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 23, 2026

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

Maryland	1-34073	31-0724920
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(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 each class	Trading Symbol(s)	Name of each exchange on which registered
Depositary Shares (each representing a 1/40th interest in a share of 4.500% Series H Non-Cumulative, perpetual preferred stock)	**HBANP**	**The Nasdaq Stock Market LLC**
Depositary Shares (each representing a 1/1000th interest in a share of 5.70% Series I Non-Cumulative, perpetual preferred stock)	**HBANM**	**The Nasdaq Stock Market LLC**
Depositary Shares (each representing a 1/40th interest in a share of 6.875% Series J Non-Cumulative, perpetual preferred stock)	**HBANL**	**The Nasdaq Stock Market LLC**
Depositary Shares (each representing a 1/1000th interest in a share of 5.50% Series L Non-Cumulative, perpetual preferred stock)	**HBANZ**	**The Nasdaq Stock Market LLC**
Common Stock—Par Value $0.01 per Share	**HBAN**	**The Nasdaq Stock Market LLC** **Nasdaq Texas, LLC**

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 23, 2026, Huntington Bancshares Incorporated (Nasdaq: HBAN) announced that its Board of Directors ("Board") declared a quarterly cash dividend on the company's common stock of $0.155 per common share, unchanged from the prior quarter. The common stock cash dividend is payable on October 1, 2026, to shareholders of record on September 17, 2026.

The Board also declared quarterly cash dividends on the following six series of its preferred stock payable October 15, 2026, to their respective shareholders of record on October 1, 2026: (i) a quarterly cash dividend on its Floating Rate Series B Non-Cumulative Perpetual Preferred Stock (CUSIP#: 446150500) of $16.78632394 per share (equivalent to $0.4196581 per depositary receipt share), (ii) a quarterly cash dividend on its 5.625% Series F Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock (CUSIP#: 446150AT1) of $1,406.25 per share (equivalent to $14.0625 per depositary share), (iii) a quarterly cash dividend on its 4.450% Series G Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock (CUSIP#: 446150AV6) of $1,112.50 per share (equivalent to $11.1250 per depositary share), (iv) a quarterly cash dividend on its 4.5% Series H Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock (Nasdaq: HBANP) of $11.25 per share (equivalent to $0.28125 per depositary share), (v)a quarterly cash dividend on its 6.875% Series J Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock (Nasdaq: HBANL) of $17.19 per share (equivalent to $0.42975 per depositary share), and (vi) a quarterly cash dividend on its 6.25% Series K Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock (CUSIP#: 446150BG8) of $1,562.50 per share (equivalent to $15.625 per depositary share).

Lastly, the Board declared a quarterly cash dividend on the company's 5.50% Series L Non-Cumulative Perpetual Preferred Stock (Nasdaq: HBANZ) of $343.75 per share (equivalent to $0.34375 per depositary share) payable November 20, 2026, to shareholders of record on November 5, 2026.

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 July 23, 2026.

EXHIBIT INDEX

Exhibit No.	Description
Exhibit 99.1	News release of Huntington Bancshares Incorporated, dated July 23, 2026
Exhibit 104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

SIGNATURE

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: July 23, 2026

By: /s/ Marcy C. Hingst

Marcy C. Hingst

General Counsel

Exhibit 99.1

July 23, 2026

Analyst: Eric Wasserstrom, 614-480-5676, huntington.investor.relations@huntington.com

Media: Tracy Pesho, 216-276-3301, media@huntington.com

Huntington Bancshares Incorporated Declares Quarterly Cash Dividends On Its Common and Preferred Stocks

Columbus, Ohio – Huntington Bancshares Incorporated announced that the Board of Directors ("Board") declared a quarterly cash dividend on the company's common stock (Nasdaq: HBAN) of $0.155 per common share, unchanged from the prior quarter. The common stock cash dividend is payable October 1, 2026, to shareholders of record on September 17, 2026.

The Board also declared quarterly cash dividends on the following six series of its preferred stock payable October 15, 2026, to their respective shareholders of record on October 1, 2026:

- A quarterly cash dividend on its Floating Rate Series B Non-Cumulative Perpetual Preferred Stock (CUSIP#: 446150500) of $16.78632394 per share (equivalent to $0.4196581 per depositary receipt share).
- A quarterly cash dividend on its 5.625% Series F Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock (CUSIP#: 446150AT1) of $1,406.25 per share (equivalent to $14.0625 per depositary share).
- A quarterly cash dividend on its 4.450% Series G Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock (CUSIP#: 446150AV6) of $1,112.50 per share (equivalent to $11.1250 per depositary share).
- A quarterly cash dividend on its 4.5% Series H Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock (Nasdaq: HBANP) of $11.25 per share (equivalent to $0.28125 per depositary share).
- A quarterly cash dividend on its 6.875% Series J Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock (Nasdaq: HBANL) of $17.19 per share (equivalent to $0.42975 per depositary share).
- A quarterly cash dividend on its 6.25% Series K Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock (CUSIP#: 446150BG8) of $1,562.50 per share (equivalent to $15.625 per depositary share).

Lastly, the Board declared a quarterly cash dividend on the company's 5.50% Series L Non-Cumulative Perpetual Preferred Stock (Nasdaq: HBANZ) of $343.75 per share (equivalent to $0.34375 per depositary share) payable November 20, 2026, to shareholders of record on November 5, 2026.

About Huntington
Huntington Bancshares Incorporated is a $284 billion asset regional bank holding company headquartered in Columbus, Ohio. A top 10 U.S. commercial bank, 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. Founded in 1866, Huntington operates over 1,400 branches in 21 states, with certain businesses operating nationally. Visit Huntington.com for more information.