

STEELCASE INC
Form SC 13G/A
February 14, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2**

Under the Securities Exchange Act of 1934

(Amendment No. 20)*

Steelcase Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

858155203

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (" Act ") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fifth Third Bancorp. IRS Identification Number 31-0854434

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Ohio

5 SOLE VOTING POWER**NUMBER OF**

| | |
|---------------|----------------------------|
| SHARES | 3,206,534 |
| 6 | SHARED VOTING POWER |

BENEFICIALLY OWNED BY

| | |
|-------------|-------------------------------|
| EACH | 4,557,461 |
| 7 | SOLE DISPOSITIVE POWER |

REPORTING

| | |
|---------------|---------------------------------|
| PERSON | 5,418,420 |
| 8 | SHARED DISPOSITIVE POWER |
| WITH | |

12,689,913**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON****18,108,333****10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.8% (1)

12 TYPE OF REPORTING PERSON (See Instructions)

HC

- (1) Percentage of class calculation is based upon 85,669,629 shares of the Issuer's Class A Common Stock outstanding as of December 18, 2017, as reported in the Issuer's Report on Form 10-Q for the quarterly period ended November 24, 2017, plus 16,087,948 shares of the Issuer's Class B Common Stock that are convertible into Class A Common Stock at the option of the holder and are beneficially owned by the reporting person.

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fifth Third Financial Corporation. IRS Identification Number 31-1755886

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Ohio

5 SOLE VOTING POWER**NUMBER OF****3,206,534****SHARES 6 SHARED VOTING POWER****BENEFICIALLY
OWNED BY****4,557,461****EACH 7 SOLE DISPOSITIVE POWER****REPORTING****PERSON 5,418,420****8 SHARED DISPOSITIVE POWER****WITH****12,689,913****9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON****18,108,333****10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.8% (1)

12 TYPE OF REPORTING PERSON (See Instructions)

HC

- (1) Percentage of class calculation is based upon 85,669,629 shares of the Issuer's Class A Common Stock outstanding as of December 18, 2017, as reported in the Issuer's Report on Form 10-Q for the quarterly period ended November 24, 2017, plus 16,087,948 shares of the Issuer's Class B Common Stock that are convertible into Class A Common Stock at the option of the holder and are beneficially owned by the reporting person.

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fifth Third Bank. IRS Identification Number 31-0676865

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Ohio

5 SOLE VOTING POWER**NUMBER OF****3,206,534****SHARES****6 SHARED VOTING POWER****BENEFICIALLY
OWNED BY****4,557,461****EACH****7 SOLE DISPOSITIVE POWER****REPORTING****PERSON****5,418,420****8 SHARED DISPOSITIVE POWER****WITH****12,689,913****9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON****18,108,333****10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.8%

12 TYPE OF REPORTING PERSON (See Instructions)

BK

- (1) Percentage of class calculation is based upon 85,669,629 shares of the Issuer's Class A Common Stock outstanding as of December 18, 2017, as reported in the Issuer's Report on Form 10-Q for the quarterly period ended November 24, 2017, plus 16,087,948 shares of the Issuer's Class B Common Stock that are convertible into Class A Common Stock at the option of the holder and are beneficially owned by the reporting person.

Explanatory Note

The number of shares reported as beneficially owned herein includes 16,087,948 shares of Class B Common Stock of the Issuer which are immediately convertible into an equal number of shares of Class A Common Stock at the option of the holder. If shares of Class B Common Stock are transferred to any person other than a Permitted Transferee (as defined in the Issuer's Second Restated Articles of Incorporation), such shares are automatically converted on a share-for-share basis into shares of Class A Common Stock. Shares of Class B Common Stock of the Issuer have the same attributes as shares of Class A Common Stock of the Issuer except that each share of Class B Common Stock entitles the holder thereof to ten votes on all matters upon which Shareholders have a right to vote and each share of Class A Common Stock entitles the holder thereof to one vote on such matters.

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Item 1.

- (a) Name of Issuer:

Steelcase Inc.

- (b) Address of Issuer's Principal Executive Offices:

901 44th Street SE

Grand Rapids, Michigan 49508

Item 2.

- (a) Name of Person Filing:

Fifth Third Bancorp, an Ohio corporation

Fifth Third Financial Corporation, an Ohio corporation

Fifth Third Bank, an Ohio banking corporation

- (b) Address of Principal Business Office, or if None, Residence:

Fifth Third Center, Cincinnati, Ohio 45263

- (c) Citizenship:

Fifth Third Bancorp: Ohio

Fifth Third Financial Corporation: Ohio

Fifth Third Bank: Ohio

- (d) Title of Class of Securities:

Class A Common Stock

- (e) CUSIP Number:

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); or
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

| | | |
|------|--|------------|
| a. | Amount beneficially owned: | 18,108,333 |
| b. | Percent of class | 17.8% |
| c. | Number of shares as to which such person has: | |
| i. | Sole power to vote or to direct the vote: | 3,206,534 |
| ii. | Shared power to vote or to direct the vote: | 4,557,461 |
| iii. | Sole power to dispose or to direct the disposition of: | 5,418,420 |
| iv. | Shared power to dispose or to direct the disposition of: | 12,689,913 |

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The securities covered by this Schedule are held in trust, agency or custodial capacities by Fifth Third Bank. These trust, agency or custodial accounts receive the dividends from, or the proceeds from the sale of, such securities.

5,655,627 shares of the shares reported in Item 4 above are held by trusts for the benefit of Kate Pew Wolters. Ms. Wolters serves as a co-trustee of those trusts with Fifth Third Bank.

5,164,065 of the shares reported in Item 4 above are held by trusts for the benefit of P. Craig Welch, Jr. Mr. Welch serves as co-trustee of those trusts with Fifth Third Bank.

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Fifth Third Bancorp has filed this schedule as the parent holding company of its wholly owned subsidiary Fifth Third Financial Corporation. Fifth Third Financial Corporation has filed this schedule as the parent holding company of its wholly owned subsidiary Fifth Third Bank.

Subsidiary

Fifth Third Bank an Ohio banking corporation
Fifth Third Financial Corporation, an Ohio corporation

Item 3 Classification

Bank

Parent Holding Company

Item 8. Identification and Classification of Members of the Group.
Not applicable.

Item 9. Notice of Dissolution of Group.
Not applicable.

Item 10. Certifications.
Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2018

Fifth Third Bancorp, an Ohio corporation

/s/ Michael P. Speaker

By: Michael P. Speaker

Title: Attorney-in-fact

Fifth Third Financial Corporation, an Ohio corporation

/s/ Michael P. Speaker

By: Michael P. Speaker

Title: Attorney-in-fact

Fifth Third Bank, an Ohio corporation

/s/ Michael P. Speaker

By: Michael P. Speaker

Title: Attorney-in-fact

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Exhibit Index**Exhibit**

| No. | Description |
|------------|---|
| 99.1 | Power of Attorney relating to filings by Fifth Third Bancorp. |
| 99.2 | Power of Attorney relating to filings by Fifth Third Financial Corporation. |
| 99.3 | Power of Attorney relating to filings by Fifth Third Bank. |
| 99.4 | Joint Filing Agreement. |