

HUNTINGTON BANCSHARES INC/MD

Form 8-K

April 23, 2019

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) April 18, 2019

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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      (Commission      (IRS Employer  
of incorporation)                      File Number)      Identification No.)  
Huntington Center  
41 South High Street                                      43287  
Columbus, Ohio  
(Address of principal executive offices)      (Zip Code)  
Registrant's telephone number, including area code (614) 480-2265  
Not Applicable  
(Former name or former address, if changed since last report.)

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Securities registered pursuant to Section 12(b) of the Act:

| Title of class  | Trading<br>Symbol(s) | Name of exchange on which registered |
|---|----------------------|--------------------------------------|
| 5.875% Series C Non-Cumulative, perpetual preferred stock | HBANN                | Nasdaq                               |
| 6.250% Series D Non-Cumulative, perpetual preferred stock | HBANO                | Nasdaq                               |
| Common Stock—Par Value \$0.01 per Share                   | HBAN                 | Nasdaq                               |

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  
17425 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) or Rule  
12b-2 of the Securities  
Exchange Act of 1934  
(§24012b-2).

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. "

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## Item 5.07 Submission of Matters to a Vote of Security Holders.

On April 18, 2019, the following matters were voted upon and approved by the shareholders of Huntington Bancshares Incorporated (Huntington) at its 2019 Annual Meeting of Shareholders:

Proposal 1 - Election of thirteen directors to serve a one-year term. Each nominee for director received the favorable vote of at least 95% of votes cast.

| Nominee                       | For         | Against/<br>Withheld | Abstentions | Broker<br>Non-Votes |
|-------------------------------|-------------|----------------------|-------------|---------------------|
| Lizabeth Ardisana             | 794,205,549 | 4,337,798            | —           | 166,757,946         |
| Ann B. (Tanny) Crane          | 793,961,818 | 4,581,529            | —           | 166,757,946         |
| Robert S. Cubbin              | 789,693,305 | 8,850,042            | —           | 166,757,946         |
| Steven G. Elliott             | 793,796,595 | 4,746,752            | —           | 166,757,946         |
| Gina D. France                | 790,500,126 | 8,043,221            | —           | 166,757,946         |
| J. Michael Hochschwender      | 793,992,893 | 4,550,454            | —           | 166,757,946         |
| John C. (Chris) Inglis        | 794,445,809 | 4,087,538            | —           | 166,757,946         |
| Peter J. Kight                | 793,782,290 | 4,761,057            | —           | 166,757,946         |
| Katherine M. A. (Allie) Kline | 793,414,068 | 5,130,172            | —           | 166,757,946         |
| Richard W. Neu                | 794,142,728 | 4,400,619            | —           | 166,757,946         |
| David L. Porteous             | 771,619,064 | 26,924,283           | —           | 166,757,946         |
| Kathleen H. Ransier           | 780,302,519 | 18,240,828           | —           | 166,757,946         |
| Stephen D. Steinour           | 758,984,541 | 39,558,806           | —           | 166,757,946         |

Proposal 2 - Ratification of the appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm for the year 2019.

| For         | Against   | Abstentions | Broker<br>Non-Votes |
|-------------|-----------|-------------|---------------------|
| 954,478,577 | 9,142,300 | 1,681,309   | —                   |
| 99          | % 1       | %           |                     |

Proposal 3 - Approval, on an advisory, non-binding basis, of the compensation of executives as disclosed in Huntington's Proxy Statement dated March 7, 2019.

| For         | Against    | Abstentions | Broker<br>Non-Votes |
|-------------|------------|-------------|---------------------|
| 752,950,109 | 40,235,749 | 5,358,382   | 166,757,946         |
| 95          | % 5        | %           |                     |

**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: April 23, 2019 By: /s/ Jana J. Litsey

Jana J. Litsey  
Title: General Counsel