

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): January 6, 2026



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 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 (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 January 6, 2026, 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 (the “Merger Agreement”), dated as of October 26, 2025, by and among Huntington, The Huntington National Bank, a national bank and wholly owned subsidiary of Huntington (“Huntington National Bank”) and Cadence Bank (“Cadence”), which provides, among other things and subject to the terms and conditions set forth therein, that Cadence will merge with and into Huntington National Bank, with Huntington National Bank as the surviving bank.

As of the close of business on November 28, 2025, the record date for the Huntington special meeting, there were 1,574,803,152 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 1,205,416,564 shares of Huntington common stock, representing approximately 77% 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 issuance of shares of common stock, par value \$0.01 per share, of Huntington pursuant to the Merger Agreement (the “Huntington share issuance proposal”); and
2. a proposal to approve the adjournment of the Huntington special meeting, if necessary or appropriate, to solicit additional proxies if, immediately prior to such adjournment, there are not sufficient votes at the time of the Huntington special meeting to approve the share issuance 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”).

Both of these proposals were approved by the requisite vote of Huntington’s shareholders. The final voting results for both proposals are described below. For more information on both of these proposals, see the definitive joint proxy statement/prospectus filed by Huntington with the U.S. Securities and Exchange Commission on December 3, 2025.

1. The Huntington share issuance proposal:

For	Against	Abstain	Broker Non-Votes
1,198,695,370	4,655,051	2,066,143	N/A

The Huntington share issuance proposal received the vote of more than a majority of the votes cast on the Huntington share issuance proposal by the holders of Huntington common stock at the Huntington special meeting. The votes cast in favor of the Huntington share issuance proposal represented approximately 99% of all votes cast on the Huntington share issuance proposal.

2. The Huntington adjournment proposal:

For	Against	Abstain	Broker Non-Votes
1,145,350,513	58,155,900	1,190,151	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 95% of all votes cast on the Huntington adjournment proposal.

Because there were sufficient votes to approve the share issuance proposal, no adjournment of the Huntington special meeting was determined to be necessary or appropriate, and accordingly, the Huntington special meeting was not adjourned and proceeded to conclusion.

Item 8.01. Other Events.

On January 6, 2026, Huntington and Cadence issued a joint press release announcing the results of the Huntington special meeting and the results of the special meeting of Cadence shareholders held on January 6, 2026. 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
<u>99.1</u>	Joint Press Release dated January 6, 2026
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/ Marcy C. Hingst

Name: Marcy C. Hingst

Title: General Counsel and Corporate Secretary

Date: January 6, 2026



January 6, 2026

Huntington Investor Relations: Eric Wasserstrom, 614-480-5676, huntington.investor.relations@huntington.com

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

Cadence Investor Relations: Will Fisackerly, 800-698-7878, IR@cadencebank.com

Cadence Media: Natalie Barron, 713-552-2053, natalie.barron@cadencebank.com

Huntington Bancshares and Cadence Bank Shareholders Approve Pending Merger

COLUMBUS, Ohio and HOUSTON and TUPELO, Miss. - Huntington Bancshares Incorporated (Nasdaq: HBAN); ("Huntington") and Cadence Bank (NYSE: CADE); ("Cadence") jointly announced that Cadence's shareholders have approved the proposed merger of Cadence into The Huntington National Bank and that Huntington's shareholders have approved the issuance of shares of Huntington's common stock in connection with the proposed merger at their respective special shareholder meetings held today.

"Today's shareholder approval is an important milestone in our journey toward combining Huntington and Cadence," said Steve Steinour, Chairman, President and CEO of Huntington Bancshares. "I am pleased our respective shareholders overwhelmingly support this combination, which will enable us to help more people and businesses across a broader footprint, while providing a compelling opportunity to grow shareholder value. I am grateful to Dan Rollins and the Cadence team for their partnership, and I look forward to welcoming Cadence colleagues, customers and shareholders when the transaction is complete."

"We are one step closer to a partnership that will bring an expanded set of capabilities and industry expertise to Cadence's customers," said James D. "Dan" Rollins III, Chairman and Chief Executive Officer of Cadence Bank. "Today's shareholder approvals reflect our mutual philosophy around relationship-first, community-based banking, and the shared value and opportunities that this combination can create."

The transaction is expected to close on February 1, 2026, subject to the satisfaction or waiver of the remaining customary closing conditions set forth in the merger agreement.



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 for more information.

About Cadence

Cadence Bank (NYSE: CADE) is a \$53 billion regional bank committed to helping people, companies and communities prosper. With more than 390 locations spanning the South and Texas, Cadence offers comprehensive banking, investment, trust and mortgage products and services to meet the needs of individuals, businesses and corporations. Accolades include being recognized as one of the nation's best employers by Forbes and U.S. News & World Report and as a 2025 America's Best Banks by Forbes. Cadence has dutifully served customers for nearly 150 years. Learn more at www.cadencebank.com. Cadence Bank, Member FDIC. Equal Housing Lender.

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 Bancshares Incorporated (“Huntington”) and Cadence Bank (“Cadence”), the expected timing of completion of the transaction, and other statements that are not historical facts. Such statements are subject to numerous assumptions, risks, estimates, uncertainties and other important factors that change over time and could cause actual results to differ materially from any results, performance, or events expressed or implied by such forward-looking statements, including as a result of the factors referenced below. 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.

Huntington and Cadence caution that the forward-looking statements in this communication are not guarantees of future performance and involve a number of known and unknown risks, uncertainties and assumptions that are difficult to assess and are subject to change based on factors which are, in many instances, beyond Huntington's and Cadence's control. 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 (the "FDIC") special assessments, long-term debt requirements and heightened capital requirements, and 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 uninsured 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; the effects of social media on market perceptions of us and banks generally; 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 (the "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 (the "SEC"), the Office of the Comptroller of the Currency, the Federal Reserve, the FDIC, the Consumer Financial Protection Bureau and state-level regulators; 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 Cadence; the outcome of any legal proceedings that may be instituted against Huntington or Cadence; delays in completing the proposed transaction involving Huntington and Cadence; 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 Cadence do business; the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; the ability of Huntington and Cadence to meet expectations regarding the timing, completion and accounting and tax treatment of the transaction; diversion of management's attention from ongoing business operations and opportunities; potential adverse reactions or changes to business, customer 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 Cadence 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 Cadence. 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, 2024 and in its subsequent Quarterly Reports on Form 10-Q, including for the quarters ended March 31, 2025, June 30, 2025 and September 30, 2025, each of which is on file with the SEC and available on the "Investor Relations" section of Huntington's website, <http://www.huntington.com>, under the heading "Investor Relations" and in other documents Huntington files with the SEC, and in Cadence's Annual Report on Form 10-K for the year ended December 31, 2024 and in its subsequent Quarterly Reports on Form 10-Q, including for the quarters ended March 31, 2025, June 30, 2025 and September 30, 2025, each of which is on file with the Federal Reserve and available on Cadence's investor relations website, ir.cadencebank.com, under the heading "Public Filings" and in other documents Cadence files with the Federal Reserve.

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. Neither Huntington nor Cadence 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 or Cadence updates one or more forward-looking statements, no inference should be drawn that Huntington or Cadence 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.
