

**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 5, 2019**



**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) 480-2265**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report.)

Securities registered pursuant to Section 12(b) of the Act:

Title of class	Trading Symbol(s)	Name of exchange on which registered
<b>5.875% Series C Non-Cumulative, perpetual preferred stock</b>	<b>HBANN</b>	<b>Nasdaq</b>
<b>6.250% Series D Non-Cumulative, perpetual preferred stock</b>	<b>HBANO</b>	<b>Nasdaq</b>
<b>Common Stock—Par Value \$0.01 per Share</b>	<b>HBAN</b>	<b>Nasdaq</b>

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 5, 2019, the Board of Directors of Huntington Bancshares Incorporated (Huntington) elected Kenneth J. Phelan as a director. Mr. Phelan will serve on the Risk Oversight Committee of the Board of Directors.

Mr. Phelan will participate in Huntington's standard compensation arrangements for non-employee directors which consist of an annual equity grant and cash compensation in the form of board and committee retainers and per meeting fees for meetings in excess of a specified number.

**Item 8.01 Other Events.**

On June 11, 2019, Huntington issued a press release announcing the appointment of Kenneth J. Phelan as a director. 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 11, 2019.

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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: June 11, 2019

By: /s/ Jana J. Litsey

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Jana J. Litsey

General Counsel

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**EXHIBIT INDEX**

Exhibit No.	Description
<a href="#">Exhibit 99.1</a>	<a href="#">News release of Huntington Bancshares Incorporated, dated June 11, 2019</a>



**June 11, 2019**

**Analysts:** Mark Muth (mark.muth@huntington.com), 614.480.4720

**Media:** Matt Samson (matt.b.samson@huntington.com), 312.263.0203

**U.S. TREASURY'S FIRST CHIEF RISK OFFICER KEN PHELAN  
JOINS BOARD OF HUNTINGTON BANCSHARES INCORPORATED**

*Phelan brings deep experience in credit and risk strategy to HBI Board*

**COLUMBUS, Ohio** - The Board of Directors of Huntington Bancshares Incorporated (Nasdaq: HBAN; [www.huntington.com](http://www.huntington.com)) has unanimously elected as a member retired U.S. Department of the Treasury Chief Risk Officer Kenneth J. Phelan.

Phelan joined the U.S. Department of the Treasury as its first Chief Risk Officer in November 2014. In this role, he established the department's Office of Risk Management to provide senior Treasury and other Administration officials with analysis of key risks, including credit, market, liquidity, operational, governance, and reputational risks across the department. Phelan also served as Acting Director for the Office of Financial Research, an independent bureau within the Treasury Department charged with supporting the Financial Stability Oversight Council and conducting research about systemic risk.

"Ken's deep expertise and extraordinary career as a highly regarded risk and credit leader will significantly strengthen Huntington's governance," said Stephen D. Steinour, chairman, president and chief executive officer of Huntington. "His unique, broad-based experience across the risk and credit spectrum at a variety of institutions will enable our board to maximize our risk capability in protecting our customers, shareholders and colleagues."

Prior to Treasury, Phelan served as the Chief Risk Officer for RBS Americas and for Fannie Mae after it was placed in conservatorship. He previously served as the Chief Risk Officer for Wachovia, where he provided leadership for credit, market, and operational risk management during the transition following the company's acquisition by Wells Fargo. Earlier in his career, Phelan held a variety of senior risk roles at JP Morgan Chase & Co., UBS, and Credit Suisse.

"Huntington is well positioned, and I look forward to helping the board continue its focus on disciplined growth in an increasingly complex world," Phelan said. "I share the board's commitment to looking out for people in all we do, and I admire the strong governance mindset that aligns the interests of Huntington's many stakeholders."

Phelan earned his bachelor's degree in finance from Old Dominion University and his master's degree in economics from Trinity College in Dublin, Ireland. He earned his law degree from Villanova University.

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Phelan serves on the board of Independence Mission Schools, a non-profit that provides a transformative Catholic education to children of all faiths in low-income neighborhoods across Philadelphia.

**About Huntington**

Huntington Bancshares Incorporated is a regional bank holding company headquartered in Columbus, Ohio, with \$108 billion of assets and a network of 898 full-service branches, including 12 Private Client Group offices, and 1,727 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 vehicle finance, equipment finance, national settlement, and capital market services that extend beyond its core states. Visit [huntington.com](http://huntington.com) for more information.

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