

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**Form S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

HUNTINGTON BANCSHARES INCORPORATED

(Exact name of Registrant as specified in its charter)

Maryland 31-0724920
(State or other jurisdiction (I.R.S. Employer
of incorporation or organization) Identification No.)

Huntington Center
41 South High Street
Columbus, Ohio 43287

(Address, including zip code, of principal executive offices)

Huntington Supplemental Stock Purchase and Tax Savings Plan and Trust

(Full title of the Plan)

Jana J. Litsey, Esq.
General Counsel
Huntington Bancshares Incorporated
Huntington Center
41 South High Street
Columbus, Ohio 43287
614/480-8300

(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Copies of Correspondence to:
Jack Gravelle, Esq.
Porter, Wright, Morris & Arthur LLP
41 South High Street
Columbus, Ohio 43215

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

Calculation of Registration Fee

Title of Securities to be registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, \$0.01 par value, to be issued under the Huntington Supplemental Stock Purchase and Tax Savings Plan and Trust	500,000	\$14.91	\$7,455,000	\$928.15

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933 (the "Securities Act"), this Registration Statement shall be deemed to cover an indeterminate number of additional shares of Common Stock that become issuable under the Huntington Supplemental Stock Purchase and Tax Savings Plan and Trust by reason of any future stock dividends, stock splits or similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act, an indeterminate amount of interests to be offered or sold under the Huntington Supplemental Stock Purchase and Tax Savings Plan and Trust was previously registered on a Registration Statement on Form S-8 (File No. 33-44208), filed with the Securities and Exchange Commission and incorporated by reference herein.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act, based upon the average of the high and low sales prices of our Common Stock as reported on the NASDAQ Global Select Market as of April 30, 2018.

INTRODUCTION

A total of 386,052 shares of our common stock were registered in connection with the Huntington Supplemental Stock Purchase and Tax Savings Plan and Trust by Form S-8 Registration Statement, Registration No. 33-44208 (the "1991 Form S-8"). The Huntington Supplemental Stock Purchase and Tax Savings Plan and Trust was amended and restated effective January 1, 2005, and amended by a First Amendment to the Huntington Supplemental Stock Purchase and Tax Savings Plan and Trust effective March 6, 2009. A total of 500,000 additional shares of our common stock were registered for issuance under the Huntington Supplemental Stock Purchase and Tax Savings Plan and Trust as amended by Form S-8 Registration Statement, Registration No. 333-158335 (the "2009 Form S-8"). The Huntington Supplemental Stock Purchase and Tax Savings Plan and Trust was further amended effective May 1, 2010. A total of 500,000 additional shares of our common stock were registered for issuance under the Huntington Supplemental Stock Purchase and Tax Savings Plan and Trust as amended by Form S-8 Registration Statement, Registration No. 333-173831 (the "2011 Form S-8"). The Huntington Supplemental Stock Purchase and Tax Savings Plan and Trust was amended and restated effective January 1, 2014 to clarify administrative matters. We are registering additional shares of common stock for issuance under the Huntington Supplemental Stock Purchase and Tax Savings Plan and Trust, as amended. The contents of the 1991 Form S-8, the 2009 Form S-8, and the 2011 Form S-8 are incorporated herein by reference.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information concerning the Plan specified in Part I will be sent or given to Plan participants as specified by Rule 428(b)(1). Such documents are not required to be, and are not, filed with the Securities and Exchange Commission as part of this Registration Statement in accordance with the Note to Part I of the Form S-8 Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by us with the SEC are incorporated by reference:

1. Annual Report on Form 10-K for the fiscal year ended December 31, 2017;
2. Quarterly Report on Form 10-Q for the quarter ended March 31, 2018;
3. Current Reports on Form 8-K, dated January 23, 2018; February 21, 2018; March 6, 2018; April 20, 2018; and April 23, 2018;
and
4. The description of our common stock, which is registered under Section 12 of the Securities Exchange Act, in our Form 8-A filed with the SEC on April 28, 1967, including any subsequently filed amendments and reports updating such description.

Notwithstanding the foregoing, we are not incorporating any document or information deemed to have been furnished and not filed in accordance with SEC rules.

We also incorporate by reference any future filings we make with the Securities and Exchange Commission under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, until we file a post-effective amendment which indicates that all of the securities offered by the prospectus have been sold or which deregisters all securities then remaining unsold. Any statement contained in a document incorporated or deemed to be incorporated by reference in this registration statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes the statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Reference is made to the information contained in the Exhibit Index filed as part of this Registration Statement.

Signatures

Pursuant to the requirements of the Securities Act of 1933, Huntington Bancshares Incorporated certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on May 3, 2018.

HUNTINGTON BANCSHARES INCORPORATED

By: /s/ Jana J. Litsey
Jana J. Litsey, General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>Stephen D. Steinour*</u> Stephen D. Steinour	Chairman, President, Chief Executive Officer, and Director (Principal Executive Officer))))
<u>Howell D. McCullough III*</u> Howell D. McCullough III	Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer))))
<u>Nancy E. Maloney*</u> Nancy E. Maloney	Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer))))
<u>Lizabeth Ardisana*</u> Lizabeth Ardisana	Director)) May 3, 2018
<u>Ann B. Crane*</u> Ann B. Crane	Director))
<u>Robert S. Cubbin*</u> Robert S. Cubbin	Director))
<u>Steven G. Elliott*</u> Steven G. Elliott	Director))
<u>Gina D. France*</u> Gina D. France	Director))

<u>J. Michael Hochschwender*</u>	Director)
J. Michael Hochschwender)
<u>John C. Inglis*</u>	Director)
John C. Inglis)
<u>Peter J. Kight*</u>	Director)
Peter J. Kight)
<u>Richard W. Neu*</u>	Director)
Richard W. Neu)
<u>David L. Porteous*</u>	Director)
David L. Porteous)
<u>Kathleen H. Ransier*</u>	Director)
Kathleen H. Ransier)

*By: /s/ Jana J. Litsey
Jana J. Litsey, attorney-in-fact
for each of the persons indicated

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

Huntington Bancshares Incorporated

EXHIBITS

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
<u>4(a)</u>	<u>Huntington Supplemental Stock Purchase and Tax Savings Plan and Trust, as Amended and Restated Effective January 1, 2014, filed as Appendix B to Huntington's Proxy Statement dated March 8, 2018 for its 2018 Annual Meeting of Shareholders.</u>
4(b)(P)	Articles V, VIII and X of Articles of Restatement of Charter, as amended and supplemented - previously filed as Exhibit 3(i) to Annual Report on Form 10-K for the year ended December 31, 1993, and Exhibit 3(i)(c) to Quarterly Report on Form 10-Q for the quarterly period ended March 31, 1998, and incorporated herein by reference. Instruments defining the rights of holders of long-term debt will be furnished to the Securities and Exchange Commission upon request.
<u>5*</u>	<u>Opinion of Porter, Wright, Morris & Arthur LLP regarding legality.</u>
<u>23(a)*</u>	<u>Consent of Porter, Wright, Morris & Arthur LLP (included in Exhibit 5 filed herewith).</u>
<u>23(b)*</u>	<u>Consent of PricewaterhouseCoopers LLP.</u>
<u>24*</u>	<u>Power of Attorney.</u>

* Filed herewith.

PORTER WRIGHT MORRIS & ARTHUR LLP

41 South High Street
Columbus, Ohio 43215-6194
Telephone: 614/227-2000
Facsimile: 614/227-2100

May 3, 2018

Huntington Bancshares Incorporated
Huntington Center
41 S. High St.
Columbus, Ohio 43287

Re: Registration Statement on Form S-8
Huntington Bancshares Incorporated Supplemental Stock Purchase and Tax Savings Plan and Trust (the "Plan")

Ladies and Gentlemen:

We have acted as counsel for Huntington Bancshares Incorporated, a Maryland corporation ("Huntington"), in connection with the Registration Statement on Form S-8 (the "Registration Statement"), filed by Huntington with the Securities and Exchange Commission under the Securities Act of 1933, as amended, with respect to the registration of 500,000 shares of Huntington common stock, \$0.01 par value (the "Shares"), to be issued under the Plan.

In connection with this opinion, we have examined such corporate records, documents, and other instruments of the registrant as we have deemed necessary.

Based on the foregoing, we are of the opinion that the Shares will, when issued and paid for in accordance with the provisions of the Plan, be legally issued, fully paid and nonassessable, and entitled to the benefits of the Plan.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ PORTER, WRIGHT, MORRIS & ARTHUR LLP

PORTER, WRIGHT, MORRIS & ARTHUR LLP

Exhibit 23(b)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 16, 2018 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Huntington Bancshares Incorporated's Annual Report on Form 10-K for the year ended December 31, 2017.

/s/ PricewaterhouseCoopers LLP
Columbus, Ohio
May 3, 2018

POWER OF ATTORNEY

(Re: Huntington Supplemental Stock Purchase and Tax Savings Plan and Trust)

Each director and officer of Huntington Bancshares Incorporated (the "Corporation"), whose signature appears below hereby appoints Jana J. Litsey, Stephen D. Steinour, and Howell D. McCullough III, or any of them, as his or her attorney-in-fact, to sign, in his or her name and behalf and in any and all capacities stated below, and to cause to be filed with the Securities and Exchange Commission, the Corporation's Registration Statement on Form S-8 (the "Registration Statement") for the purpose of registering under the Securities Act of 1933, as amended, up to 500,000 shares of the common stock of the Corporation (as such number of shares may be adjusted from time to time for stock dividends, stock splits, or similar transactions affecting the common stock of the Corporation generally) in connection with the Corporation's Supplemental Stock Purchase and Tax Savings Plan and Trust, and likewise to sign and file any amendments, including post-effective amendments, to the Registration Statement, hereby granting to such attorneys, and to each of them, individually, full power and authority to do and perform in the name and on behalf of each of the undersigned, and in any and all such capacities, every act and thing whatsoever necessary to be done in and about the premises as fully as any of the undersigned could or might do in person, hereby granting to each such attorney-in-fact full power of substitution and revocation and hereby ratifying all that any such attorney-in-fact or his substitute may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned have executed this Power of Attorney, in counterparts if necessary, effective as of April 19, 2018.

DIRECTORS/OFFICERS:

Signature / Title

/s/ Stephen D. Steinour

Stephen D. Steinour
Chairman, President, Chief Executive Officer, and Director (Principal Executive Officer)

/s/ Howell D. McCullough III

Howell D. McCullough III
Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer)

/s/ Nancy E. Maloney

Nancy E. Maloney
Executive Vice President and Controller (Principal Accounting Officer)

/s/ Lizabeth Ardisana

Lizabeth Ardisana
Director

/s/ Ann B. Crane

Ann B. Crane
Director

/s/ Robert S. Cubbin

Robert S. Cubbin
Director

/s/ Steven G. Elliott

Steven G. Elliott
Director

/s/ Gina D. France

Gina D. France

Director

/s/ J. Michael Hochschwender

J. Michael Hochschwender

Director

/s/ John C. Inglis

John C. Inglis

Director

/s/ Peter J. Kight

Peter J. Kight

Director

/s/ Richard W. Neu

Richard W. Neu

Director

/s/ David L. Porteous

David L. Porteous

Director

/s/ Kathleen H. Ransier

Kathleen H. Ransier

Director