

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): March 25, 2021



Huntington Bancshares Incorporated

(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other Jurisdiction of Incorporation)

1-34073
(Commission File Number)

31-0724920
(I.R.S. Employer Identification No.)

41 South High Street, Columbus, Ohio 43287
(Address of Principal Executive Offices, and Zip Code)

(614) 480-2265
Registrant's Telephone Number, Including Area Code

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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication 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
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
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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §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 5.07. Submission of Matters to a Vote of Security Holders.

On March 25, 2021, Huntington Bancshares Incorporated (“Huntington”) held a special meeting of shareholders (the “Huntington special meeting”) to consider certain proposals related to the Agreement and Plan of Merger, dated as of December 13, 2020, by and between Huntington and TCF Financial Corporation (“TCF”), which provides, among other things and subject to the terms and conditions set forth therein, that TCF will merge with and into Huntington (the “merger”), with Huntington as the surviving corporation.

As of the close of business on February 11, 2021, the record date for the Huntington special meeting, there were 1,017,245,480 shares of common stock, par value \$0.01, of Huntington (“Huntington common stock”) outstanding, each of which was entitled to one vote for each proposal at the Huntington special meeting. At the Huntington special meeting, a total of 795,857,328 shares of Huntington common stock, representing approximately 78% of the shares of Huntington common stock outstanding and entitled to vote, were present virtually via the Huntington special meeting website or by proxy, constituting a quorum to conduct business.

At the Huntington special meeting, the following proposals were considered:

1. a proposal to approve the merger (the “Huntington merger proposal”);
2. a proposal to approve an amendment to Huntington’s charter to increase the number of authorized shares of Huntington common stock from one billion five hundred million shares to two billion two hundred fifty million shares (the “Huntington charter amendment” and such proposal, the “Huntington authorized share count proposal”); and
3. a proposal to adjourn the Huntington special meeting, if necessary or appropriate, to solicit additional proxies if, immediately prior to such adjournment, there are not sufficient votes to approve the Huntington merger proposal or the Huntington authorized share count proposal or to ensure that any supplement or amendment to the joint proxy statement/prospectus is timely provided to holders of Huntington common stock (the “Huntington adjournment proposal”).

Each of the three proposals was approved by the requisite vote of Huntington’s shareholders. The final voting results for each proposal are described below. For more information on each of these proposals, see the definitive joint proxy statement/prospectus filed by Huntington with the U.S. Securities and Exchange Commission on February 17, 2021.

1. The Huntington merger proposal:

For	Against	Abstain	Broker Non-Votes
783,031,682	10,767,942	2,057,703	N/A

The Huntington merger proposal received the affirmative vote of more than two-thirds of all the votes entitled to be cast on the merger by the holders of outstanding Huntington common stock. The votes cast in favor of the Huntington merger proposal represented approximately 99% of all votes cast on the Huntington merger proposal.

2. The Huntington authorized share count proposal:

For	Against	Abstain	Broker Non-Votes
776,913,269	16,149,979	2,794,080	N/A

The Huntington authorized share count proposal received the affirmative vote of more than two-thirds of all the votes entitled to be cast on the Huntington charter amendment by the holders of outstanding Huntington common stock. The votes cast in favor of the Huntington authorized share count proposal represented approximately 98% of all votes cast on the Huntington authorized share count proposal.

3. The Huntington adjournment proposal:

For	Against	Abstain	Broker Non-Votes
663,820,293	128,660,878	3,376,156	N/A

The Huntington adjournment proposal received the vote of more than a majority of the votes cast on the Huntington adjournment proposal by the holders of Huntington common stock entitled to vote. The votes cast in favor of the Huntington adjournment proposal represented approximately 84% of all votes cast on the Huntington adjournment proposal.

Item 8.01. Other Events.

On March 25, 2021, Huntington and TCF issued a joint press release announcing the results of the Huntington special meeting and the results of the special meeting of TCF shareholders held on March 25, 2021. A copy of the joint press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Joint Press Release dated March 25, 2021
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

By: /s/ Jana J. Litsey

Name: Jana J. Litsey

Title: General Counsel

Date: March 26, 2021

**FOR IMMEDIATE RELEASE**

March 25, 2021

Investor Relations contact: Mark Muth (mark.muth@huntington.com) 614-480-4720**Media contact:** Matt Samson (matt.b.samson@huntington.com), 312-263-0203**HUNTINGTON, TCF SHAREHOLDERS APPROVE MERGER
OF TCF INTO HUNTINGTON**

COLUMBUS, Ohio and DETROIT– Huntington Bancshares Incorporated (Nasdaq: HBAN; huntington.com) and TCF Financial Corporation (Nasdaq: TCF; tcfbank.com) jointly announced that each company’s shareholders have approved the proposed merger of TCF into Huntington at their respective special meetings of shareholders held today.

“Today’s shareholder approval is a key milestone in our journey to combine Huntington and TCF,” said Stephen D. Steinour, Huntington’s chairman, president, and CEO. “I am very pleased Huntington shareholders support this partnership, as it provides a compelling opportunity to accelerate shareholder value creation, while enabling us to help more people and businesses throughout our local communities. I look forward to TCF shareholders becoming Huntington shareholders when the transaction is complete.”

“With our shareholders’ approval, we are one step closer to bringing together our two purpose-driven organizations to create an even stronger, market-leading regional bank for our customers, communities and colleagues,” said Gary Torgow, TCF’s executive chairman. “I’m excited about what the future holds for the combined company and for the talented employees from both TCF and Huntington who will take it to the next level.”

Completion of the transaction remains subject to regulatory approval and the satisfaction of the other customary closing conditions set forth in the merger agreement. Huntington and TCF currently anticipate completing the transaction late in the second quarter.

About Huntington

Huntington Bancshares Incorporated is a regional bank holding company headquartered in Columbus, Ohio, with \$123 billion of assets and a network of 839 branches, including 11 Private Client Group offices, and 1,322 ATMs across seven Midwestern states. Founded in 1866, The Huntington National Bank and its affiliates provide consumer, small business, commercial, treasury management, wealth management, brokerage, trust, and insurance services. Huntington also provides vehicle finance, equipment finance, national settlement, and capital market services that extend beyond its core states. Visit huntington.com for more information.

About TCF

TCF Financial Corporation is a Detroit, Michigan-based financial holding company with \$48 billion in total assets at Dec. 31, 2020 and a top 10 deposit market share in the Midwest. TCF’s primary banking subsidiary, TCF National Bank, is a premier Midwest bank offering consumer and commercial banking, trust and wealth management, and specialty leasing and lending products and services to consumers, small businesses and commercial clients. TCF has approximately 470 branches primarily located in Michigan, Illinois and Minnesota with additional locations in Colorado, Ohio, South Dakota and Wisconsin. TCF also conducts business across all 50 states and Canada through its specialty lending and leasing businesses. To learn more about TCF, visit tcfbank.com.

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 about the benefits of the proposed transaction, the plans, objectives, expectations and intentions of Huntington and TCF, the expected timing of completion of the transaction, and other 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 occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate the merger agreement between Huntington and TCF; the outcome of any legal proceedings that may be instituted against Huntington or TCF; delays in completing the transaction; the failure to obtain necessary regulatory approvals (and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the transaction); the failure to satisfy any of the conditions to the transaction on a timely basis or at all; the possibility that the anticipated benefits of the transaction 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 and TCF do business; the possibility that the transaction 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 transaction; the ability to complete the transaction and integration of Huntington and TCF successfully; the dilution caused by Huntington’s issuance of additional shares of its capital stock in connection with the transaction; and other factors that may affect the future results of Huntington and TCF. 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, and in TCF’s Annual Report on Form 10-K for the year ended December 31, 2020, which is on file with the SEC and available on TCF’s investor relations website, ir.tcfbank.com, under the heading “Financial Information” and in other documents TCF 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. Neither Huntington nor TCF assumes 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.
