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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**Form 8-K**

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**Current Report  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**August 16, 2016  
Date of Report (Date of earliest event reported)**



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**HUNTINGTON BANCSHARES INCORPORATED**

(Exact name of registrant as specified in its charter)

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**Commission file number: 1-34073**

**Maryland**  
(State of incorporation)

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

**Huntington Center**  
**41 South High Street**  
**Columbus, Ohio**  
(Address of principal executive offices)

**43287**  
(Zip Code)

**(614) 480-8300**  
(Registrant's telephone number, including area code)

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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))
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**Item 7.01. Regulation FD Disclosure.**

On August 16, 2016, Huntington Bancshares Incorporated (“Huntington”) issued a press release announcing that, effective August 16, 2016, pursuant to the Agreement and Plan of Merger, dated as of January 25, 2016, by and among Huntington, West Subsidiary Corporation, an Ohio corporation and a wholly owned subsidiary of Huntington (“Merger Sub”), and FirstMerit Corporation, an Ohio corporation (“FirstMerit”), Merger Sub merged with and into FirstMerit, with FirstMerit as the surviving corporation, immediately followed by the merger of FirstMerit with and into Huntington, with Huntington as the surviving corporation (collectively the “Mergers”). Following the Mergers, FirstMerit Bank, N.A. was merged with and into The Huntington National Bank, with The Huntington National Bank as the surviving entity. A copy of the press release is attached hereto as Exhibit 99.1.

The press release is 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 Exchange Act of 1934, 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 into the filings of Huntington under the Securities Act of 1933, except as expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release, dated August 16, 2016

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**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

By: /s/ Richard A. Cheap

Richard A. Cheap  
Secretary

Date: August 16, 2016

EXHIBIT INDEX

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99.1	Press Release, dated August 16, 2016

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# NEWS



**FOR RELEASE AT 5:00 A.M. TUESDAY, AUGUST 16, 2016**

**Media contact:** Brent Wilder, ([brent.wilder@huntington.com](mailto:brent.wilder@huntington.com)) 614.480.5875

**Investor Relations contact:** Mark Muth, ([mark.muth@huntington.com](mailto:mark.muth@huntington.com)) 614.480.4720

## **HUNTINGTON BANCSHARES INCORPORATED COMPLETES ACQUISITION OF FIRSTMERIT CORPORATION**

**COLUMBUS, Ohio** – Huntington Bancshares Incorporated today announced it has closed its acquisition of FirstMerit Corporation and is now operating as one company, having merged FirstMerit Bank into The Huntington National Bank.

“Huntington’s acquisition of FirstMerit expands customer convenience extending our products and services and award-winning customer experience,” said Stephen D. Steinour, chairman, president and CEO. “As we welcome our new customers and colleagues, we look forward to working with them and sharing our brand promise as a bank focused on doing the right thing. We will continue to build on a legacy of strengthening our local communities through commitments extending over more than 150 years.”

Approved by both boards of directors on Jan. 25, Huntington’s acquisition of FirstMerit grows the company to approximately \$100 billion in assets, the largest bank in Ohio by deposits, and nearly 1,000 branch locations across the eight states of Ohio, Illinois, Indiana, Kentucky, Michigan, Pennsylvania, West Virginia and Wisconsin.

“We are excited to extend Huntington’s relationship banking value proposition to a larger customer base, and look forward to completing the integration of the FirstMerit and Huntington systems within the first quarter of 2017,” Steinour said.

Both Huntington and FirstMerit customer relationships following the closing will continue business as usual through 2016, with customers kept informed about pending 2017 branch and account conversions and timing of previously announced branch consolidations and closings of certain locations.

### **Caution regarding Forward-Looking Statements**

This communication 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, 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.

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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; 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; competitive pressures on product pricing and services; success, impact, and timing of our business strategies, including market acceptance of any new products or services 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 possibility that the anticipated benefits of the merger with FirstMerit Corporation 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 we do business; the possibility that the merger with FirstMerit Corporation 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 completion of the merger with FirstMerit Corporation; our ability to complete the integration of FirstMerit Corporation successfully; and other factors that may affect our future results. Additional factors that could cause results to differ materially from those described above can be found in our Annual Report on Form 10-K for the year ended December 31, 2015 and our subsequent Quarterly Reports on Form 10-Q, including for the quarters ended March 31, 2016 and June 30, 2016, each of which is on file with the Securities and Exchange Commission (the “SEC”) and available in the “Investor Relations” section of our website, <http://www.huntington.com>, under the heading “Publications and Filings” and in other documents we file 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. We do not assume 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.

#### **About Huntington**

Huntington Bancshares Incorporated is an approximately \$100 billion asset regional bank holding company headquartered in Columbus, Ohio, with a network of nearly 1,000 branches and nearly 2,000 ATMs across eight 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 auto dealer, equipment finance, national settlement and capital market services that extend beyond its core states. Visit [huntington.com](http://huntington.com) for more information.

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