

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 28, 2017

 **Huntington**
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)

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

43287
(Zip Code)

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))

Item 8.01 Other Information.

On June 28, 2017, Huntington was notified by the Federal Reserve that it had no objection to Huntington's proposed capital actions included in Huntington's capital plan submitted in the 2017 Comprehensive Capital Analysis and Review ("CCAR"). These actions included a 38% increase in the quarterly dividend per common share to \$0.11, starting in the fourth quarter of 2017, the repurchase of up to \$308 million of common stock over the next four quarters (July 1, 2017 through June 30, 2018), subject to authorization by the Board of Directors, and maintaining dividends on the outstanding classes of preferred stock and trust preferred securities. A copy of the press release is attached as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

The exhibits referenced below shall be treated as "furnished" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

(d) Exhibits.

Exhibit 99.1 – News release of Huntington Bancshares Incorporated, dated June 28, 2017.

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 29, 2017

By: /s/ Richard A. Cheap
Richard A. Cheap
Title: Secretary

EXHIBIT INDEX

Exhibit No. Description

Exhibit 99.1 News release of Huntington Bancshares Incorporated, dated June 28, 2017.

**FOR IMMEDIATE RELEASE**

June 28, 2017

Analysts: Mark Muth (mark.muth@huntington.com), 614.480.4720**Media:** Matt Samson (matt.b.samson@huntington.com), 312.263.0203
Michael Sherman (michael.sherman@huntington.com), 614.480.6114**HUNTINGTON BANCSHARES Receives No Objection From The Federal Reserve For Proposed Capital Actions IN 2017 CCAR*****Proposed Capital Actions Include a 38% Increase of the Quarterly Dividend and the Repurchase of Up To \$308 Million of Common Stock***

COLUMBUS, Ohio - Huntington Bancshares Incorporated (NASDAQ: HBAN; www.huntington.com) was notified by the Federal Reserve that it had no objection to Huntington's proposed capital actions included in Huntington's capital plan submitted in the 2017 Comprehensive Capital Analysis and Review ("CCAR"). These planned actions include:

- A 38% increase in the quarterly dividend per common share to \$0.11, starting in the fourth quarter of 2017, subject to approval by the Board of Directors,
- The repurchase of up to \$308 million of common stock over the next four quarters (July 1, 2017 through June 30, 2018), subject to authorization by the Board of Directors, and
- Maintaining dividends on the outstanding classes of preferred stock and trust preferred securities.

"The Federal Reserve's non-objection to our proposed capital actions reflects our balance sheet strength, financial performance, and our commitment to an aggregate moderate-to-low risk profile," said Stephen D. Steinour, chairman, president, and CEO. "We are pleased with the results of the recent Dodd-Frank Act Stress Test and CCAR as they illustrate continued strong risk management at Huntington and the extent to which we have rebuilt capital after the FirstMerit acquisition.

"The continued execution of our strategic plan, including the successful integration of the FirstMerit acquisition, will allow us to accelerate the achievement of our long-term financial goals and positioned us to deploy capital consistent with our well-stated capital priorities: to fund organic growth first, to increase our quarterly dividend for the fourth consecutive year, and then other uses including returning capital via share repurchases," said Steinour.

About Huntington

Huntington Bancshares Incorporated is a regional bank holding company headquartered in Columbus, Ohio, with \$100 billion of assets and a network of 996 branches and 1,855 ATMs across eight 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.

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