

**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, 2018



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.)
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Huntington Center 41 South High Street Columbus, Ohio (Address of principal executive offices)	43287 (Zip Code)
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(614) 480-2265
(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))

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.

Item 8.01 Other Information.

On June 28, 2018, 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 2018 Comprehensive Capital Analysis and Review ("CCAR"). These actions included a 27% increase in the quarterly dividend per common share to \$0.14, starting in the third quarter of 2018, the repurchase of up to \$1.068 billion of common stock over the next four quarters (July 1, 2018 through June 30, 2019), and maintaining dividends on the outstanding classes of preferred stock and trust preferred securities. Any capital actions, including those contemplated in the above announced actions, are subject to consideration and evaluation by Huntington's Board of Directors.

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 – News release of Huntington Bancshares Incorporated, dated June 28, 2018.

**FOR IMMEDIATE RELEASE****June 28, 2018****Analysts:** Mark Muth (mark.muth@huntington.com), 614.480.4720**Media:** Matt Samson (matt.b.samson@huntington.com), 312.263.0203**HUNTINGTON BANCSHARES Receives No Objection From The Federal Reserve For Proposed Capital Actions IN 2018 CCAR*****Proposed Capital Actions Include a 27% Increase of the Quarterly Dividend and the Repurchase of Up To \$1 Billion 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 2018 Comprehensive Capital Analysis and Review ("CCAR"). These planned actions include:

- A 27% increase in the quarterly dividend per common share to \$0.14, starting in the third quarter of 2018, subject to approval by the Board of Directors;
- The repurchase of up to \$1.068 billion of common stock over the next four quarters (July 1, 2018 through June 30, 2019), subject to authorization by the Board of Directors; and
- Maintaining dividends on the outstanding classes of preferred stock and trust preferred securities.

"The disciplined execution of our strategies has driven material earnings power improvement. Coupled with our commitment to an aggregate moderate-to-low risk profile and a CET1 capital ratio modestly above our operating target range, we were well positioned for this year's Dodd-Frank Act Stress Test and CCAR," said Stephen D. Steinour, chairman, president, and CEO. "We are pleased with the Federal Reserve's non-objection to our proposed capital actions, which deploy capital in line with our consistently-stated capital priorities: to fund organic growth first, to increase our quarterly dividend, and then other uses including returning capital via share repurchases. This is the eighth consecutive year of an increased dividend. We are committed to our capital priorities as we look ahead."

"Our Board, management, and colleagues are strongly aligned with long-term shareholders. We have built a franchise designed to deliver efficient growth, disciplined risk management, and a capital return profile that we believe will create compelling long-term shareholder returns," said Steinour.

About Huntington

Huntington Bancshares Incorporated is a regional bank holding company headquartered in Columbus, Ohio, with \$104 billion of assets and a network of 966 branches and 1,866 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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