

HUNTINGTON BANCSHARES INC/MD

Form 8-K

February 21, 2018

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

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 OR 15(d)

of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) February 21, 2018

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HUNTINGTON BANCSHARES INCORPORATED

(Exact name of registrant as specified in its charter)

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|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Maryland  | 1-34073                     | 31-0724920                           |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

Huntington Center  
41 South High Street  
Columbus, Ohio  
(Address of principal executive offices) (Zip Code)

(614) 480-8300  
(Registrant's telephone number, including area code)  
Not Applicable  
(Former name or former address, if changed since last report.)

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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):

Written  
communications  
pursuant to Rule  
144 under the  
Securities Act  
(17 CFR  
230.144)

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.

On February 21, 2018, Huntington announced that it has elected to effect the conversion of all its outstanding 8.50% Series A Non-Cumulative Perpetual Convertible Preferred Stock (NASDAQ: HBANP) into Huntington Bancshares common stock (NASDAQ: HBAN) pursuant to the terms of the Series A Preferred Stock.

A copy of the press release is attached as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 – Press release of Huntington Bancshares Incorporated, dated February 21, 2018.

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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.

HUNTINGTON BANCSHARES  
INCORPORATED

Date: February 21, 2018 By: /s/ Howell D. McCullough III

Howell D. McCullough III  
Chief Financial Officer

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EXHIBIT INDEX

| Exhibit<br>No. | Description |
|----------------|-------------|
|----------------|-------------|

|                     |   |
|---------------------|---|
| <u>Exhibit 99.1</u> | <u>News release of Huntington Bancshares Incorporated, dated February 21, 2018.</u> |
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