

**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) May 19, 2023



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)
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- 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 4.500% Series H Non-Cumulative, perpetual preferred stock)	HBANP	NASDAQ
Depository Shares (each representing a 1/1000th interest in a share of 5.70% Series I Non-Cumulative, perpetual preferred stock)	HBANM	NASDAQ
Depository Shares (each representing a 1/40th interest in a share of 6.875% Series J Non-Cumulative, perpetual preferred stock)	HBANL	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 (§240.12b-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 May 19, 2023, the Board of Directors of Huntington Bancshares Incorporated (Huntington) elected Rafael Andres Diaz-Granados and John C. ("Chris") Inglis to serve on its Board of Directors, effective May 19, 2023. Diaz-Granados shall serve on the Risk Oversight Committee and the Community Development Committee and Inglis shall serve on the Nominating and ESG Committee and the Technology Committee.

Diaz-Granados and Inglis 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 May 24, 2023, Huntington issued a press release announcing the appointments of Rafael Andres Diaz-Granados and John C. ("Chris") Inglis as 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 May 24, 2023.

EXHIBIT INDEX

Exhibit No.	Description
Exhibit 99.1	News release of Huntington Bancshares Incorporated, dated May 24, 2023
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: May 24, 2023

By:

/s/ Jana J. Litsey

Jana J. Litsey

Title: General Counsel



FOR IMMEDIATE RELEASE

May 24, 2023

Analysts: Timothy Sedabres (timothy.sedabres@huntington.com), 952.745.2766

Media: Seth Seymour (corpmedia@huntington.com), 614.480.3538

**HUNTINGTON BANCSHARES INCORPORATED NAMES RAFAEL ANDRES DIAZ-GRANADOS AND
JOHN C. (“CHRIS”) INGLIS TO BOARD OF DIRECTORS**

Diaz-Granados brings substantial experience in executive leadership, corporate strategy, and private equity. Inglis brings deep background in technology and cybersecurity to Huntington’s Board

COLUMBUS, Ohio – The Board of Directors of Huntington Bancshares Incorporated (Nasdaq: HBAN) has unanimously elected Rafael Andres Diaz-Granados, Chairman and CEO of Paragon Integrated Services Group LLC, and John C. (“Chris”) Inglis, former U.S. National Cyber Director, as members of the Board.

Rafael Andres Diaz-Granados is a broadly seasoned executive, and international leader. Since 2020, he has served as Chairman and CEO of Paragon, a portfolio company of Palladium Equity Partners. Palladium Equity Partners is a Certified B Corp and one of the oldest minority-owned private equity buyout firms with \$3 billion in assets under management. Diaz-Granados is also co-founder of Angeles Investors, a Hispanic angel investing group based in Chicago, and currently serves as CEO of Cetan Investments based in Miami.

Prior to joining Paragon, Diaz-Granados held multiple country, regional, and global leadership positions with the General Electric Company, including serving as General Counsel and Chief Commercial Officer of GE Latin America, CEO of GE Mexico, and CEO of GE Spain and Portugal. During his 15-year tenure with GE, Diaz-Granados led multiple turnaround and restructuring efforts and delivered strong top-line results. As a GE Quality Leader (GE’s highest Six Sigma certification), he oversaw the GE Healthcare Six Sigma Center of Excellence. Prior to beginning his career at General Electric, Diaz-Granados was an attorney with O’Melveny & Myers, specializing in mergers and acquisitions.

Diaz-Granados also has a wide variety of board leadership experiences, including serving as a director of the Puerto Rico Electric Power Authority, the Massachusetts Growth Capital Corporation, the Latino Corporate Directors Education Foundation, Q’Max Solutions, and as Chair of Trachte, a private company majority-owned by Palladium. He was also Executive Director of FIFARMA, the Latin American Federation of the Pharmaceutical Industry.

Diaz-Granados earned his bachelor’s degree in economics from Harvard University and his Juris Doctor from Georgetown University Law Center.

Chris Inglis is a longtime American government official who most recently served as the first-ever U.S. National Cyber Director, a Senate-confirmed position for which he was unanimously confirmed in June 2021. Prior to this appointment, he served as a Commissioner on the U.S. Cyberspace Solarium Commission from 2019 to 2020 and as the Deputy Director and Chief Operating Officer of the National Security Agency, where he was employed for 28 years. He also served on Huntington’s Board of Directors prior to assuming his role as National Cyber Director.

Inglis has held a number of academic and advisory positions, including the Looker Professor of Cyber Studies at the U.S. Naval Academy, a principal at Paladin Capital, a member of the Department of Defense Science Board, a member of the U.S. Strategic Command Advisory Board, a member of the Penn State Advanced Research Lab advisory board, and a Trustee of the National Intelligence University. Inglis is a retired veteran pilot, with 30 years of experience in the U.S. Air Force and Air National Guard, attaining the rank of Brigadier General.

Inglis holds advanced degrees in engineering and computer science from Columbia University, Johns Hopkins University, and George Washington University.

“Rafael and Chris each brings an extremely strong and deep skillset to Huntington’s board that will complement and enhance the board’s collective skills and expertise,” said Stephen D. Steinour, chairman, president and chief executive officer of Huntington. “Rafael’s numerous roles and experiences in executive leadership are extremely valuable, and Chris’s unparalleled experience with technology and cybersecurity matters is critical, given the growing threats and risks faced by financial institutions. We are fortunate to have individuals of this caliber join our board to help preserve the long-term interests of Huntington’s stakeholders.”

About Huntington

Huntington Bancshares Incorporated (Nasdaq: HBAN) is a \$189 billion asset regional bank holding company headquartered in Columbus, Ohio. Founded in 1866, The Huntington National Bank and its affiliates provide consumers, small and middle-market businesses, corporations, municipalities, and other organizations with a comprehensive suite of banking, payments, wealth management, and risk management products and services. Huntington operates more than 1,000 branches in 11 states, with certain businesses operating in extended geographies. Visit Huntington.com for more information.