

**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 27, 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
5.875% Series C Non-Cumulative, perpetual preferred stock	HBANN	Nasdaq
6.250% Series D Non-Cumulative, perpetual preferred stock	HBANO	Nasdaq
Common Stock—Par Value \$0.01 per Share	HBAN	Nasdaq

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 27, 2019, Huntington announced proposed capital actions included in Huntington's 2019 capital plan. These actions include a 7% increase in the quarterly dividend per common share to \$0.15, starting in the third quarter of 2019, the repurchase of up to \$513 million of common stock over the next four quarters (July 1, 2019 through June 30, 2020), and maintaining dividends on the outstanding classes of preferred stock and trust preferred securities. Any capital actions, including those contemplated above, are subject to approval 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 27, 2019.

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 27, 2019

By: /s/ Jana J. Litsey

Jana J. Litsey

General Counsel

EXHIBIT INDEX

Exhibit No. Description

[Exhibit 99.1](#) [News release of Huntington Bancshares Incorporated, dated June 27, 2019.](#)

**FOR IMMEDIATE RELEASE****June 27, 2019****Analysts:** Mark Muth (mark.muth@huntington.com), 614.480.4720**Media:** Matt Samson (matt.b.samson@huntington.com), 312.263.0203**HUNTINGTON BANCSHARES ANNOUNCES PROPOSED CAPITAL ACTIONS
IN 2019 CAPITAL PLAN*****Proposed Capital Actions Include a 7% Increase of the Quarterly Cash Dividend and the Repurchase of Up To \$513 Million of Common Stock***

COLUMBUS, Ohio - Huntington Bancshares Incorporated (Nasdaq: HBAN; www.huntington.com) announces proposed capital actions included in Huntington's 2019 capital plan. These planned actions include:

- A 7% increase in the quarterly dividend per common share to \$0.15, starting in the third quarter of 2019, subject to approval by the Board of Directors;
- The repurchase of up to \$513 million of common stock over the next four quarters (July 1, 2019 through June 30, 2020), subject to authorization by the Board of Directors; and
- Maintaining dividends on the outstanding classes of preferred stock and trust preferred securities.

"We are a high-performing regional bank, seeking to deliver top quartile, through-the-cycle shareholder returns," said Stephen D. Steinour, chairman, president, and CEO. "Disciplined capital management is a key component in that equation. The 2019 capital plan aligns with our well-articulated capital priorities: to fund organic growth first, to increase our quarterly dividend for the seventh consecutive year, and then other uses, including returning capital to our shareholders through share repurchases."

"The plan is supported by our continued strong financial performance, robust capital generation, and disciplined risk management, including adherence to our aggregate moderate-to-low risk appetite. We also were cognizant of the significant macroeconomic and market volatility over the past several months, as well as other global economic uncertainty. As we manage through this environment, the plan is consistent with our stated goal of managing our CET1 capital ratio to the high-end of our targeted operating range of 9% to 10%."

About Huntington

Huntington Bancshares Incorporated is a regional bank holding company headquartered in Columbus, Ohio, with \$108 billion of assets and a network of 868 full-service branches, including 12 Private Client Group offices, and 1,687 ATMs across seven 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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