

**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) January 10, 2024



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 January 10, 2024, Paul G. Heller, the Chief Technology and Operations Officer of Huntington Bancshares Incorporated (the "Company"), notified the Company of his intention to retire, effective March 1, 2024.

Item 7.01 Regulation FD Disclosure.

On January 10, 2024, the Company issued a press release announcing Mr. Heller's intention to retire and certain changes to the executive leadership team. A copy of the press release is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

The press release 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 – Press release dated January 10, 2024.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press release dated January 10, 2024
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: January 10, 2024

By: /s/ Marcy C. Hingst
Marcy C. Hingst
General Counsel



January 10, 2024

Analysts/Investors: Tim Sedabres (timothy.sedabres@huntington.com), 952.745.2766

Media: Tracy Pesho, (tracy.pesho@huntington.com), 216.276.3301

Huntington Bancshares Announces Retirement of Paul Heller, Chief Technology & Operations Officer

Amit Dhingra, Kendall Kowalski and Prashant Nateri named to bank's executive leadership team

Columbus, OH – Huntington Bancshares Incorporated (Nasdaq: HBAN) today announced the retirement of Paul Heller, Chief Technology and Operations Officer, effective March 1, 2024.

Heller has held the top technology role since joining Huntington in 2012. He is currently responsible for the bank's information technology, operations, digital, payments, and transformation initiatives.

Heller's 38-year career includes holding numerous roles at JPMorgan Chase, including serving as managing director for the corporate internet group and chief technology officer for retail banking. Prior to banking, Heller worked for a decade in management consulting, beginning his career at Andersen Consulting specializing in financial services.

"Paul has made many significant contributions to the company, and on behalf of our board of directors and colleagues, I thank him for his years of tremendous service," said Steve Steinour, Huntington's chairman, president and CEO. "His leadership will have a lasting impact, and he has been a terrific partner to me and to the executive team. I wish him the best in his retirement."

In conjunction with Heller's retirement, effective March 1, 2024, Amit Dhingra, Chief Enterprise Payments Officer; Kendall Kowalski, Chief Information Officer; and Prashant Nateri, Chief Corporate Operations Officer, will all join Huntington's executive leadership team and report to Steinour.

Dhingra has been with Huntington for nine years and holds prior experience with Proctor & Gamble, McKinsey & Company, and U.S. Bank throughout his 27-year career. Kowalski has been with Huntington for 10 years and has a total of 28 years in the industry, an alumnus of Accenture and JP Morgan Chase. Nateri is a 26-year industry veteran and has been with Huntington for 11 years, with prior experience with JP Morgan Chase and Cambridge Technology Partners.

"I look forward to working more closely with Amit, Kendall and Prashant," Steinour noted. "Elevating them illustrates our tremendous bench strength across the Technology and Operations organization and I am pleased to have them join our executive leadership team."

About Huntington

Huntington Bancshares Incorporated (Nasdaq: HBAN) is a \$187 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](https://www.huntington.com) for more information.