

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) February 9, 2026



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 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
Depository Shares (each representing a 1/1000th interest in a share of 5.50% Series L Non-Cumulative, perpetual preferred stock)	HBANZ	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.

As previously announced, Huntington Bancshares Incorporated ("Huntington") will be participating at the 2026 UBS Financial Services Conference on Tuesday, February 10, 2026. Steve Steinour, Chairman, President, and Chief Executive Officer, and Zach Wasserman, Chief Financial Officer, are scheduled to present to analysts and investors. A copy of the presentation slides is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The presentation slides will also be available in the Investor Relations section of Huntington's website at www.huntington-ir.com.

The presentation slides are 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.

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 which are not historical facts and are subject to numerous assumptions, risks, estimates, and uncertainties that are beyond the control of Huntington. 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, continue, believe, intend, estimate, plan, trend, objective, 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 or historical performance: changes in general economic, political, or industry conditions; deterioration in business and economic conditions, including persistent inflation, supply chain issues or labor shortages; instability in global economic conditions and geopolitical matters, as well as volatility in financial markets; changes in U.S. trade policies, including the imposition of tariffs and retaliatory tariffs; the impact of pandemics and other catastrophic events or disasters on the global economy and financial market conditions and our business, results of operations, and financial condition; the impacts related to or resulting from bank failures and other volatility, including potential increased regulatory requirements and costs, such as Federal Deposit Insurance Corporation ("FDIC") special assessments, long-term debt requirements and heightened capital requirements; potential impacts to macroeconomic conditions, which could affect the ability of depository institutions, including us, to attract and retain depositors and to borrow or raise capital; unexpected outflows of deposits which may require us to sell investment securities at a loss; changing interest rates which could negatively impact the value of our portfolio of investment securities; the loss of value of our investment portfolio which could negatively impact market perceptions of us and could lead to deposit withdrawals; market perceptions of us and banks generally, including from the effects of social media; cybersecurity risks; uncertainty in U.S. fiscal and monetary policy, including the interest rate policies of the Board of Governors of the Federal Reserve System ("Federal Reserve"); volatility and disruptions in global capital, foreign exchange, and credit markets; movements in interest rates; 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; changes in policies and standards for regulatory review of bank mergers; 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 Securities and Exchange Commission ("SEC"), the Office of the Comptroller of the Currency, the Federal Reserve, the FDIC, the Consumer Financial Protection Bureau, and state-level regulators; the possibility that the anticipated benefits of recent or proposed acquisitions are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the companies or as a result of the strength of the economy and competitive factors in the areas where the companies do business; and other factors that may affect the future results of Huntington.

All forward-looking statements are expressly qualified in their entirety by the cautionary statements set forth above. 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 actual results, new information or future events, changes in assumptions or changes in circumstances or other factors affecting forward-looking statements 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. If Huntington updates one or more forward-looking statements, no inference should be drawn that Huntington will make additional updates with respect to those or other forward-looking statements. As forward-looking statements involve significant risks and uncertainties, caution should be exercised against placing undue reliance on such statements. See also the other reports filed with the SEC, including discussions under the “Forward-Looking Statements” and “Risk Factors” of Huntington’s Annual Report on Form 10-K for the year ended December 31, 2024 and Quarterly Reports on Form 10-Q for the quarters ended March 31, 2025, June 30, 2025 and September 30, 2025, as filed with the SEC and available on its website at www.sec.gov.

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 – Presentation Slides

EXHIBIT INDEX

Exhibit No.	Description
Exhibit 99.1	Presentation Slides
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: February 9, 2026

By:

/s/ Zachary Wasserman

Zachary Wasserman

Chief Financial Officer



2026 UBS US Financial Services Conference

Welcome.

February 10, 2026

The Huntington National Bank is Member FDIC. ®, Huntington® and  Huntington are federally registered service marks of Huntington Bancshares Incorporated. ©2026 Huntington Bancshares Incorporated.

Disclaimer

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

The information contained or incorporated by reference in this presentation contains certain forward-looking statements, including, but not limited to, certain plans, expectations, goals, projections, and statements, which are not historical facts and are subject to numerous assumptions, risks, estimates, and uncertainties that are beyond the control of Huntington. 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, continue, believe, intend, estimate, plan, trend, objective, 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 or historical performance: changes in general economic, political, or industry conditions; deterioration in business and economic conditions, including persistent inflation, supply chain issues or labor shortages; instability in global economic conditions and geopolitical matters, as well as volatility in financial markets; changes in U.S. trade policies, including the imposition of tariffs and retaliatory tariffs; the impact of pandemics and other catastrophic events or disasters on the global economy and financial market conditions and our business, results of operations, and financial condition; the impacts related to or resulting from bank failures and other volatility, including potential increased regulatory requirements and costs, such as Federal Deposit Insurance Corporation ("FDIC") special assessments, long-term debt requirements and heightened capital requirements; potential impacts to macroeconomic conditions, which could affect the ability of depository institutions, including us, to attract and retain depositors and to borrow or raise capital; unexpected outflows of deposits which may require us to sell investment securities at a loss; changing interest rates which could negatively impact the value of our portfolio of investment securities; the loss of value of our investment portfolio which could negatively impact market perceptions of us and could lead to deposit withdrawals; market perceptions of us and banks generally, including from the effects of social media; cybersecurity risks; uncertainty in U.S. fiscal and monetary policy, including the interest rate policies of the Board of Governors of the Federal Reserve System ("Federal Reserve"); volatility and disruptions in global capital, foreign exchange and credit markets; movements in interest rates; 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; changes in policies and standards for regulatory review of bank mergers; 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 Securities and Exchange Commission ("SEC"), the Office of the Comptroller of the Currency, the Federal Reserve, the FDIC, the Consumer Financial Protection Bureau, and state-level regulators; the possibility that the anticipated benefits of recent or proposed acquisitions are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the companies or as a result of the strength of the economy and competitive factors in the areas where the companies do business; and other factors that may affect the future results of Huntington.

All forward-looking statements are expressly qualified in their entirety by the cautionary statements set forth above. 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 actual results, new information or future events, changes in assumptions or changes in circumstances or other factors affecting forward-looking statements 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. If Huntington updates one or more forward-looking statements, no inference should be drawn that Huntington will make additional updates with respect to those or other forward-looking statements. As forward-looking statements involve significant risks and uncertainties, caution should be exercised against placing undue reliance on such statements. See also the other reports filed with the SEC, including discussions under the "Forward-Looking Statements" and "Risk Factors" of Huntington's Annual Report on Form 10-K for the year ended December 31, 2024 and Quarterly Reports on Form 10-Q for the quarters ended March 31, 2025, June 30, 2025 and September 30, 2025, as filed with the SEC and available on its website at www.sec.gov.

Key Messages

- 1** Differentiated super regional bank model
- 2** Focused execution generating powerful organic growth
- 3** Proven expertise in seamlessly integrating new partners
- 4** Compelling flywheel for value creation

**Powering robust revenue, earnings and tangible book value growth
and improving ROTCE**

Proud 160 year history. Accelerating into the future.

Vision

To Be the Leading **People-First, Customer-Centered** Bank in the Country

Super Regional Bank Positioned for Strong Secular Growth

Powerhouse
Consumer and
Regional Banking
Franchise in 21 States



Local Delivery of
National Capabilities
with Deep Customer
Relationships

Growing National
Commercial
Businesses

Comprehensive suite of
value-added services

Leading with Advice &
Guidance

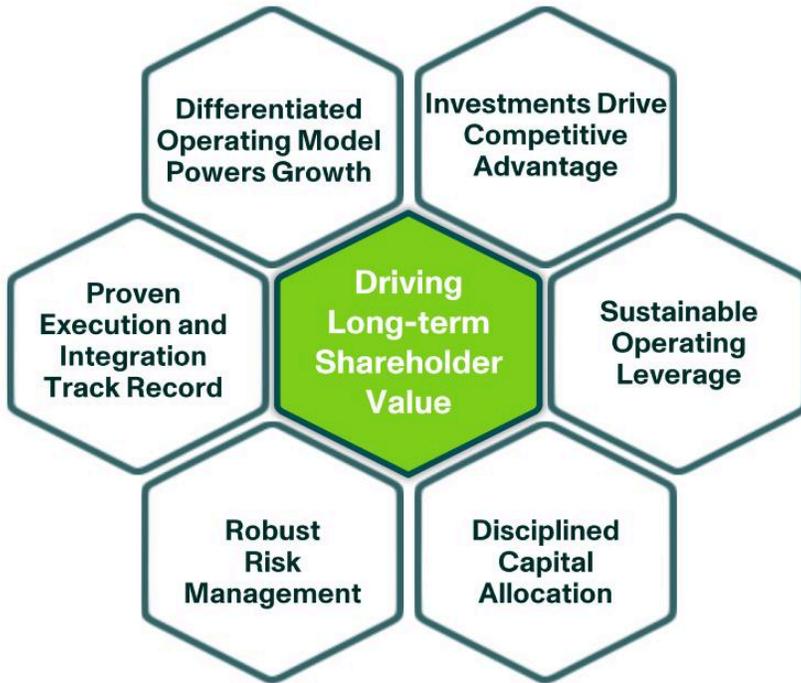
Delivering Award-winning
Customer Service

Supported by Top-Tier
Digital Capabilities

Demonstrated Robust Risk Management



Our Drivers of Value Creation



2025 Results

Revenue Growth +11%

Operating Leverage +70bps
+290bps adj.

NCO Ratio 0.23%

EPS \$1.39 (+14%)
\$1.45 (+16%) adj.

ROTCE 15.7%
16.4% adj.

TBV/Share Growth +19%

Proven Expertise in Integrating New Partners

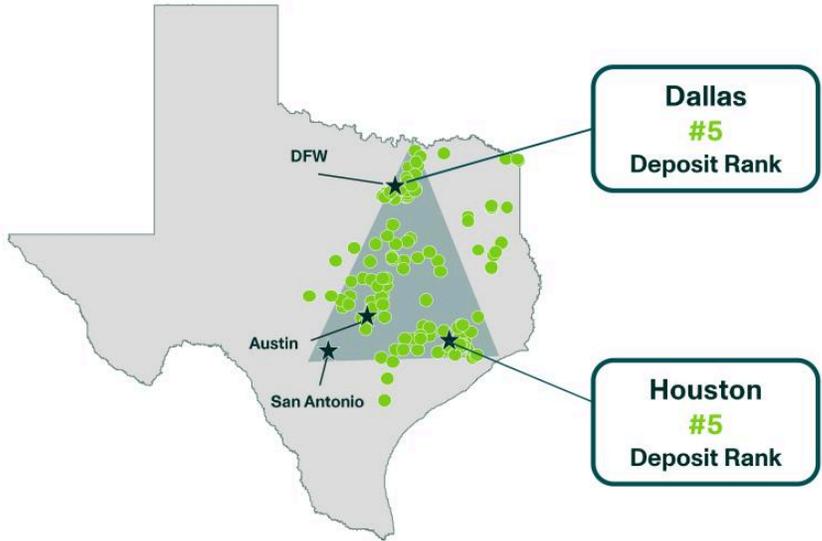


Talent Retention and Colleague Decisions	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Legal Day 1	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Systems Conversions	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Cost Synergies	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Ongoing Revenue Synergies	<input type="checkbox"/>	

Leading Texas Presence is a Springboard for Acceleration

Rank	Bank	Deposits (\$B)
1	JPMorgan Chase	\$296
2	Bank of America	182
3	Wells Fargo	82
4	Cullen/Frost	42
5	Prosperity (pro forma)	39
6	PNC	29
7	Texas Capital	27
8	Huntington	26
9	Zions	14
10	First Financial	13
11	IBC	11
12	NexBank	11
13	Hilltop	10
14	Truist	10
15	Fifth Third (pro forma)	9

Texas Market



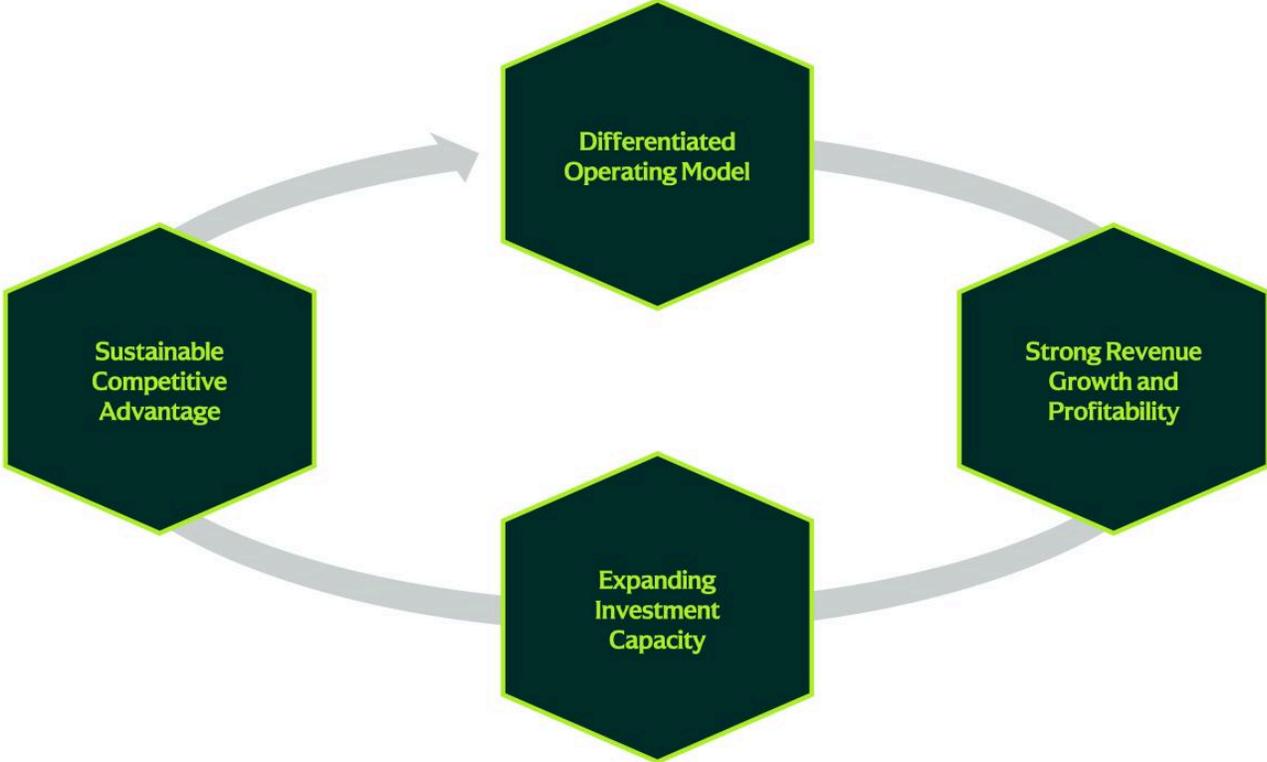
Branches: 144

Scaled market player with enhanced capabilities and substantial growth opportunity

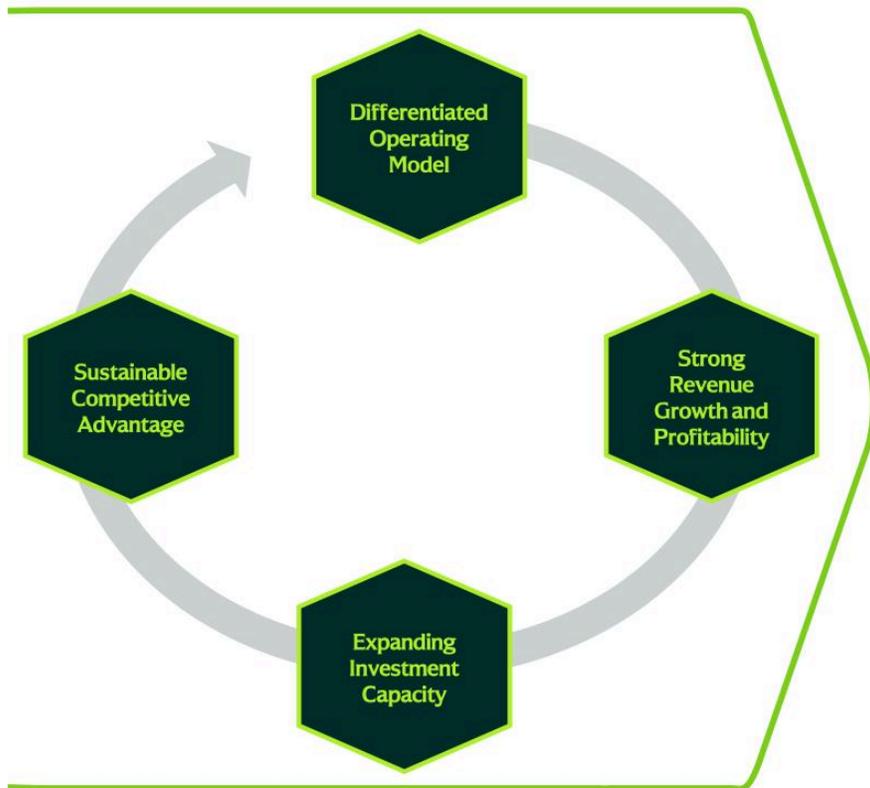


Source: S&P Global Market Intelligence; Note: Deposit data as of June 30, 2025
 Note: Texas ranking excludes Citigroup (2 branches, \$31B deposits); Pro forma for recently announced acquisition(s)

Flywheel for Value Creation



Financial Outlook



Key Outcomes

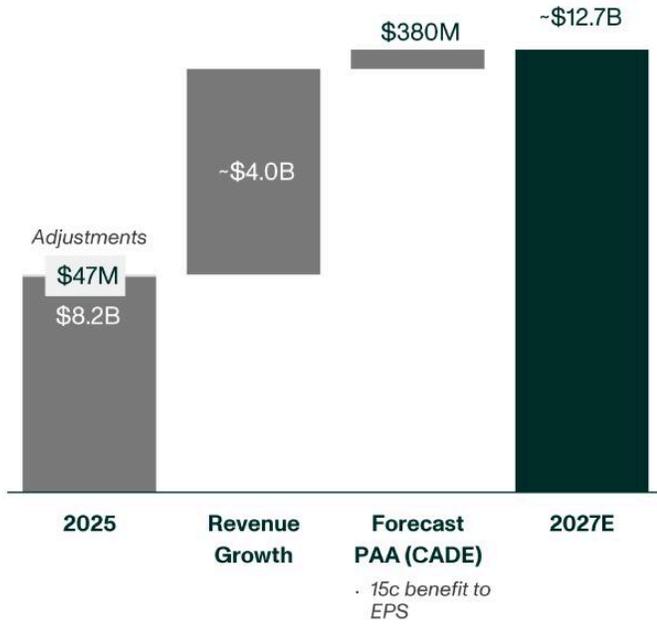
Revenue synergies, capital markets expansion and organic growth will partially offset lower expected PAA in 2026-27

Expect to reinvest an incremental portion of the Cadence revenue synergies in 2026–27 to drive stronger growth in 2028 and beyond

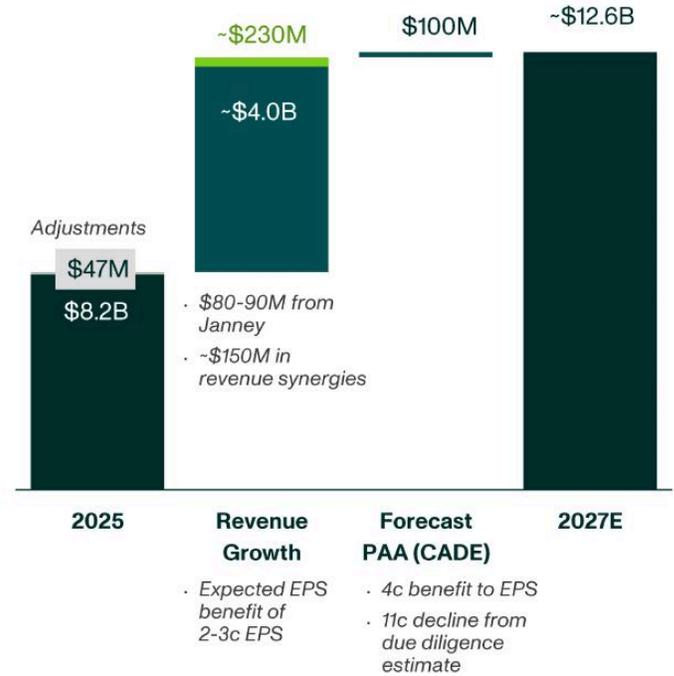
Expecting to deliver \$1.90 to \$1.93 EPS in 2027

Operating Model and Synergies Powers Accelerating Revenue Growth

At Oct. '25 Due Diligence



Latest Forecast

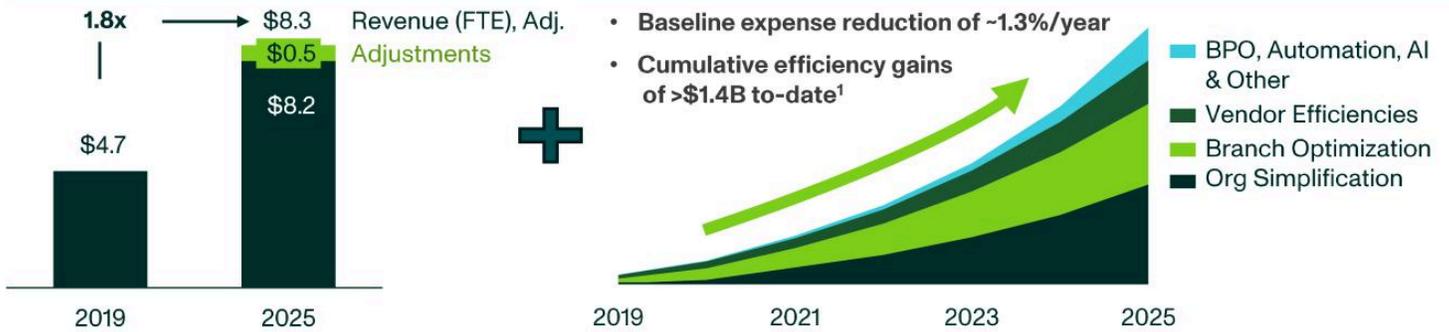


Core growth, capital markets expansion and revenue synergies offsetting less PAA in 2026-27

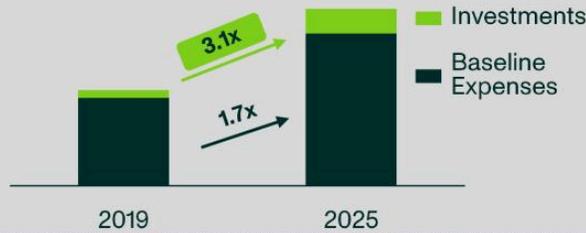
Expanding Revenues and Reengineering Costs

Strong Revenue Growth...

... And Systematic Re-Engineering of Baseline Expenses...



...Create Investment Capacity that Drive Sustainable Competitive Advantage



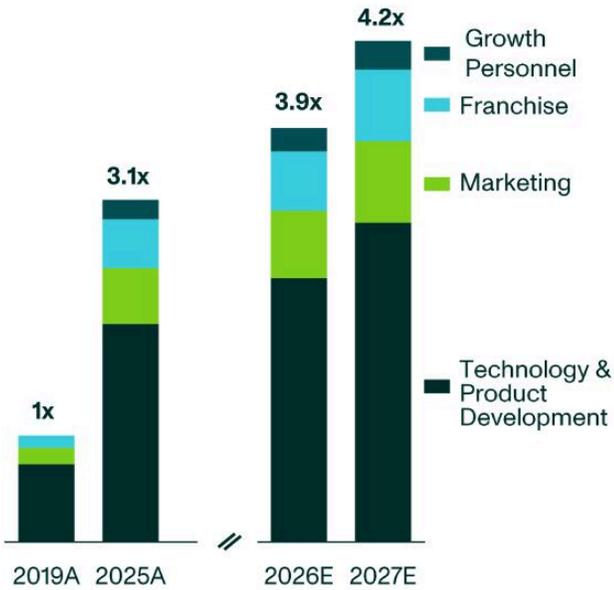
Re-engineering of baseline expense has created over 500bps of efficiency

- ~350bps to incremental investments
- ~150bps to EPS

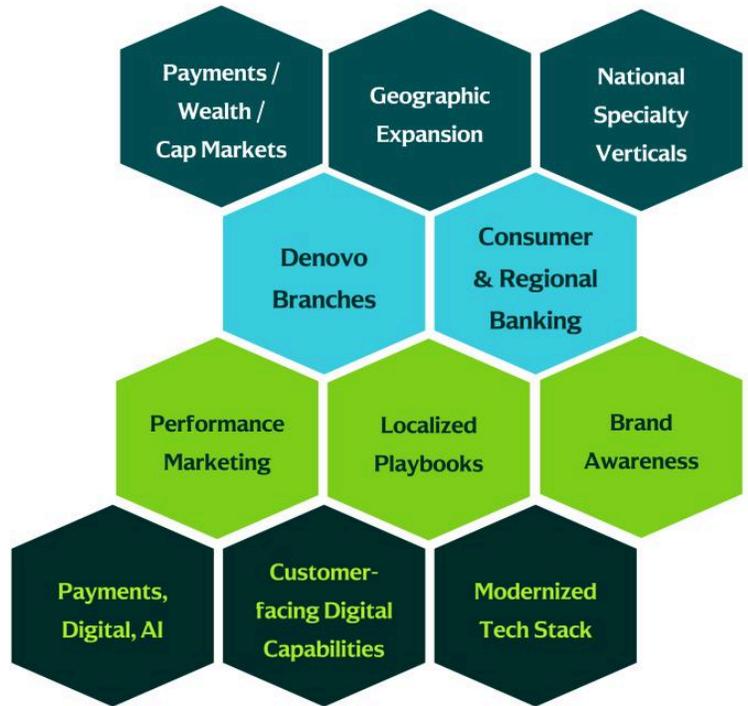
Investment / Revenue Ratio 2019: 4.7% | 2025: 8.2% | **Incremental Investment Plowback: ~350bps**

Significant Growth in High-Return Investments

Categories of Investment



Revenue Focused Investment Areas



Powering sustainable long-term earnings growth

Partnerships Synergies Create Additional Investment Capacity

Expense Synergy Drivers

Colleague Decisioning

Single Technology Stack

Vendor Rationalization

Consolidated Operations

\$435M Run-rate by 2027

VBTX \$70M | Run-rate by 2Q26
CADE \$365M | Run-rate by 4Q26

Revenue Synergy Drivers

Full Franchise Capabilities & Scale

Deposit Deepening & Optimization

Digital Acquisition

Enterprise Growth Investments

>\$500M cumulative over 3 years

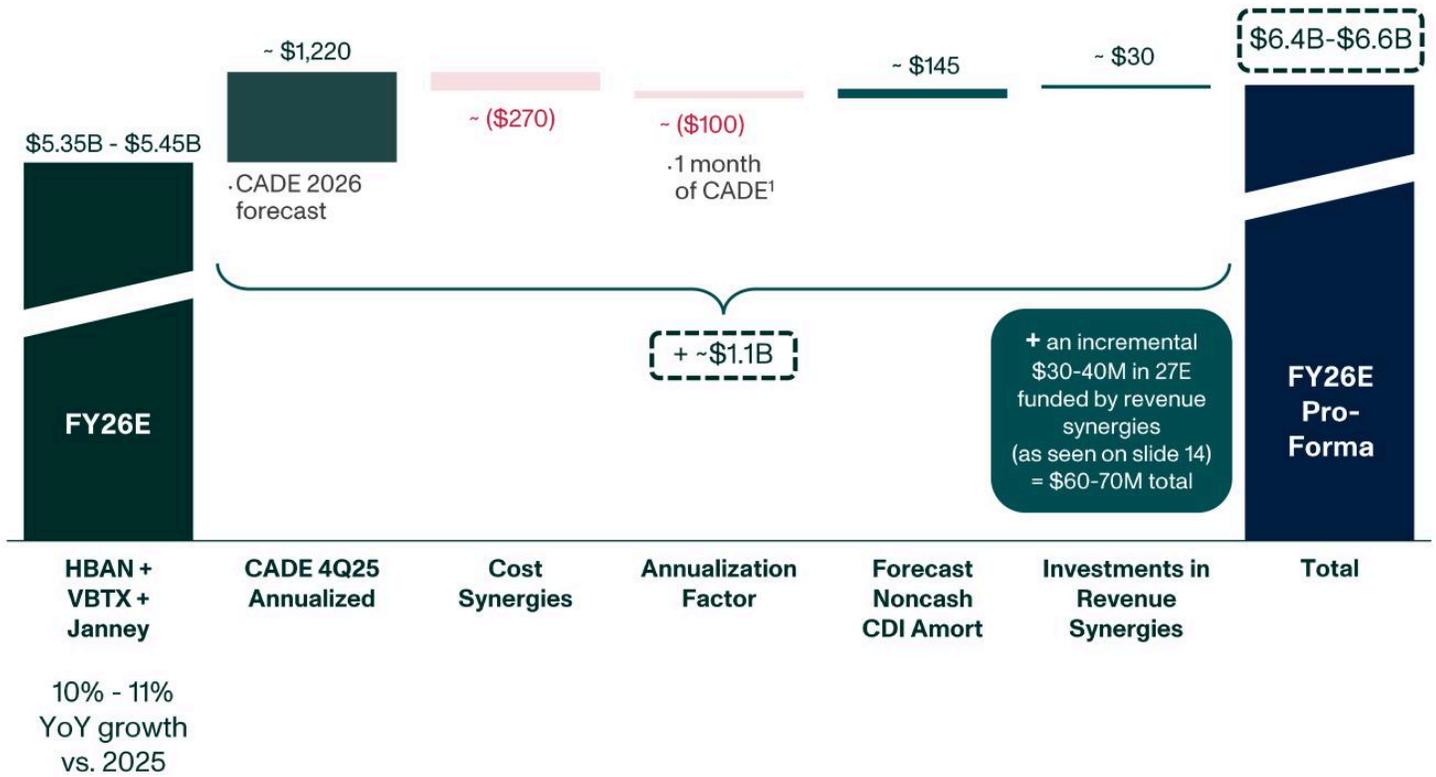
\$300M+ | Run-rate by 2028

Synergies drive long-term value creation

2026 Revenue Walk



2026 Expense Walk



2026-2027 Earnings Per Share Expectations

Earnings Per Share Walk



2027 Key Metrics

Efficiency Ratio
~53%

Operating Leverage
500-600 bps

ROTCE
18 - 19%

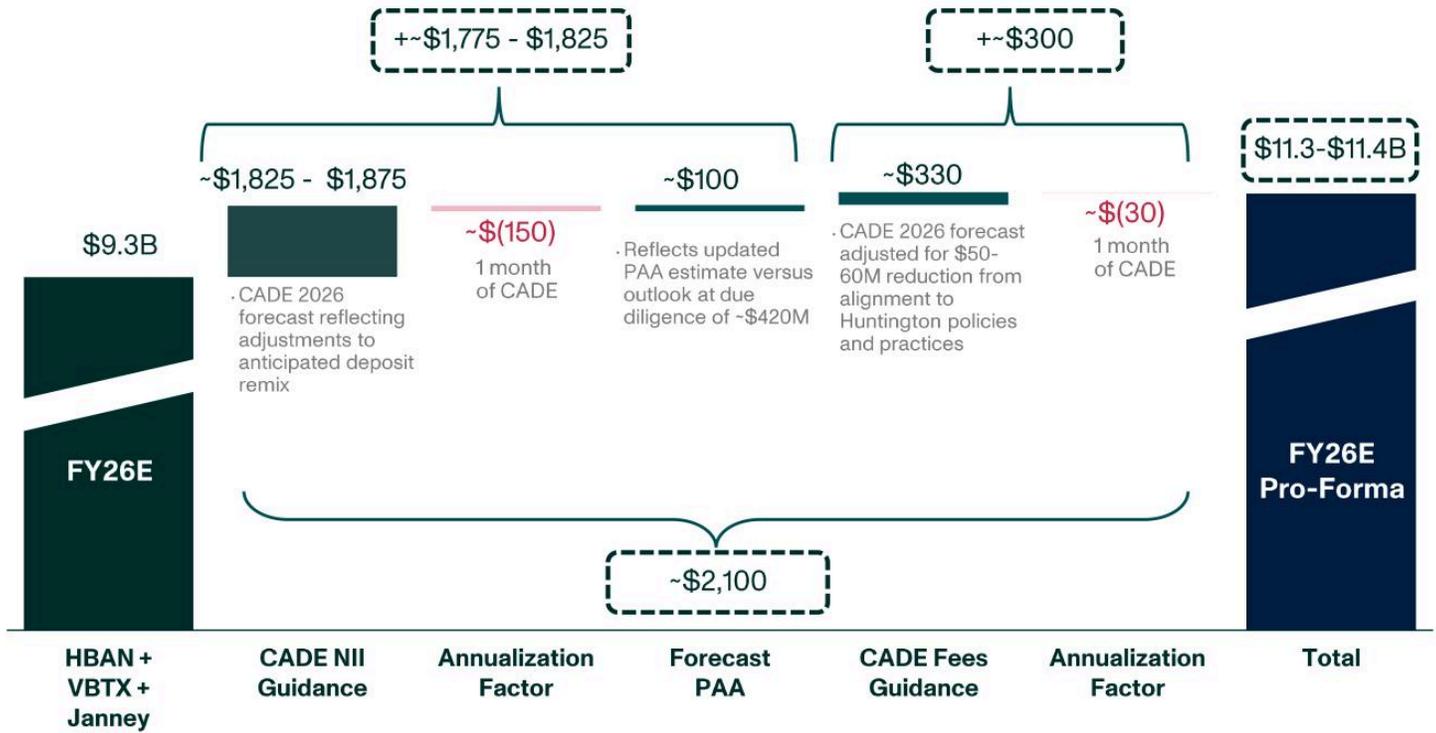
Expecting to deliver \$1.90 to \$1.93 EPS in 2027



(1) Assumes Factset consensus of \$1.67 minus difference of the consensus estimated \$285M in expected contribution from PAA and the updated PAA Outlook on slide 19

Appendix

2026 Cadence Revenue Decomposition



Updated PAA schedule

Purchase Accounting Accretion (PAA) Summary <i>(\$ in millions)</i>	Projected			
	FY26	FY27	FY28	After FY28
Loans and Leases	\$117	\$110	\$93	\$141
Deposits	(9)	--	--	--
Subtotal: Net Interest Income	108	110	93	141
Core Deposit Intangible (Noninterest Expense)	(167)	(162)	(142)	(213)
Purchase Accounting Pre-tax net impact	\$(59)	\$(52)	\$(49)	\$(72)

- Includes Cadence, Veritex, and TCF purchase accounting impact

Non-GAAP Reconciliation

Pre-Provision Net Revenue (PPNR)

<i>(\$ in millions)</i>		FY24	FY25	% Change FY25 vs. FY24
Total revenue (GAAP)		\$7,385	\$8,166	
FTE adjustment		53	65	
Total revenue (FTE)	A	7,438	8,231	
Less: Gain on sale of a portion of corporate trust and custody business		--	24	
Less: Net gain / (loss) on securities		(21)	(58)	
Less: Impact of CRTs		(19)	(13)	
Total Revenue (FTE), excluding net gain/(loss) on securities, CRTs, and notable items	B	7,478	8,278	
Noninterest expense	C	4,562	5,015	
Notable Items:				
Less: FDIC Deposit Insurance Fund (DIF) special assessment		28	(30)	
Less: Staffing efficiencies and corporate real estate consolidation expense		20	6	
Less: Acquisition-related expenses		--	168	
Noninterest expense, excluding Notable Items	D	4,514	4,871	
Pre-provision net revenue (PPNR)	(A-C)	\$2,876	\$3,216	12%
PPNR, adjusted	(B-D)	\$2,964	\$3,407	15%
EPS (<i>\$ in millions, except per share amounts</i>)		FY24	FY25	% Change FY25 vs FY24
Earnings Per Share (GAAP), diluted		\$1.22	\$1.39	14%
Add: Notable Items, after-tax		\$38	0.03	
Adjusted Earnings Per Share (Non-GAAP)		\$1.25	\$1.45	16%

Non-GAAP Reconciliation

Operating Leverage

(\$ in millions)		Twelve Months Ended	
		Dec 31, 2024	Dec 31, 2025
Total revenue (FTE)		\$7,438	\$8,231
YoY Growth Rate	A		10.7%
Less: Net gain / (loss) on securities and gain on sale of a portion of our corporate trust and custody business		(21)	(34)
Total Revenue (FTE), excluding net gain / (loss) on securities and gain on sale of a portion of our corporate trust and custody business		7,459	8,265
YoY Growth Rate (Adjusted)	B		10.8%
Noninterest expense		4,562	5,015
YoY Growth Rate	C		9.9%
Less: Notable Items		48	144
Noninterest expense, excluding Notable Items	D	4,514	4,871
YoY Growth Rate (Adjusted)			7.9%
Operating Leverage	A-C		0.7%
Operating Leverage (Adjusted)	B-D		2.9%

Non-GAAP Reconciliation

Tangible common equity ratio, Tangible book value per share

Tangible Common Equity Ratio (\$ in millions)		4Q24	4Q25
Huntington shareholders' equity		\$19,740	\$24,342
Less: preferred stock		1,989	2,731
Common shareholders' equity		\$17,751	\$21,611
Less: goodwill		5,561	5,997
Less: other intangible assets, net of tax		76	115
Tangible common equity (A)	A	\$12,114	\$15,499
Total assets		\$204,230	\$225,106
Less: goodwill		5,561	5,997
Less: other intangible assets, net of tax		76	115
Tangible assets (B)	B	\$198,593	\$218,994
Tangible common equity / tangible asset ratio (A/C)	A/B	6.1%	7.1%
TBV per Share		4Q24	4Q25
<i>(in millions, except per share amounts)</i>			
Number of common shares outstanding (C)	C	1,454	1,568
Tangible book value per share (A/C)	A/C	\$8.33	\$9.89

Non-GAAP Reconciliation

Average Tangible Common Equity, ROTCE

<i>(\$ in millions)</i>		FY25
Average common shareholders' equity		\$19,241
Less: intangible assets and goodwill		5,740
Add: net tax effect of intangible assets		19
Average tangible common shareholders' equity	A	\$13,520
Net income available to common		\$2,087
Add: amortization of intangibles		46
Add: deferred tax		(10)
Adjusted net income available to common	B	\$2,123
Return on average tangible common shareholders' equity	B/A	15.7%
<i>(\$ in millions)</i>		FY25
Adjusted net income available to common (annualized)	B	\$2,123
Return on average tangible shareholders' equity		15.7%
Add: Notable Items, after tax	C	91
Adjusted net income available to common	D	\$2,214
Adjusted return on average tangible common shareholders' equity	D/A	16.4%

