

**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) June 13, 2016



HUNTINGTON BANCSHARES INCORPORATED

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

1-34073
(Commission
File Number)

31-0724920
(IRS Employer
Identification No.)

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

43287
(Zip Code)

(614) 480-8300
(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 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 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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 13, 2016, at a special meeting of shareholders of Huntington Bancshares Incorporated (Huntington), Huntington's shareholders approved the issuance of shares of Huntington common stock in connection with the merger as contemplated by the Agreement and Plan of Merger, dated as of January 25, 2016 (the Merger Agreement), as such agreement may be amended from time to time, by and among Huntington, FirstMerit Corporation (FirstMerit) and West Subsidiary Corporation, a direct, wholly owned subsidiary of Huntington (the Huntington Stock Issuance Proposal). The Huntington Stock Issuance Proposal received the affirmative vote of 99% of the votes cast.

	For	Against/ Withheld	Abstentions	Broker Non-Votes	Uncast
Approval of the Huntington Stock Issuance Proposal	576,703,081	5,318,909	3,535,452	—	342

Item 8.01 Other Events.

On June 13, 2016, Huntington and FirstMerit issued a joint press release announcing that the shareholders of Huntington had approved the Huntington Stock Issuance Proposal and that the shareholders of FirstMerit had approved the Merger Agreement. 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 – Joint press release of Huntington Bancshares Incorporated and FirstMerit Corporation, dated June 13, 2016.

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: June 13, 2016

By: /s/ Richard A. Cheap

Richard A. Cheap

Title: Secretary

EXHIBIT INDEX

Exhibit
No.

Description

Exhibit 99.1

Joint press release of Huntington Bancshares Incorporated and FirstMerit Corporation, dated June 13, 2016.



FOR IMMEDIATE RELEASE

June 13, 2016

Investor Relations contact: Mark Muth, (mark.muth@huntington.com) 614.480.4720

Media contact: Brent Wilder, (brent.wilder@huntington.com) 614.480.5875

**HUNTINGTON, FIRSTMERIT SHAREHOLDERS APPROVE MERGER
OF FIRSTMERIT INTO HUNTINGTON**

AKRON, Ohio and COLUMBUS, Ohio - FirstMerit Corporation (NASDAQ:FMER; www.firstmerit.com) and Huntington Bancshares Incorporated (NASDAQ:HBAN; www.huntington.com) announced today that each company's shareholders have approved the proposed merger of FirstMerit into Huntington during special meetings held today in Akron by FirstMerit and in Columbus by Huntington.

"Today marks an important milestone as we continue to proceed smoothly with the merger process of combining Huntington and FirstMerit," said Stephen D. Steinour, chairman, president and CEO of Huntington. "I am delighted that Huntington shareholders reacted positively to the opportunity that this partnership creates for the future combined company, and am looking forward to FirstMerit shareholders becoming Huntington shareholders when the merger is complete."

"We are pleased that our shareholders overwhelmingly support the merger with Huntington and what it means for the markets we serve," said Paul G. Greig, chairman, president and CEO of FirstMerit. "I look forward to working with Huntington as our two companies combine the best of both organizations to create a stronger, market-leading regional bank for our customers and employees."

Huntington and FirstMerit currently anticipate completing the merger within the third quarter following receipt of regulatory approval and satisfaction of customary closing conditions.

About Huntington

Huntington Bancshares Incorporated is a \$73 billion asset regional bank holding company headquartered in Columbus, Ohio, with a network of more than 750 branches and more than 1,500 ATMs across six Midwestern states. Founded in 1866, The Huntington National Bank and its affiliates provide consumer, small business, commercial, treasury management, wealth management, brokerage, trust, and insurance services. Huntington also provides auto dealer, equipment finance, national settlement and capital market services that extend beyond its core states. Visit huntington.com for more information.

About FirstMerit

FirstMerit Corporation is a diversified financial services company headquartered in Akron, Ohio, with assets of approximately \$26.1 billion as of March 31, 2016, and 368 banking offices and 400 ATM locations in Ohio, Michigan, Wisconsin, Illinois and Pennsylvania. FirstMerit provides a complete range of banking and other financial services to consumers and businesses through its core operations. Principal affiliates include: FirstMerit Bank, N.A. and FirstMerit Mortgage Corporation.

Caution regarding Forward-Looking Statements

This communication may contain certain forward-looking statements, including certain plans, expectations, goals, projections, and statements about the benefits of the proposed transaction, the merger parties' plans, objectives, expectations and intentions, the expected timing of completion of the

transaction, and other statements that are not historical facts. Such statements are subject to numerous assumptions, risks, and uncertainties. Statements that do not describe historical or current facts, including statements about beliefs and expectations, are forward-looking statements. Forward-looking statements may be identified by words such as expect, anticipate, believe, intend, estimate, plan, target, goal, or similar expressions, or future or conditional verbs such as will, may, might, should, would, could, or similar variations. The forward-looking statements are intended to be subject to the safe harbor provided by Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934, and the Private Securities Litigation Reform Act of 1995.

While there is no assurance that any list of risks and uncertainties or risk factors is complete, below are certain factors which could cause actual results to differ materially from those contained or implied in the forward-looking statements: changes in general economic, political, or industry conditions, uncertainty in U.S. fiscal and monetary policy, including the interest rate policies of the Federal Reserve Board, volatility and disruptions in global capital and credit markets; movements in interest rates; competitive pressures on product pricing and services; success, impact, and timing of Huntington's and FirstMerit's respective business strategies, including market acceptance of any new products or services implementing Huntington's "Fair Play" banking philosophy; the nature, extent, timing, and results of governmental actions, examinations, reviews, reforms, regulations, and interpretations, including those related to the Dodd-Frank Wall Street Reform and Consumer Protection Act and the Basel III regulatory capital reforms, as well as those involving the OCC, Federal Reserve, FDIC, and CFPB, and the regulatory approval process associated with the merger; the possibility that the proposed transaction does not close when expected or at all because required regulatory or other approvals are not received or other conditions to the closing are not satisfied on a timely basis or at all; the possibility that the anticipated benefits of the transaction are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies or as a result of the strength of the economy and competitive factors in the areas where Huntington and FirstMerit do business; the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; diversion of management's attention from ongoing business operations and opportunities; potential adverse reactions or changes to business or employee relationships, including those resulting from the announcement or completion of the transaction; Huntington's ability to complete the acquisition and integration of FirstMerit successfully; and other factors that may affect future results of Huntington and FirstMerit. Additional factors that could cause results to differ materially from those described above can be found in Huntington's Annual Report on Form 10-K for the year ended December 31, 2015 and Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, each of which is on file with the Securities and Exchange Commission (the "SEC") and available in the "Investor Relations" section of Huntington's website, <http://www.huntington.com>, under the heading "Publications and Filings" and in other documents Huntington files with the SEC, and in FirstMerit's Annual Report on Form 10-K for the year ended December 31, 2015 and Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, each of which is on file with the SEC and available in the "Investors" section of FirstMerit's website, <http://www.firstmerit.com>, under the heading "Publications & Filings" and in other documents FirstMerit files with the SEC.

All forward-looking statements speak only as of the date they are made and are based on information available at that time. Neither Huntington nor FirstMerit assumes any obligation to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements were made or to reflect the occurrence of unanticipated events except as required by federal securities laws. As forward-looking statements involve significant risks and uncertainties, caution should be exercised against placing undue reliance on such statements.

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