

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 15, 2021



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.)

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))

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

Title of class	Trading Symbol(s)	Name of exchange on which registered
Depository Shares (each representing a 1/40th interest in a share of 5.875% Series C Non-Cumulative, perpetual preferred stock)	HBANN	NASDAQ
Depository Shares (each representing a 1/40th interest in a share of 6.250% Series D Non-Cumulative, perpetual preferred stock)	HBANO	NASDAQ
Depository Shares (each representing a 1/40th interest in a share of 4.500% Series H Non-Cumulative, perpetual preferred stock)	HBANP	NASDAQ
Depository Shares (each representing a 1/100th interest in a share of 5.70% Series I Non-Cumulative, perpetual preferred stock)	HBANM	NASDAQ
Common Stock—Par Value \$0.01 per Share	HBAN	NASDAQ

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 7.01 Regulation FD Disclosure.

Huntington Bancshares Incorporated ("Huntington") will be participating in the Morgan Stanley US Financials, Payments, & CRE Conference on Tuesday, June 15, 2021. 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.

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.

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 – Analyst Handout

EXHIBIT INDEX

Exhibit No.	Description
Exhibit 99.1	Exhibit 99.1 – Analyst Handout
Exhibit 104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

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 15, 2021

By: /s/ Zachary Wasserman

Zachary Wasserman

Chief Financial Officer

Morgan Stanley
U.S. Financials,
Payments, & CRE
Conference

June 15, 2021



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Disclaimer

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This communication may contain certain forward-looking statements, including, but not limited to, certain plans, expectations, goals, projections, and statements that are not historical facts. Such statements 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; the magnitude and duration of the COVID-19 pandemic and its impact on the global economy and financial market conditions and our business, results of operations, and financial condition; 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; reform of LIBOR; competitive pressures on product pricing and services; success, impact, and timing of our business strategies, including market acceptance of any new products or services including those 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; the possibility that the anticipated benefits of the transaction with TCF Financial Corporation (“TCF”) are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies or as a result of the strength of the economy and competitive factors in the areas where Huntington does business; the possibility that the proposed branch divestiture will not close when expected or at all because required regulatory approvals are not received or other conditions to the closing are not satisfied on a timely basis or at all; the possibility that the branch divestiture may be more expensive to complete than anticipated, including as a result of unexpected factors or events; diversion of management’s attention from ongoing business operations and opportunities; potential adverse reactions or changes to business or employee relationships, including those resulting from the announcement or completion of the branch divestiture; and other factors that may affect the future results of Huntington. Additional factors that could cause results to differ materially from those described above can be found in Huntington’s Annual Report on Form 10-K for the year ended December 31, 2020, which is on file with the Securities and Exchange Commission (the “SEC”) and available in the “Investor Relations” section of Huntington’s website, <http://www.huntington.com>, under the heading “Publications and Filings” and in other documents Huntington files 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. Huntington does 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 Overview

Over 150 years of serving the financial needs of our customers

Density and Scale in Attractive Markets



BRANCH FOOTPRINT OFFERINGS:

- | | |
|------------------|---------------------------|
| Business Banking | Insurance |
| Commercial | Private Banking |
| Consumer | Wealth Management & Trust |

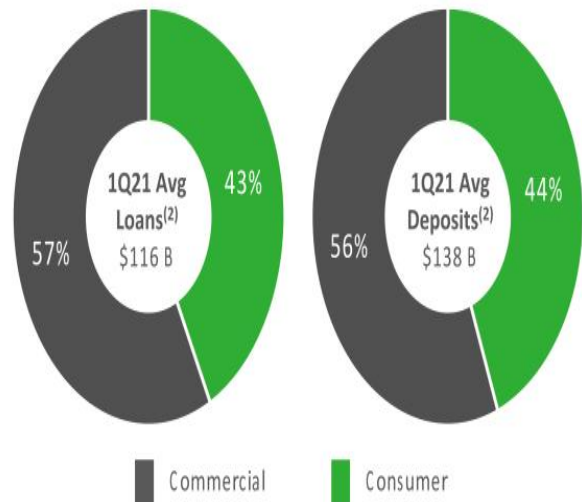
EXTENDED / NATIONAL OFFERINGS:

- | | |
|--------------------------------|-------------------------------|
| Asset Finance | Inventory Finance |
| Auto Finance | National Settlements |
| Capital Markets | Practice Finance |
| Commercial Specialty Verticals | RV and Marine |
| Corporate Banking | Small Business Administration |
| Government Banking | Treasury Management |

See Notes on Slide 11

Well-Diversified Balance Sheet

With \$175 billion of total assets⁽¹⁾, Huntington is a **Top 25 bank holding company in the US**



Differentiated and Distinguished Products and Services

#1 in **Consumer Banking** in North Central Region Customer Satisfaction⁽²⁾



#1 in Customer Satisfaction with **Mobile Banking Apps** among Regional Banks⁽²⁾ for the **third consecutive year**

For J.D. Power 2021 award information, visit jdpower.com/awards



- **U.S. Middle Market Banking** - Eight National and Four Regional 2020 Greenwich Excellence Awards, including Overall Satisfaction (National)
- **U.S. Small Business Banking** - Six National and Two Regional 2020 Greenwich Excellence Awards, including Overall Satisfaction (National)

Building the Leading People-First, Digitally Powered Bank

Creating a sustainable competitive advantage with focused investment in customer experience, product differentiation, and key growth initiatives

We are a Purpose driven company

- Our Purpose is to make people's lives better, help businesses thrive, and strengthen the communities we serve

Drive organic growth across all business segments

- Deliver a superior customer experience through differentiated products, digital capabilities, market segmentation, and tailored expertise
- Leverage the value of our brand, our deeply rooted leadership in our communities, and our market leading convenience to efficiently acquire, deepen, and retain client relationships

Deliver sustainable, top quartile financial performance and efficiency

- Drive diversified revenue growth
- Leverage increased scale from the TCF acquisition
- Minimize earnings volatility through the cycle
- Deliver consistent annual positive operating leverage and top quartile returns on capital

Be a source of stability and resilience through enterprise risk management & balance sheet strength

- Maintain an aggregate moderate to low, through the cycle risk profile
- Disciplined capital allocation and priorities (first fund organic growth, second maintain the dividend, and then other capital uses)

What People-First, Digitally Powered Means to Huntington

People-First

Fulfilling our purpose to make people's lives better, help businesses thrive, and strengthen the communities we serve

Category of One culture & brand

- Built on the promise of looking out for people, delivering exceptional experiences that go beyond expectations

Fair Play banking

- Simple, transparent, and compelling products and services, designed to eliminate the pain points of banking

Multi channel delivery

- People can bank where they want, when they want, and we are there to meet them digitally or in branches

Local matters

- Capitalizing on local knowledge, credibility, and leadership to positively impact our customers and communities

Destination workplace

- Drive high levels of engagement, trust, and inclusion in order to be the best place our Colleagues will ever work

Digitally Powered

Leveraging technology to expand channel capabilities, enhance experiences for all customer segments, and enable scale efficiencies

Differentiated products and experiences

- Easy and intuitive capabilities that engage users and provide unique value

Scalable infrastructure

- Balance of in house and external solutions for optimal functionality and flexibility

Adaptable technology

- Modernized, scalable platforms that support innovation, products, and partnerships

Agile delivery model

- Cross functional organizational approach and iterative development producing an ongoing stream of new launches

Sustained investment capacity

- Commitment to continual investment driven by enhanced efficiency and profitability

People-First, Digitally Powered

Building a Best in Class Customer Experience for Consumers

Differentiated products and digital capabilities...

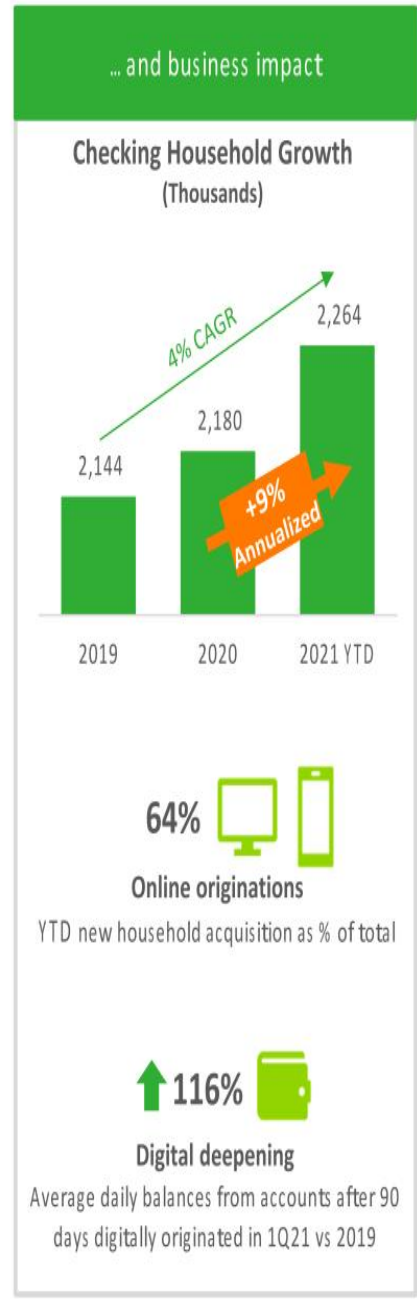
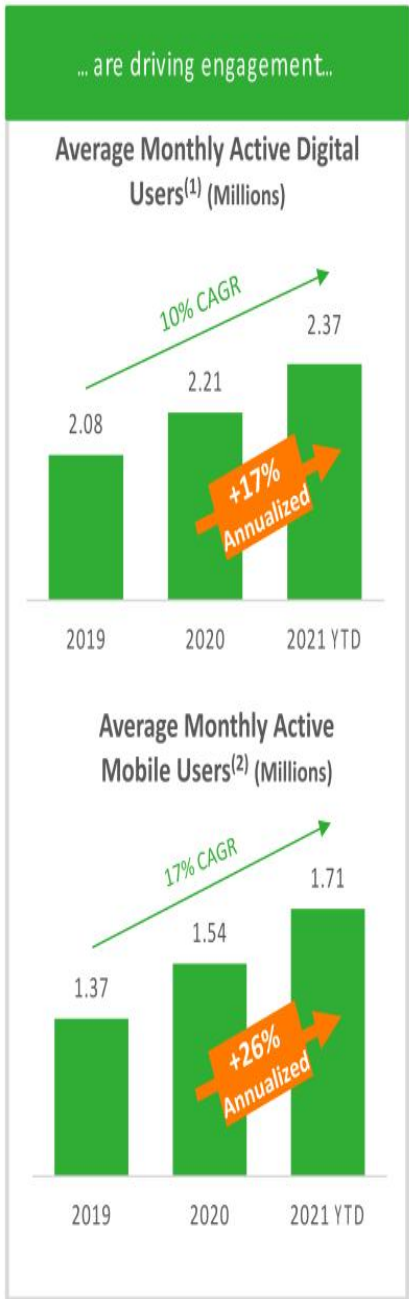
Consumer Digital Origination

- Checking ✓
- Mortgage ✓
- Savings ✓
- Home Equity ✓
- Credit Card ✓

****June 2021 Product Launches****

- Standby Cash
- Early Pay
- Digital only Unsecured Line of Credit
- Early Access to Direct Deposit

- \$50 Safety Zone Overdraft Protection
- The Hub Money Management
- Huntington Heads Up Personalized Alerts
- Money Scout Savings Automation



See Notes on Slide 11

People-First, Digitally Powered

Building a Best-in-Class Customer Experience for Businesses

Differentiated and expanded business and commercial capabilities...

Business Banking Digital Origination

- Checking
- Conventional Loans
- Savings
- SBA Loans

24-Hour **Grace** For Business



\$50 Safety Zone For Business



5% Increase in Commercial Bankers



Dedicated Commercial Agile Development Team

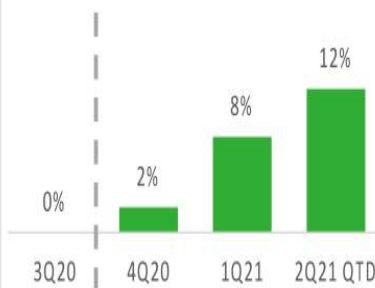


Real-Time Payments (send/receive)

... are driving engagement and helping to deepen relationships...

New Business Deposit Accounts Originated Digitally

Includes Checking, Savings, MMA



Digital origination launched in 4Q20

↑ 12%

Treasury management revenue (YTD Y/Y)



#8 Receive Volume⁽¹⁾ Real-Time Payments (May Transactions)

... and positioning for a rebound as the environment normalizes

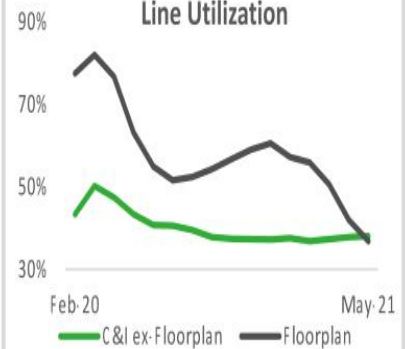
Business Checking Relationships (Thousands)



↑ +3.6B loan increase

if utilization rates return to normalized levels

Line Utilization



See Notes on Slide 11

Morgan Stanley US Financials, Payments, & CRE Conference

| 7 |



Appendix



Paycheck Protection Program (PPP) Update



PPP Loans as of 5/31/2021

Loans

- Total program: \$8.6 billion (58,900) of total loans approved
- Original program: \$6.6 billion (38,500) total loans approved
- New program: \$2.0 billion (20,400) loans approved

Forgiveness

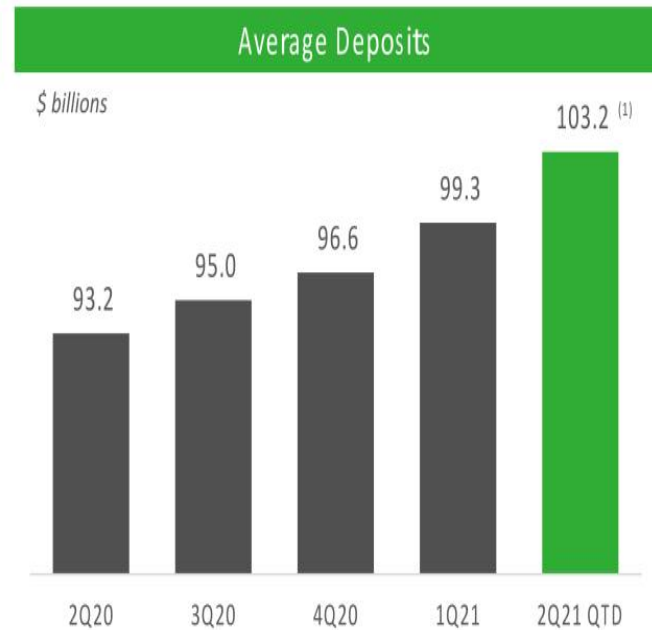
- Expect 85% of both programs to be forgiven
- Total program: \$3.5 billion QTD in 2Q21
- Original program: \$1.0 billion forgiven QTD in 2Q21
- New program forgiveness started in June
 - Forgiveness expected to be received primarily in 2H21

Income Statement Impact

- 2Q21 net interest income includes \$25 million related to PPP QTD, including \$16.2 million from accelerated accretion from forgiveness

2Q21 Mid Quarter Update

Balance sheet trends



- Commercial balances lower due to PPP forgiveness further decline in dealer floorplan utilization
- C&I utilization ex floorplan remains relatively unchanged
- Consumer balances higher due residential mortgage, auto, RV /marine
- 2Q origination activity in line with expectations
- Commercial pipelines remain elevated versus pre pandemic levels

- Growth in both consumer and commercial balances
 - Growth continues to be in noninterest bearing DDA and interest bearing DDA
- Approximately \$6.3 billion of excess cash at the Federal Reserve Bank, as of May 31
- Expect impact of most recent rounds of federal stimulus to have exited bank by year end

Notes

Slide 3:

1. Total assets were calculated by adding the corresponding HBAN and TCF Financial Corporation amounts from their 3/31/21 filings and do not include any purchase accounting adjustments.
2. For J.D. Power 2021 award information, visit [jdpower.com/awards](https://www.jdpower.com/awards).
Huntington received the highest score among regional banks in the J.D. Power 2021 U.S. Banking Mobile App Satisfaction Study of customers' satisfaction with their financial institution's mobile applications for banking account management.
Huntington received the highest ranking in Customer Satisfaction with Consumer Banking in the North Central Region of the J.D. Power 2021 U.S. Retail Banking Satisfaction Study.

Slide 6:

1. Active digital users – users of all web and/or mobile platforms who logged in at least once each month of the quarter.
2. Active mobile users – users of all mobile platforms who logged in at least once each month of the quarter.

Slide 7:

1. Eighth largest receive volume during May among banks participating in The Clearing House's RTP (Real Time Payments) network

Slide 10:

1. QTD through 5/31/21

