

**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) December 07, 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 7.01 Regulation FD Disclosure.

Huntington Bancshares Incorporated will be participating at the 2016 Goldman Sachs US Financial Services Conference on December 07, 2016. A copy of the slides forming the basis of the presentation is attached hereto as Exhibit 99.1 and will be available in the Investor Relations section of Huntington's web site at www.huntington-ir.com.

The Analyst Handout is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

The Analyst Handout is attached as Exhibit 99.1 and is being furnished, not filed, under item 7.01 of this Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 – Analyst Handout

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: December 07, 2016

By: /s/ Howell D. McCullough III

Howell D. McCullough III

Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------|-----------------|
| Exhibit 99.1 | Analyst Handout |

Welcome

Huntington Bancshares Incorporated
Goldman Sachs US Financial Services Conference

December 7, 2016



Disclaimer

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This communication contains certain forward-looking statements, including, but not limited to, certain plans, expectations, goals, projections, and statements, which are not historical facts and 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 our business strategies, including market acceptance of any new products or services implementing our "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; the possibility that the anticipated benefits of the merger with FirstMerit Corporation 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 we do business; 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 completion of the merger with FirstMerit Corporation; our ability to complete the integration of FirstMerit Corporation successfully; and other factors that may affect our future results. Additional factors that could cause results to differ materially from those described above can be found in our Annual Report on Form 10-K for the year ended December 31, 2015 and our subsequent Quarterly Reports on Form 10-Q, including for the quarters ended March 31, 2016, June 30, 2016, and September 30, 2016, each of which is on file with the Securities and Exchange Commission (the "SEC") and available in the "Investor Relations" section of our website, <http://www.huntington.com>, under the heading "Publications and Filings" and in other documents we file 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. We do not assume 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.

Huntington's Core Strategy Implemented in 2009

Grow market share and share of wallet

**Profitable Growth with
Low Relative Volatility**

Focus is on Consumer, Small to Medium Enterprises (including CRE), and Auto

Customer Acquisition and Deepening

- Data & Analytics
- Digital Strategic Investments
- Disciplined Sales Execution
- Deliver "Fair Play" products and services

Customer Experience and Client Advocacy

- Optimal Customer Relationships (OCR)
- Deliver "Omni-channel" customer experiences
- New products & experiences that reflect customer behaviors and needs

Optimization of Distribution

- Multi-channel optimization
- Micro-market approach leveraging digital investments
- New branch formats offering self-serve

Enhanced Employee Engagement

- Improve colleague tools and technology
- Opportunities for training, development, and advancement

Technology: Focus on Digitization, Omni-channel, Cyber-security

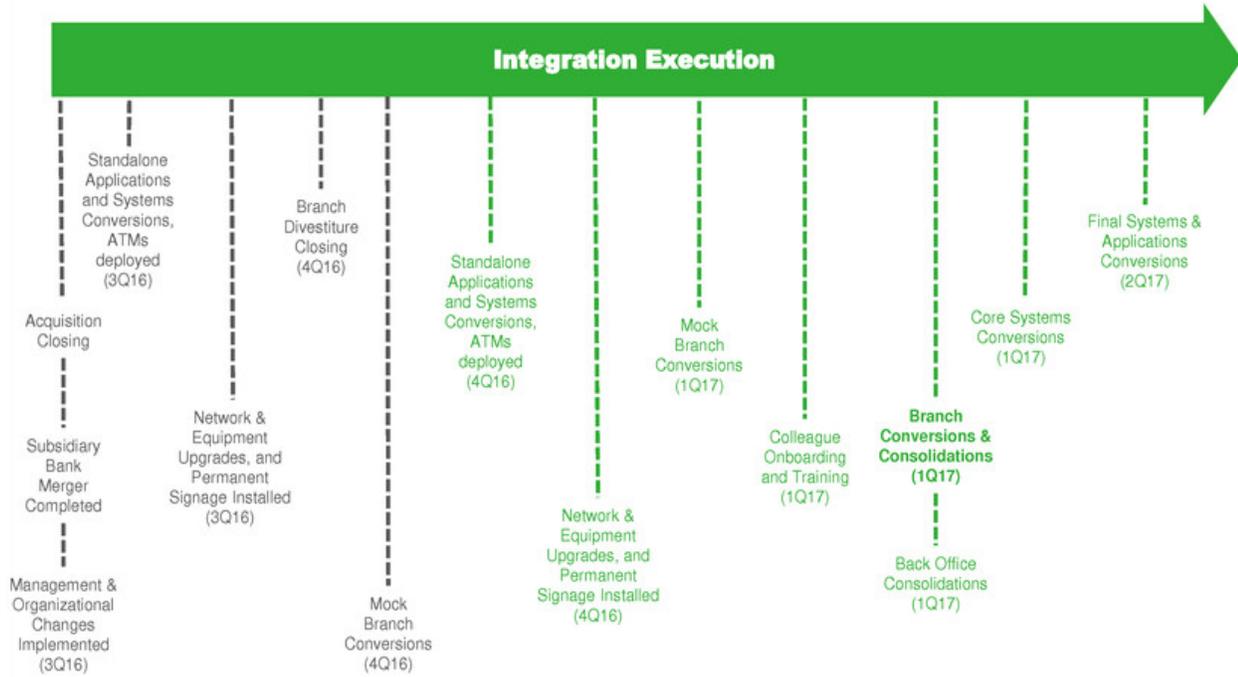
Marketing: Expand industry-leading brand promise and delivery – "Category of One"

Risk Management: Maintain Aggregate "Moderate to Low" Risk Profile

Proactively Increase Scale: Continued focus on organic growth and selective, disciplined M&A

FirstMerit Acquisition Milestones

Effectively Managing Execution Risk is THE Immediate Focus



FirstMerit has the potential to transform our efficiency and return profiles. Ensuring a successful integration is our primary focus.

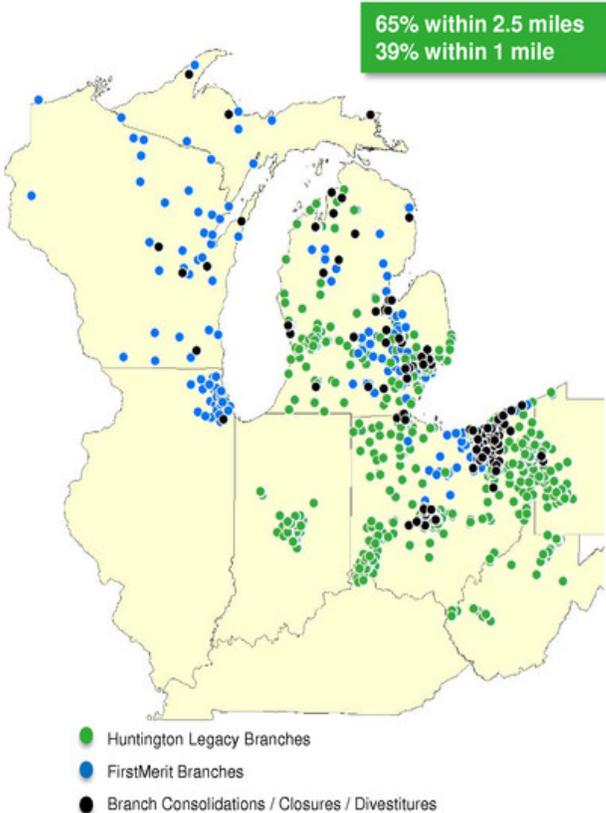
Significant Branch Overlap Drives Consolidation

#1 Branch Share in Ohio and in Michigan provides immediate and future consolidation opportunities



- Michigan:
- # 1 (14%) branch market share
 - #6 (8%) deposit market share
 - 20% of total HBAN deposits

- Ohio:
- #1 (15%) branch market share
 - #2 (15%) deposit market share
 - 64% of total HBAN deposits



- Huntington Legacy Branches
- FirstMerit Branches
- Branch Consolidations / Closures / Divestitures

Sources: FDIC, SNL Financial

Implementation of Cost Savings on Pace

\$ in millions

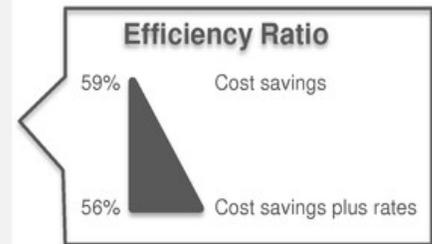
| | 4Q15 Actual | | | Assumed CAGR 3.0% | 4Q17 Target | | |
|-------------------------------|-------------|--------|-----------------------|-------------------------|-------------|--------|--|
| | HBAN | FMER | Pro Forma Combined | | HBAN | FMER | Pro Forma Combined |
| Reported Non-Interest Expense | \$ 499 | \$ 156 | \$ 654 | | \$ 529 | \$ 165 | \$ 694 |
| Less: Intangible Amortization | 4 | 3 | 6 | | 4 | 3 | 7 |
| Less: Significant Items | 10 | (0) | 10 | | 11 | (0) | 11 |
| Adjusted Non-Interest Expense | \$ 484 | \$ 153 | \$ 638 | | \$ 514 | \$ 163 | \$ 677 |
| Quarterly cost savings | | | \$ 64 | | | | \$ 68 |
| Annualized cost savings | | | \$ 255 | | | | \$ 271 |
| | | | | | | | Adjusted Non-Interest Expense Target \$ 609 |

| Cost Savings as % of: | | | Cost Savings as % of: | | |
|-----------------------|------|-----------------------|-----------------------|------|-----------------------|
| | FMER | Pro Forma Combined | | FMER | Pro Forma Combined |
| | 42% | 10% | | 42% | 10% |

- Significant progress toward achieving ~\$255 million annualized cost savings target:
 - Approximately 25% implemented during 3Q16
 - Expect to have 50% implemented by year end
 - The majority of remaining cost savings to be implemented in 1Q17 coincident with or immediately following branch conversion/consolidation
- Expect to implement all cost savings within one year of acquisition closing
- Excludes incremental personnel expense associated with revenue enhancement opportunities and changes to FDIC insurance premiums

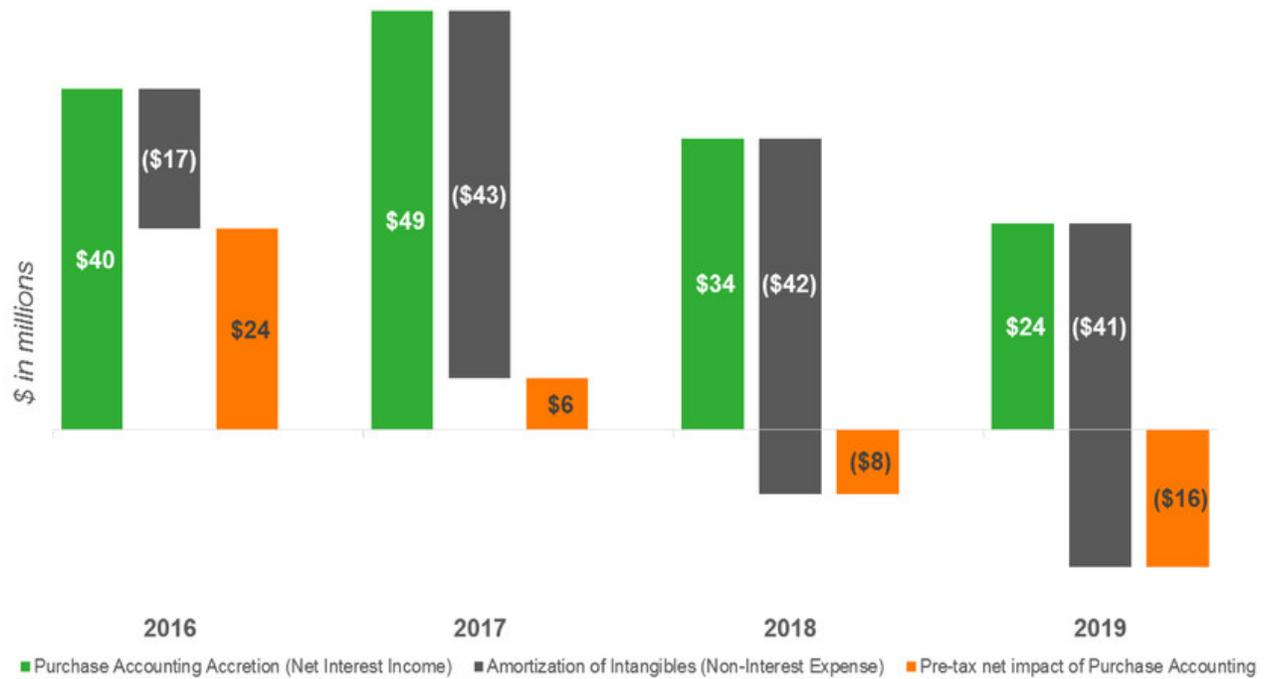
Acquisition Accelerates Achievement of our Long-Term Financial Goals

| | L-T Goal | 3Q16 (GAAP) | 3Q16 Adjusted ⁽¹⁾ (Non-GAAP) | 2018 Target |
|----------------------|-----------------|-------------|---|-------------|
| Revenue (FTE) Growth | 4%-6% | +24% | +24% | ✓ |
| Expense Growth | +Op Lev | +35% | +14% | ✓ |
| Efficiency Ratio | 56%-59% | 75% | 58% | ✓ |
| NCO | 35-55 bp | 26 bp | 26 bp | ↔ |
| ROTCE | 13%-15% | 7% | 14% | ✓ |



(1) See reconciliation on slide 18

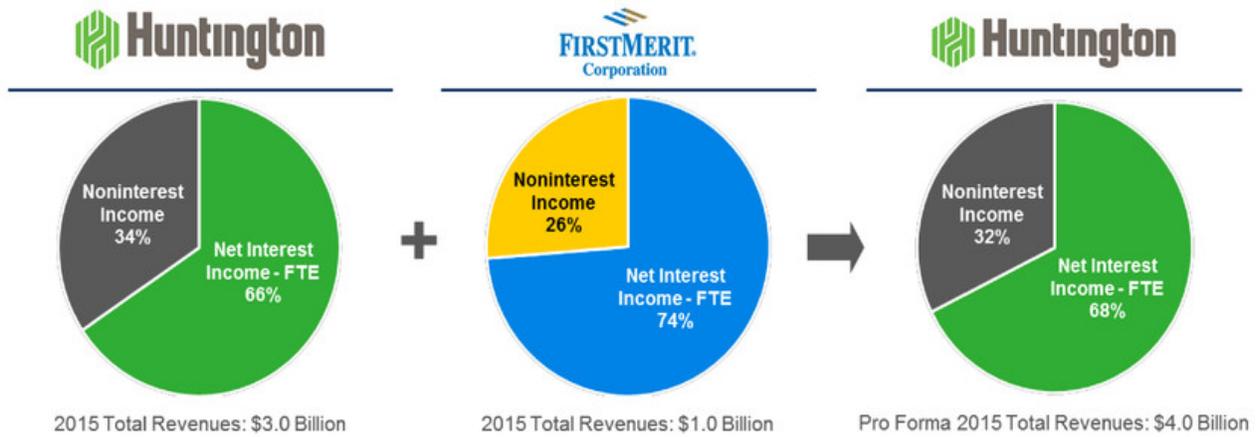
Expected Impact of Purchase Accounting



- Reflects purchase accounting impact exclusively related to the FirstMerit acquisition
- Projected purchase accounting accretion represents scheduled amortization, and does not include impact of any accelerated payoffs.

Opportunity to Expand Fee Income at FirstMerit

Revenue Synergies Not Modeled into Deal Economics



Restoring the Noninterest Income contribution to 34% of Total Revenues represents an approximately \$100 million revenue opportunity.

Revenue Enhancements Opportunities

Provide Additional Near-Term and Long-Term Upside

OCR Improvement

- Cross-sell opportunities identified across business and consumer client base:
 - Capital Markets
 - Treasury Management
 - Private Banking
 - Credit Card

SBA Lending Expansion

- Bring HBAN SBA lending expertise to Chicago and WI markets
- Began recruiting prior to closing; 30 total incremental FTEs
- Revenue opportunity of \$20+ million in 2017

Home Lending Expansion

- Annual loan production opportunity of up to ~\$900 million within two years
- Began recruiting prior to closing; 100 total incremental FTEs
- Revenue opportunity of \$17 million in 2017 and \$25 million in 2018

RV and Marine Finance Expansion

- Annual loan production opportunity of ~\$200 million within two years
- Expansion from current 17 state footprint to 26 states; 18 incremental FTEs
- Revenue opportunity of \$15 million in 2017 and \$30 million in 2018

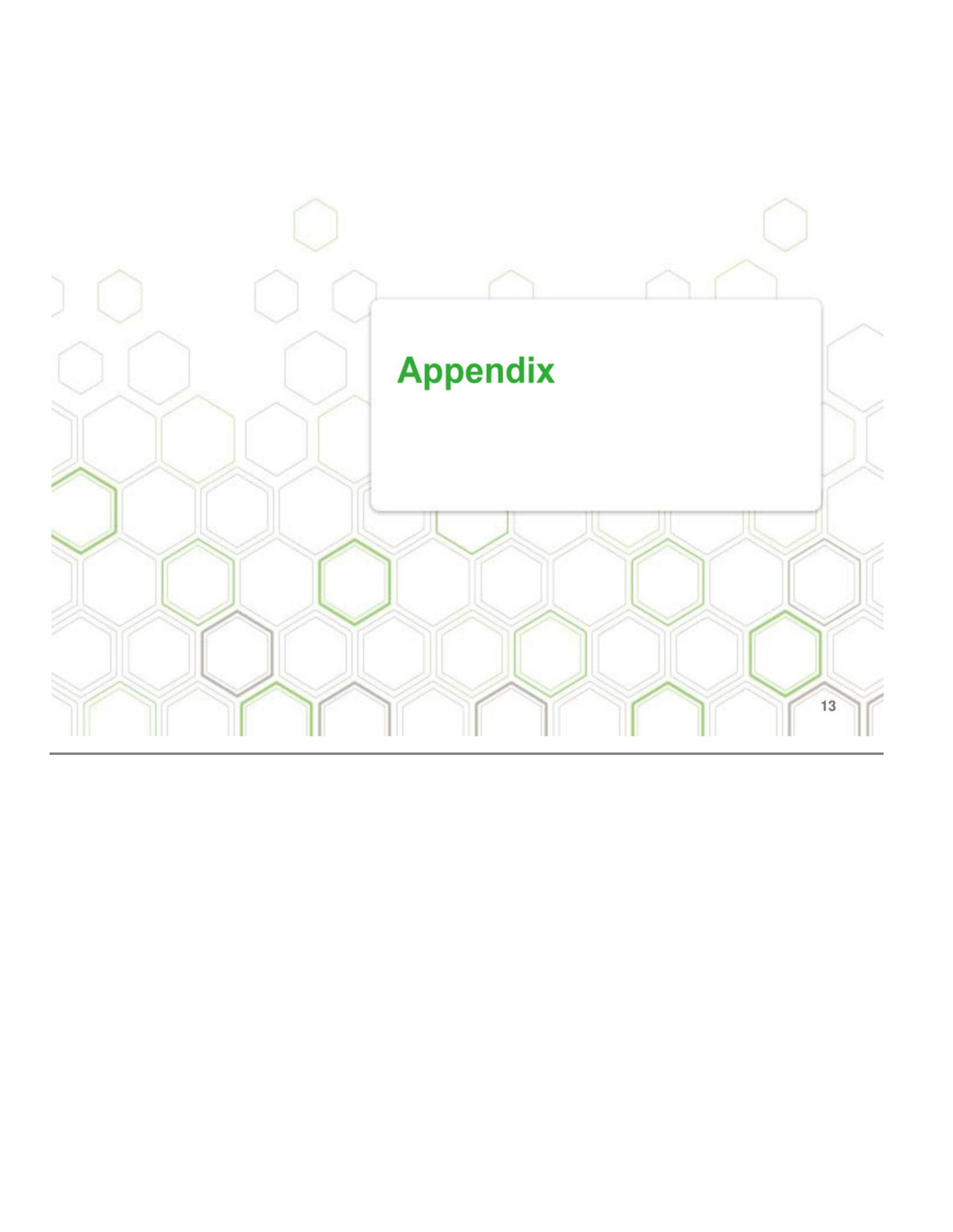
(1) Source: businesses with less than 500 employees, 2013 County Business Patterns, U.S. Census Bureau

Initial 2017 Expectations

- ◆ Budgeting for unchanged interest rates for remainder of 2016 and 2017
- ◆ Full year revenue growth of 20%+
- ◆ Targeting positive operating leverage
 - Implementation of all planned cost savings by 3Q17
- ◆ Average balance sheet growth of 20%+
- ◆ Net charge-offs below our long-term expectations of 35–55 bp
 - Provision expense normalizing to reflect runoff in the acquired loan portfolio and replacement loan growth

Important Messages

- ◆ **Focus on delivery of consistent, through-the-cycle shareholder returns**
- ◆ **Consistent core strategy since 2009**
 - Focused on areas of expertise with sustainable competitive advantages: Consumer Banking, Small Business and Middle Market Commercial, and Auto Finance
 - Track record of achieving results in difficult operating environment
 - Disciplined risk management: Aggregate moderate-to-low risk appetite
- ◆ **Driving loan and core deposit growth through execution and a differentiated customer experience**
- ◆ **Significant progress in early stages of FirstMerit integration; confidence in delivery of cost savings and revenue enhancements**
- ◆ **High level of colleague and shareholder alignment**



Appendix

Huntington Bancshares Overview

Midwest financial services holding company

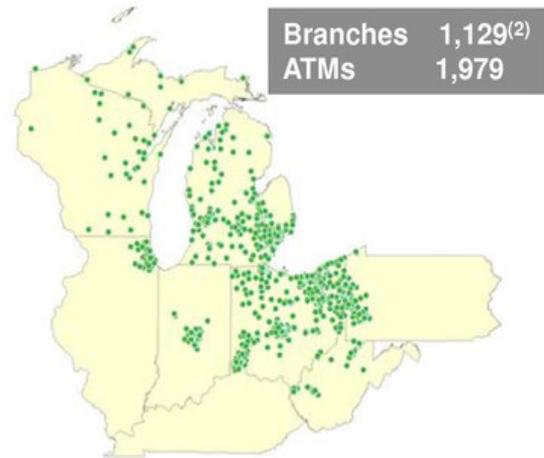
Founded - 1866

Headquarters - Columbus, Ohio

Total assets - \$101 Billion

Employees⁽¹⁾ - 14,511

Franchise:



Deposits - Top 10 MSAs

| MSA | Rank | Branches | Deposits | Share |
|------------------|------|----------|----------|-------|
| Columbus, OH | 1 | 97 | \$20,453 | 32.1% |
| Cleveland, OH | 2 | 153 | 8,976 | 14.0 |
| Detroit, MI | 6 | 121 | 6,542 | 5.4 |
| Akron, OH | 1 | 56 | 5,611 | 38.5 |
| Indianapolis, IN | 4 | 46 | 3,272 | 7.2 |
| Cincinnati, OH | 4 | 36 | 2,727 | 2.6 |
| Pittsburgh, PA | 8 | 38 | 2,689 | 2.3 |
| Chicago, IL | 16 | 39 | 2,581 | 0.7 |
| Toledo, OH | 1 | 33 | 2,474 | 23.7 |
| Grand Rapids, MI | 2 | 46 | 2,466 | 12.0 |

Source: SNL Financial, company presentations and filings
FDIC deposit data as of June 30, 2016

% Deposits
#1 Share markets 44%
#1- #3 Share markets 63%

| State | Branches | ATMs |
|---------------|----------|-------|
| Ohio | 535 | 1,101 |
| Michigan | 353 | 446 |
| Illinois | 39 | 40 |
| Wisconsin | 37 | 40 |
| Pennsylvania | 53 | 108 |
| Indiana | 46 | 77 |
| West Virginia | 30 | 147 |
| Kentucky | 10 | 20 |



(1) 3Q16 Average full-time equivalent (FTE) (2) Includes 26 Private Client Group Offices

Huntington's Peer Group

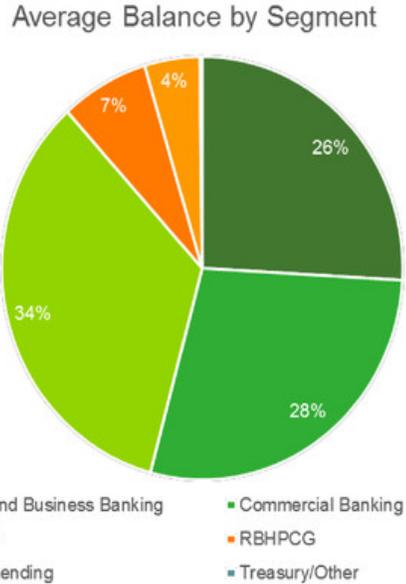
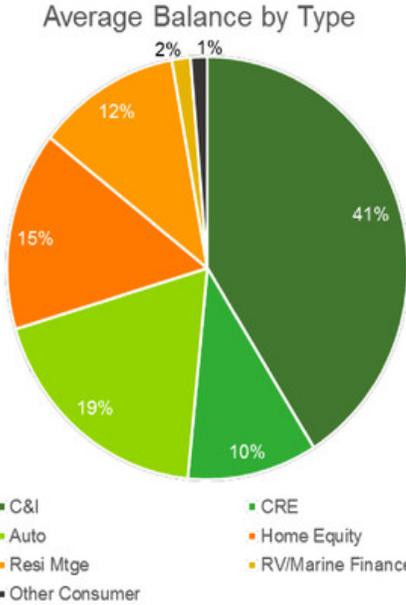
| \$ in millions | Total Assets | Total Deposits | Total Loans | Market Capitalization | Price / | | Dividend Yield |
|------------------------------------|----------------|----------------|---------------|-----------------------|-----------------|---------------|----------------|
| | | | | | Consensus 2017E | Tangible Book | |
| PNC Financial Services Group, Inc. | \$369,348 | \$259,895 | \$210,446 | \$54,780 | 14.9x | 1.7x | 2.0% |
| BB&T Corporation | 222,622 | 159,915 | 142,423 | 37,196 | 15.0x | 2.3x | 2.6% |
| SunTrust Banks, Inc. | 205,091 | 158,842 | 141,532 | 25,870 | 14.3x | 1.6x | 2.0% |
| Citizens Financial Group, Inc. | 147,015 | 108,327 | 105,467 | 17,598 | 15.9x | 1.4x | 1.4% |
| Fifth Third Bancorp | 143,279 | 101,271 | 93,151 | 19,978 | 15.1x | 1.5x | 2.0% |
| KeyCorp | 135,805 | 104,185 | 85,528 | 19,302 | 14.0x | 1.8x | 1.9% |
| M&T Bank Corporation | 126,841 | 98,137 | 88,942 | 22,806 | 17.2x | 2.2x | 1.9% |
| Regions Financial Corporation | 125,177 | 99,289 | 80,883 | 17,037 | 14.7x | 1.5x | 1.9% |
| Comerica Incorporated | 74,124 | 59,261 | 49,274 | 11,221 | 17.2x | 1.6x | 1.4% |
| CIT Group | 65,966 | 32,854 | 29,918 | 8,353 | 12.4x | 0.8x | 1.5% |
| Zions Bancorporation | 61,039 | 50,849 | 42,540 | 8,198 | 17.6x | 1.4x | 0.8% |
| Median | 135,805 | 101,271 | 88,942 | 19,345 | 15.0x | 1.5x | 1.9% |
| | | | | | | | |
| Huntington Bancshares Incorporated | 100,765 | 77,405 | 66,304 | 14,135 | 14.1x | 2.1x | 2.5% |

Source: SNL; as of Dec. 1, 2016



Loan Portfolio Composition

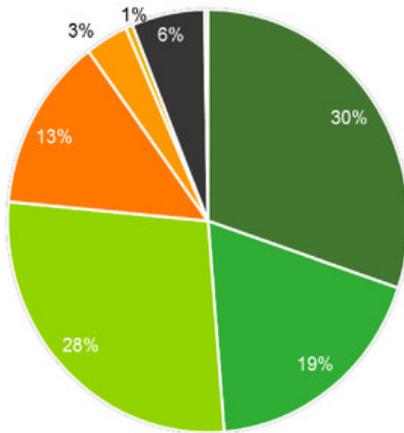
3Q16 Average Balances



Deposit Composition

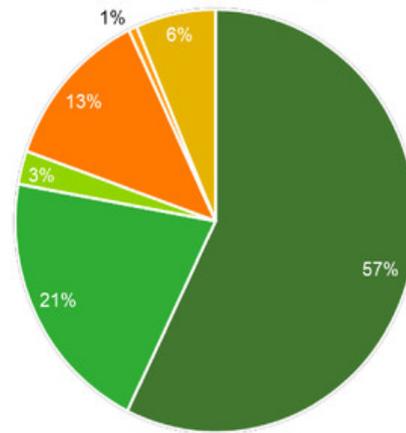
3Q16 Average Balances

Average Balance by Type



- Demand - noninterest bearing
- Demand - interest bearing
- Money Market
- Savings
- Core CDs
- Other Domestic Deposits >\$250,000
- Brokered Deposits & Negotiable CDs
- Deposits in Foreign Offices

Average Balance by Segment



- Retail and Business Banking
- Commercial Banking
- AFCRE
- Home Lending
- Treasury/Other
- RBHPCG

Reconciliation

Noninterest Expense Growth, Efficiency Ratio, and ROTCE

| (\$ in millions) | | GAAP | Adjustment ⁽¹⁾ | Adjusted |
|---|-----------|--------------------|---------------------------|--------------------|
| 3Q16 Noninterest expense | | \$712 | \$159 ⁽²⁾ | \$553 |
| 3Q15 Noninterest expense | | \$527 | \$43 ⁽²⁾ | \$483 |
| 3Q16 Noninterest expense growth | | 35% | | 14% |
| 3Q16: | | | | |
| Noninterest expense | | \$712 | \$159 ⁽²⁾ | \$553 |
| Amortization of intangibles | | \$9 | -- | \$9 |
| Noninterest expense less amortization of intangibles | A | \$703 | | \$544 |
| Total revenue (FTE) | | \$938 | -- | \$938 |
| Securities gains | | \$1 | -- | \$1 |
| Total revenue (FTE) less securities gains | B | \$937 | | \$937 |
| Efficiency ratio | A / B | 75% | | 58% |
| | | | | |
| Net income applicable to common shares | | \$108 | \$107 ⁽³⁾ | \$215 |
| Less: Amortization of intangibles | | \$6 ⁽³⁾ | -- | \$6 ⁽³⁾ |
| Net income applicable to common shares less amortization of intangibles | C | \$114 | | \$221 |
| Average tangible common equity | D | \$6,509 | -- | \$6,509 |
| Return on average tangible common equity (ROTCE): | C / D * 4 | 7.0% | | 13.6% |

(1) Significant items related to FirstMerit acquisition related expenses; (2) Pre-tax (3) After-tax



Welcome



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