

**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) July 17, 2019



Huntington Bancshares Incorporated
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

1-34073
(Commission
File Number)

31-0724920
(I.R.S. Employer
Identification No.)

Registrant's address: 41 South High Street, Columbus, Ohio 43287

Registrant's telephone number, including area code: (614) 480-2265

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 Events.

On July 19, 2019, Huntington Bancshares Incorporated ("Huntington") announced that the board of directors declared a quarterly cash dividend on its common stock (Nasdaq: HBAN) of \$0.15 per common share, up \$0.01 per share, or 7%, from the prior quarter. The dividend is payable October 1, 2019 to shareholders of record on September 17, 2019.

In addition, on July 19, 2019, Huntington announced that the board of directors declared a quarterly cash dividend on its (i) Floating Rate Series B Non-Cumulative Perpetual preferred stock of \$12.50845070 per share (equivalent to \$0.3127113 per depositary receipt share); (ii) 5.875% Series C Non-Cumulative Perpetual preferred stock (Nasdaq: HBANN) of \$14.69 per share (equivalent to \$0.36725 per depositary receipt share); (iii) 6.25% Series D Non-Cumulative Perpetual preferred stock (Nasdaq: HBANO) of \$15.625 per share (equivalent to \$0.390625 per depositary receipt share); and (iv) 5.70% Series E Fixed-to Floating Rate Non-Cumulative Perpetual preferred stock of \$1,425.00 per share (equivalent to \$14.25 per depositary receipt share). All four dividends are payable October 15, 2019 to shareholders of record on October 1, 2019.

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 – Press release of Huntington Bancshares Incorporated, dated July 19, 2019.



July 19, 2019

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

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

HUNTINGTON BANCSHARES INCORPORATED DECLARES 7% INCREASE IN QUARTERLY CASH DIVIDEND ON ITS COMMON STOCK AND DECLARES QUARTERLY CASH DIVIDENDS ON ITS PREFERRED STOCKS

COLUMBUS, Ohio - Huntington Bancshares Incorporated (www.huntington.com) announced that the Board of Directors declared a quarterly cash dividend on the company's common stock (Nasdaq: HBAN) of \$0.15 per common share, up \$0.01, or 7%, from the prior quarter. The common stock cash dividend is payable October 1, 2019, to shareholders of record on September 17, 2019.

"The Board is pleased to be able to reward our shareholders with a dividend increase on the common stock for the seventh consecutive year," said Steve Steinour, chairman, president, and CEO. "Our strategy is designed to deliver sustained top quartile financial performance, which results in robust capital generation. The dividend increase deploys 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."

In addition, the Board declared quarterly cash dividends on its four series of preferred stock. The Board declared a quarterly cash dividend on its Floating Rate Series B Non-Cumulative Perpetual Preferred Stock (CUSIP#: 446150500) of \$12.50845070 per share (equivalent to \$0.3127113 per depositary receipt share). The Board declared a quarterly cash dividend on its 5.875% Series C Non-Cumulative Perpetual Preferred Stock (Nasdaq: HBANN) of \$14.69 per share (equivalent to \$0.36725 per depositary receipt share). The Board declared a quarterly cash dividend on its 6.25% Series D Non-Cumulative Perpetual Preferred Stock (Nasdaq: HBANO) of \$15.625 per share (equivalent to \$0.390625 per depositary receipt share). Finally, the Board declared a quarterly cash dividend on its 5.70% Series E Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock (CUSIP#: 446150 AL8) of \$1,425.00 per share (equivalent to \$14.25 per depositary receipt share). All four preferred stock cash dividends are payable October 15, 2019, to their respective shareholders of record on October 1, 2019.

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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