

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) October 20, 2025



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:

- ☐ 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
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 2.02 Results of Operations and Financial Condition.

On October 20, 2025, Huntington Bancshares Incorporated (“Huntington”) issued a press release announcing the completion of the Merger and the Bank Merger (in each case, as defined below) (the “Press Release”), which Press Release includes certain combined company financial information for the quarterly period ended September 30, 2025. The Press Release is attached hereto as Exhibit 99.1 and is incorporated by reference in this Item 2.02.

Item 8.01. Other Events.

Effective October 20, 2025 (the “Closing Date”), Huntington completed its previously announced acquisition of Veritex Holdings, Inc., a Texas corporation (“Veritex”), pursuant to the Agreement and Plan of Merger, dated as of July 13, 2025 (the “Merger Agreement”), by and between Huntington and Veritex. Pursuant to the Merger Agreement, (i) Veritex merged with and into Huntington, with Huntington continuing as the surviving corporation (the “Merger”), and (ii) following the Merger, Veritex Community Bank, a Texas state-chartered bank and a wholly owned subsidiary of Veritex, merged with and into The Huntington National Bank, a national bank and a wholly owned subsidiary of Huntington, with The Huntington National Bank continuing as the surviving bank (the “Bank Merger”).

Pursuant to the Merger Agreement, at the effective time of the Merger (the “Effective Time”), each share of common stock, par value \$0.01 per share, of Veritex (“Veritex Common Stock”) outstanding immediately prior to the Effective Time, other than certain shares held by Huntington or Veritex, was converted into the right to receive 1.95 shares of common stock (the “Exchange Ratio” and such shares, the “Merger Consideration”), par value \$0.01 per share, of Huntington (“Huntington Common Stock”). Holders of Veritex Common Stock who would otherwise have been entitled to receive a fraction of a share of Huntington Common Stock (after taking into account all shares held by such holder) will instead receive cash (without interest) in lieu of such fractional share in accordance with the terms of the Merger Agreement.

Additionally, pursuant to the Merger Agreement: (i) each Veritex stock option with an exercise price that was less than the per share value of the Merger Consideration was cancelled in exchange for an amount in cash based on the Merger Consideration less the exercise price of such Veritex stock option; (ii) each Veritex stock option with an exercise price that was equal to or greater than the per share value of the Merger Consideration was cancelled for no consideration; and (iii) each outstanding Veritex restricted stock unit award was cancelled and converted into the right to receive a number of shares of Huntington Common Stock based on the Exchange Ratio, with any performance-based vesting conditions applicable to such Veritex restricted stock unit awards deemed achieved at the target level.

A copy of the Press Release is filed as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated October 20, 2025
104	Cover Page Interactive Data File (formatted as 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/ Marcy C. Hingst
Marcy C. Hingst
General Counsel

Dated: October 20, 2025



NEWS RELEASE

October 20, 2025

Investor Relations: Eric Wasserstrom, 312-762-2155, eric.wasserstrom@huntington.com

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

Huntington Bank Completes Merger with Veritex, Deepening Commitment to Texas

Acquisition accelerates Huntington's growth initiatives in dynamic Texas markets

COLUMBUS, Ohio – Huntington Bancshares Incorporated (Nasdaq: HBAN), a top ten regional bank holding company in the U.S., today announced it has closed its merger with Veritex Holdings, Inc., a bank holding company headquartered in Dallas, Texas.

This strategic acquisition accelerates Huntington's growth initiatives in Texas by expanding its presence in Dallas-Fort Worth and Houston.

"We're pleased to announce the completion of our combination with Veritex and look forward to welcoming our new colleagues and customers across Texas to Huntington," said Steve Steinour, chairman, president and CEO of Huntington. "This combination will serve as a springboard for substantial future growth in Texas."

The combined company has approximately \$223 billion in assets, \$176 billion in deposits and \$148 billion in loans based on Sept. 30, 2025 balances. With Veritex's 31 branches in Texas, Huntington will have more than 1,000 branches in its network. Huntington plans to maintain Veritex's branch network and invest to grow it over time.

C. Malcolm Holland III, Veritex Holdings, Inc. president and CEO, has joined Huntington in a non-executive role as Chairman of Texas where he will continue his work to serve local customers, communities and colleagues.

"Today marks a defining moment for Veritex and Huntington as we officially come together to create a stronger, more dynamic bank," Holland said. "This combination is the beginning of a new chapter built on shared values, expanded capabilities, and a deep commitment to our customers and communities. I'm incredibly proud of the teams who made this possible and excited for the opportunities ahead."

Huntington has been serving customers and communities in Texas since 2009 and currently offers middle-market business banking solutions in the Dallas and Houston markets, including corporate banking and automotive finance. One of the nation's largest Small Business Administration (SBA) 7(a) lenders, Huntington was the #1 SBA lender in Texas in 2024. Huntington currently employs roughly 200 colleagues in Texas, led by dedicated local leadership.

"Texas is one of the most dynamic and fastest-growing economies in the country," said Brant Standridge, president of Consumer & Regional Banking at Huntington. "We're grateful to be able to strengthen our long-term commitment to the state and bring our capabilities to more individuals, families and businesses across Texas."

Both Huntington and Veritex customers will continue to bank as normal at their existing branches. Veritex customer accounts will be converted to Huntington's systems in the first quarter of 2026, and Veritex customers will receive detailed information about the pending account conversions in the coming weeks. Huntington customers will not be impacted by the conversion.

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About Huntington

Huntington Bancshares Incorporated is a \$223 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 14 states, with certain businesses operating in extended geographies. Visit [Huntington.com](https://www.huntington.com) for more information.