Its four main businesses are Commercial Banking, Branch Banking, Consumer Lending, and Wealth & Asset Management.

MB Financial, Inc.:

MB Financial, Inc. is a Chicago-based holding company with approximately \$20 billion in assets and \$15 billion in deposits.

MB Financial is the second largest independent community bank headquartered in Chicago and has 91 branches predominantly in Cook and DuPage counties.

MB Financial has more than a one hundred year history of building deep and lasting relationships with middle-market companies and individuals by offering a full range of powerful financial solutions. We are committed to a successful integration and will proactively communicate more information through public announcements and direct customer communications along the way. In the meantime, we are privileged to serve you and are committed to strengthening our relationship with you.

Until close, Fifth Third Bancorp and MB Financial, Inc. will continue to operate as separate companies and you can continue to interact and bank as you do today.

Thanks for your business and your support throughout this process.

IMPORTANT ADDITIONAL INFORMATION AND WHERE TO FIND IT

In connection with the proposed merger, Fifth Third Bancorp will file with the SEC a Registration Statement on Form S-4 that will include the Proxy Statement of MB Financial, Inc. and a Prospectus of Fifth Third Bancorp, as well as other relevant documents concerning the proposed transaction. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. **INVESTORS AND STOCKHOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS REGARDING THE MERGER WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.**

A free copy of the Proxy Statement/Prospectus, as well as other filings containing information about Fifth Third Bancorp and MB Financial, Inc., may be obtained at the SEC's Internet site (<http://www.sec.gov>). You will also be able to obtain these documents, free of charge, from Fifth Third Bancorp at ir.53.com or from MB Financial, Inc. by accessing MB Financial, Inc.'s website at investor.mbfinc.com. Copies of the Proxy Statement/Prospectus can also be obtained, free of charge, by directing a request to Fifth Third Investor Relations at Fifth Third Investor Relations, MD 1090QC, 38 Fountain Square Plaza, Cincinnati, OH 45263, by calling (866) 670-0468, or by sending an e-mail to ir@53.com or to MB Financial, Attention: Corporate Secretary, at 6111 North River Road, Rosemont, Illinois 60018, by calling (847) 653-1992 or by sending an e-mail to dkoros@mbfinancial.com.

Fifth Third Bancorp and MB Financial, Inc. and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of MB Financial, Inc. in respect of the transaction described in the Proxy Statement/Prospectus. Information regarding Fifth Third Bancorp's directors and executive officers is contained in Fifth Third Bancorp's Annual Report on Form 10-K for the year ended December 31, 2017 and its Proxy Statement on Schedule 14A, dated March 6, 2018, which are filed with the SEC. Information regarding MB Financial, Inc.'s directors and executive officers is contained in its Proxy Statement on Schedule 14A filed with the SEC on April 3, 2018. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the Proxy Statement/Prospectus regarding the proposed merger when it becomes available. Free copies of this document may be obtained as described in the preceding paragraph.

FORWARD-LOOKING STATEMENTS

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 including, but not limited to, Fifth Third Bancorp's and MB Financial, Inc.'s expectations or predictions of future financial or business performance or conditions. Forward-looking statements are typically identified by words such as believe, expect, anticipate, intend, target, estimate, continue, positions, plan, project, forecast, guidance, goal, objective, prospects, possible or potential, by future conditional verbs such as assume, will, would, should, could or may, or by variations of such words or by similar expressions. These forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made and we assume no duty to update forward-looking statements. Actual results may differ materially from current projections.

In addition to factors previously disclosed in Fifth Third Bancorp's and MB Financial, Inc.'s reports filed with or furnished to the SEC and those identified elsewhere in this communication, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance: the ability to obtain regulatory approvals and meet other closing conditions to the merger, including approval of the merger by MB Financial, Inc.'s stockholders on the expected terms and schedule, including the risk that regulatory approvals required for the merger are not obtained or are obtained subject to conditions that are not anticipated; delay in closing the

merger; difficulties and delays in integrating the businesses of MB Financial, Inc. or fully realizing cost savings and other benefits; business disruption following the merger; changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; inflation; customer acceptance of Fifth Third Bancorp's products and services; customer borrowing, repayment, investment and deposit practices; customer disintermediation; the introduction, withdrawal, success and timing of business initiatives; competitive conditions; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures; economic conditions; and the impact, extent and timing of technological changes, capital management activities, and other actions of the Federal Reserve Board and legislative and regulatory actions and reforms.

Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.

Fifth Third Bancorp and MB Financial, Inc. to Merge

Open Letter to our Customers

We are very pleased to announce that MB Financial, Inc. and Fifth Third Bancorp have signed a definitive merger agreement*. This will bring together our two strong businesses in the Greater Chicago market, both of which have served small, middle market and large corporate customers, as well as consumers for more than 100 years.

This is an exciting time for our future and the futures of our customers, communities, and shareholders.

What does this mean for you?

There are no immediate changes for customers of either bank. Eventually customers of both banks will benefit from greater convenience and the complementary capabilities of our organizations. Our banks have similar cultures, heritage and values, while placing customers at the center of all we do. You have our commitment to continue providing superior service and investment in our communities. We believe that banking is, has always been, and will remain, a relationship business. We also believe that when our customers are successful, our communities thrive.

We are committed to a successful and smooth integration. Until close, Fifth Third Bancorp and MB Financial, Inc. will continue to operate as separate companies. We will share updates with you regularly. In the meantime, you can continue to do your banking as you normally would as a customer of either MB or Fifth Third.

To learn more, please visit 53.com or mbfinancial.com.

As always, we thank you for your business and loyalty. We are excited to join our strong businesses together in pursuit of bringing you Banking a Fifth Third Better.

Sincerely,

Greg D. Carmichael
Chairman, President and CEO
Fifth Third Bancorp

Mitchell Feiger
President and CEO
MB Financial, Inc.

* Subject to regulatory and shareholder approvals

IMPORTANT ADDITIONAL INFORMATION AND WHERE TO FIND IT

In connection with the proposed merger, Fifth Third Bancorp will file with the SEC a Registration Statement on Form S-4 that will include the Proxy Statement of MB Financial, Inc. and a Prospectus of Fifth Third Bancorp, as well as other relevant documents concerning the proposed transaction. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. **INVESTORS AND STOCKHOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS REGARDING THE MERGER WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.**

A free copy of the Proxy Statement/Prospectus, as well as other filings containing information about Fifth Third Bancorp and MB Financial, Inc., may be obtained at the SEC's Internet site (<http://www.sec.gov>). You will also be able to obtain these documents, free of charge, from Fifth Third Bancorp at ir.53.com or from MB Financial, Inc. by accessing MB Financial, Inc.'s website at investor.mbfinc.com. Copies of the Proxy Statement/Prospectus can also be obtained, free of charge, by directing a request to Fifth Third Investor Relations at Fifth Third Investor Relations, MD 1090QC, 38 Fountain Square Plaza, Cincinnati, OH 45263, by calling (866) 670-0468, or by sending an e-mail to ir@53.com or to MB Financial, Attention: Corporate Secretary, at 6111 North River Road, Rosemont, Illinois 60018, by calling (847) 653-1992 or by sending an e-mail to dkoros@mbfinancial.com.

Fifth Third Bancorp and MB Financial, Inc. and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of MB Financial, Inc. in respect of the transaction described in the Proxy Statement/Prospectus. Information regarding Fifth Third Bancorp's directors and executive officers is contained in Fifth Third Bancorp's Annual Report on Form 10-K for the year ended December 31, 2017 and its Proxy Statement on Schedule 14A, dated March 6, 2018, which are filed with the SEC. Information regarding MB Financial, Inc.'s directors and executive officers is contained in its Proxy Statement on Schedule 14A filed with the SEC on April 3, 2018. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the Proxy Statement/Prospectus regarding the proposed merger when it becomes available. Free copies of this document may be obtained as described in the preceding paragraph.

FORWARD-LOOKING STATEMENTS

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 including, but not limited to, Fifth Third Bancorp's and MB Financial, Inc.'s expectations or predictions of future financial or business performance or conditions. Forward-looking statements are typically identified by words such as believe, expect, anticipate, intend, target, estimate, continue, positions, plan, project, forecast, guidance, goal, objective, prospects, possible or potential, by future conditional verbs such as assume, will, would, should, could or may, or by variations of such words or by similar expressions. These forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made and we assume no duty to update forward-looking statements. Actual results may differ materially from current projections.

In addition to factors previously disclosed in Fifth Third Bancorp's and MB Financial, Inc.'s reports filed with or furnished to the SEC and those identified elsewhere in this communication, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance: the ability to obtain regulatory approvals and meet other closing conditions to the merger, including approval of the merger by MB Financial, Inc.'s stockholders on the expected terms and schedule, including the risk that regulatory approvals required for the merger are not obtained or are obtained subject to conditions that are not anticipated; delay in closing the

merger; difficulties and delays in integrating the businesses of MB Financial, Inc. or fully realizing cost savings and other benefits; business disruption following the merger; changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; inflation; customer acceptance of Fifth Third Bancorp's products and services; customer borrowing, repayment, investment and deposit practices; customer disintermediation; the introduction, withdrawal, success and timing of business initiatives; competitive conditions; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures; economic conditions; and the impact, extent and timing of technological changes, capital management activities, and other actions of the Federal Reserve Board and legislative and regulatory actions and reforms.

Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.

Employee Talking Points with Customers

Key messages to share with clients about the merger between Fifth Third and MB Financial

We are excited to announce that...

Fifth Third Bancorp and MB Financial, Inc. have signed a definitive merger agreement. This is subject to regulatory and shareholder approval. Until close, Fifth Third Bancorp and MB Financial, Inc. will continue to operate as separate companies.

The merger will create a leading commercial and retail bank in Chicago.

Our two banks share a relationship-driven approach with a strong focus on putting the customer at the center of all we do.

Mitch Feiger, MB Financial's CEO today, will be the Chairman and CEO of Fifth Third Chicago.

The combined company will give commercial clients access to enhanced payments, capital markets, and wealth management solutions. Additionally, some commercial clients will benefit from larger hold limits.

The combined company will be able to give its consumer clients in Chicago more access, with a larger branch and ATM network, as well as enhanced digital capabilities, products and services for retail clients.

Here's some information about MB Financial...

MB Financial, Inc. is a Chicago-based holding company with approximately \$20 billion in assets and \$15 billion in deposits.

MB Financial is the 2nd largest independent community bank headquartered in Chicago and has 91 branches predominantly in Cook and DuPage counties.

MB Financial has more than a 100-year history of building deep and lasting relationships with middle-market companies and individuals by offering a full range of powerful financial solutions.

Like Fifth Third, MB Financial puts the customer at the center of all it does. In fact, like Fifth Third, MB Financial won the Greenwich award for Middle Market Banking Client Satisfaction.

MB Financial, like Fifth Third, believes in investing in their communities.

What does it mean for you...

Today, it is business as usual. There are no changes to your relationship or the way you bank with Fifth Third

I am still your primary contact. I am here for you now, just as I have always been. Your key contacts at the bank will remain the same for now.

We will keep you apprised of any updates.

Until close, Fifth Third Bancorp and MB Financial, Inc. will continue to operate as separate companies and you can continue to interact and bank as you do today.

Please note

The merger will be addressed in a proxy statement/prospectus to be filed with the SEC.

We urge you to read it when it becomes available because it will contain important information.

Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of shareholders of MB Financial, Inc. in connection with the proposed transaction will be set forth in the proxy statement/prospectus when it is filed with the SEC.