

**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) May 30, 2018**

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**HUNTINGTON BANCSHARES INCORPORATED**

(Exact name of registrant as specified in its charter)

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**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.)

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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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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 7.01 Regulation FD Disclosure.**

Huntington Bancshares Incorporated ("Huntington") will be participating at the Deutsche Bank Global Financial Services Conference on Wednesday, May 30, 2018. A copy of the slides forming the basis of the presentation (the "Analyst Handout") is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The Analyst Handout will also be available in the Investor Relations section of Huntington's web site at [www.huntington.com](http://www.huntington.com).

The Analyst Handout is being furnished pursuant to Item 7.01, and the information contained therein shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that section. Furthermore, the information contained in Exhibit 99.1 shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 99.1 – Analyst Handout

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**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: May 30, 2018

By:           /s/ Howell D. McCullough III          

Howell D. McCullough III

Chief Financial Officer

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**EXHIBIT INDEX**

Exhibit No.	Description
<a href="#">Exhibit 99.1</a>	<a href="#">Analyst Handout</a>

# Welcome

Huntington Bancshares Incorporated  
Deutsche Bank Global Financial Services Conference

May 30, 2018



# 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; 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, 2017, 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 Bancshares Overview

Huntington is a \$104 billion asset regional bank holding company headquartered in Columbus, Ohio. Founded in 1866, The Huntington National Bank and its affiliates provide consumer, small business, commercial, treasury management, capital markets, wealth management, and insurance services.

## Ohio

Branches: 464  
Deposits: \$49.7 Billion  
Loans<sup>(1)</sup>: \$40.4 Billion

## Pennsylvania

Branches: 50  
Deposits: \$3.6 Billion  
Loans<sup>(1)</sup>: \$6.5 Billion

## Illinois

Branches: 37  
Deposits: \$2.1 Billion  
Loans<sup>(1)</sup>: \$5.3 Billion

## Wisconsin

Branches: 31  
Deposits: \$0.8 Billion  
Loans<sup>(1)</sup>: \$1.4 Billion

## Michigan

Branches: 306  
Deposits: \$14.8 Billion  
Loans<sup>(1)</sup>: \$16.4 Billion

## Indiana

Branches: 42  
Deposits: \$3.6 Billion  
Loans<sup>(1)</sup>: \$5.6 Billion

## West Virginia

Branches: 25  
Deposits: \$1.8 Billion  
Loans<sup>(1)</sup>: \$2.2 Billion

## Kentucky

Branches: 10  
Deposits: \$0.5 Billion  
Loans<sup>(1)</sup>: \$2.5 Billion



- Huntington's top 10 deposit MSAs represent ~78% of total deposits
- Ranked #1 in deposit market share in 14% of total footprint MSAs and top 3 in 41%

Note: As of Dec. 31, 2017; Source: FDIC Market share as of Jun. 30, 2017

(1) Funded and unfunded loan commitments; (2) 2016 IMF and US Bureau of Economic Analysis;

(3) Rankings through SBA 2018 second fiscal quarter; (4) Icon Advisory Group, YTD 9/17

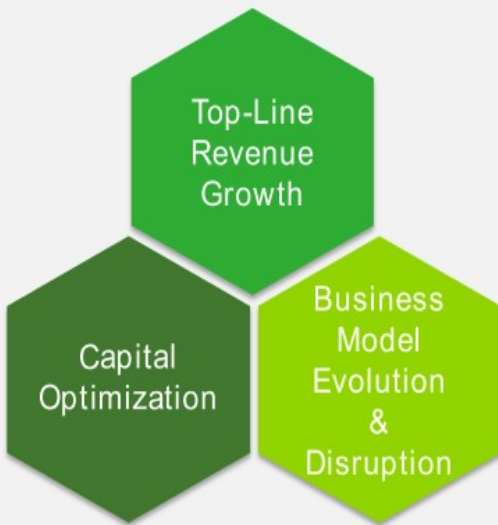




# Strategic Planning Process

Initiated the strategic planning process in 1Q18 which will yield new long-term goals for the company

Initial areas of focus for the 2018 Strategic Planning Process:



## 2014 Strategic Plan Outcomes:

- ✓ Improved scale
- ✓ Accelerated achievement of long-term financial goals
- ✓ Best in class return profile

## 2009 Strategic Plan Outcomes:

- ✓ Disciplined risk management
- ✓ Fair Play consumer strategy
- ✓ Huntington brand evolution

# Driving Toward a Best-in-Class Return Profile

Actions taken since 2009 accelerated performance

Focused the Business Model

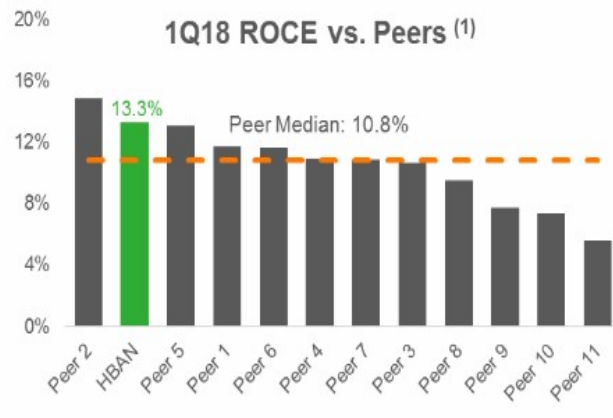
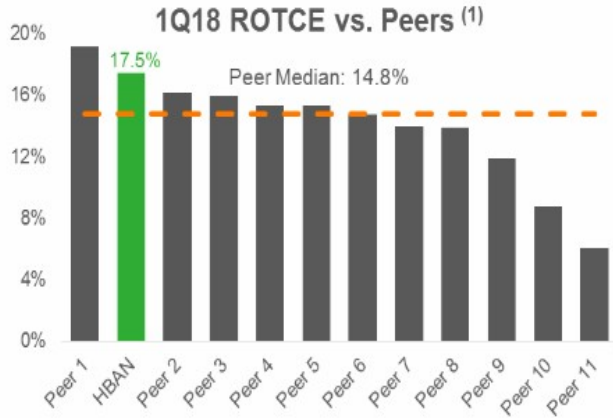
Built the Brand

Invested in the Franchise

Disciplined Execution

Aggregate Moderate-to-Low Risk Appetite

Strong Management / Shareowner Alignment



(1) Peer data on a core basis, Source: SNL Financial

Peers include BBT, CFG, CIT, CMA, FITB, KEY, MTB, PNC, RF, STI, ZION

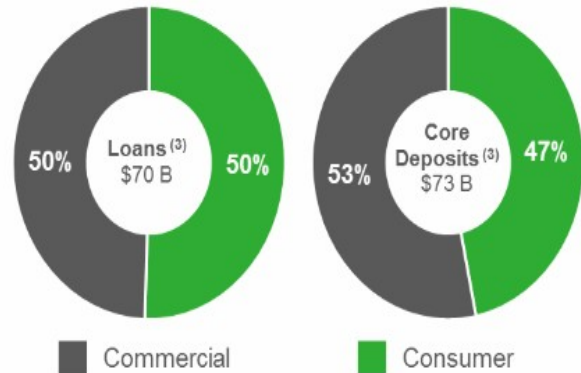
# Positioned for Strong Relative Performance Through-the-Cycle

## Strengthened Pretax Pre-Provision Net Revenue <sup>(1)</sup>



% of RWA	2014	2015	2016	2017	1Q17 <sup>(2)</sup>	1Q18 <sup>(2)</sup>
	1.86%	1.86%	1.75%	2.26%	2.19% <sup>(2)</sup>	2.26% <sup>(2)</sup>

## Well-Diversified Balance Sheet



## Disciplined Management of Credit Risk

Cumulative Losses as a % of Average Total Loans in Dodd-Frank Act Stress Test (DFAST) Supervisory Severely Adverse Scenario



Note: Ranking among 19 traditional commercial banks

## Strong Capital Base and Capital Management

### Common Equity Tier 1 (CET1) Ratio



### Total Risk-Based Capital Ratio



(1) Non-GAAP financial metric; see Reconciliation on slide 9; (2) Annualized; (3) 1Q18 average balances; (4) projected minimum in the Federal Reserve Severely Adverse Scenario

# 2018 Expectations

		<u>2018 Outlook</u>
<b>Balance Sheet</b>	Average Loan Growth - Assumes \$500 MM Auto securitization	4% - 6%
	Average Deposit Growth	3% - 5%
<b>Income Statement</b>	Revenue - Assumes no additional rate hikes in 2018	4% - 6%
	Net Interest Margin (GAAP) - Core NIM up modestly - New money yields above portfolio yields across all loan categories	Flat
	Noninterest Expense	(2%) - (4%)
	Efficiency Ratio	55% - 57%
	Effective Tax Rate	15.5% - 16.5%
<b>Credit</b>	Net Charge-offs - Remain below long-term expectations of 35 bp – 55 bp	< 35 bp

Note: All metrics presented on a GAAP basis assuming an unchanged rate environment



## Important Messages

- **Strategic focus on Customer Experience**, extending our industry-leading position through targeted investments in business lines and technology, Optimal Customer Relationship (OCR), and “Do the Right Thing” culture
- **Building long-term shareholder value**, through adherence to aggregate moderate-to-low risk appetite, reduction in earnings volatility through the cycle, disciplined capital allocation, and continuous improvement
- **Focus on top quartile financial performance relative to peers**, with industry-leading return on tangible common equity, efficiency ratio, and annual goal to achieve positive operating leverage
- **High level of colleague and shareholder alignment**, with Board, management, and colleague ownership representing the seventh largest shareholder with ~27 million common shares

# Reconciliation

## Pretax Pre-Provision Net Revenue (PPNR)

(\$ in millions)		1Q18	1Q17	2017	2016	2015	2014
Net interest income – FTE		\$777	\$743	\$3,052	\$2,412	\$1,983	\$1,865
Noninterest income		314	312	1,307	1,151	1,039	961
Total revenue		1,091	1,055	4,359	3,563	3,022	2,826
Less: Significant Items		0	2	2	1	3	1
Less: gain on securities		0	0	(4)	0	1	18
Total revenue – adjusted	A	1,091	1,053	4,361	3,562	3,018	2,807
Noninterest expense		633	707	2,714	2,408	1,976	1,882
Add: provision for unfunded loans		(2)	(6)	(11)	21	11	(2)
Less: Significant Items		0	73	154	239	58	65
Noninterest expense – adjusted	B	631	628	2,549	2,191	1,929	1,815
Pretax pre-provision net revenue (PPNR)	A - B	\$460	\$425	\$1,812	\$1,372	\$1,089	\$1,011
Risk-weighted assets (RWA)		\$81,365	\$77,559	\$80,340	\$78,263	\$58,420	\$54,479
PPNR as % of RWA		2.26%	2.19%	2.26%	1.75%	1.86%	1.86%

