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

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934**



HUNTINGTON BANCSHARES INCORPORATED

(Exact Name of Registrant as Specified in its Charter)

Maryland
(State of incorporation or organization)

Commission file number: 1-34073

31-0724920
(IRS Employer Identification No.)

Huntington Center
41 South High Street
Columbus, Ohio
(Address of Principal Executive Offices)

43287
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered
Depository Shares Each Representing 1/40th Interest
in a Share of 4.500% Series H Non-Cumulative
Perpetual Preferred Stock

Name of Each Exchange on Which
Each Class is to be Registered
The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates 333-232886

Securities to be registered pursuant to Section 12(g) of the Act: None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are depository shares (the "Depository Shares") of Huntington Bancshares Incorporated, a Maryland corporation (the "Company"), each representing a 1/40th interest in a share of the Company's 4.500% Series H Non-Cumulative Perpetual Preferred Stock, with a liquidation preference of \$1,000 per share (equivalent to \$25 per Depository Share). The descriptions set forth under the captions "Description of the Preferred Stock" and "Description of the Depository Shares" in the prospectus supplement dated February 2, 2021 relating to the Depository Shares, filed with the Securities and Exchange Commission on February 3, 2021 pursuant to Rule 424(b)(2) under the Securities Act of 1933, as amended, to the prospectus in the Registration Statement on Form S-3ASR (File No. 333-232886) of the Registrant, dated July 30, 2019, are each incorporated herein by reference.

Item 2. Exhibits.

<u>Number</u>	<u>Description</u>
3.1	<u>Articles Supplementary of Huntington Bancshares Incorporated (incorporated by reference to Exhibit 3.1 to Huntington Bancshares Incorporated's Form 8-K filed on January 22, 2019).</u>
3.2	<u>Articles of Restatement of Huntington Bancshares Incorporated (incorporated by reference to Exhibit 3.2 to Huntington Bancshares Incorporated's Form 8-K filed on January 22, 2019).</u>
3.3	<u>Articles Supplementary of Huntington Bancshares Incorporated (incorporated by reference to Exhibit 3.1 to Huntington Bancshares Incorporated's Form 8-K filed with the SEC on June 3, 2020).</u>
3.4	<u>Articles Supplementary of Huntington Bancshares Incorporated (incorporated by reference to Exhibit 3.1 to Huntington Bancshares Incorporated's Form 8-K filed with the SEC on August 10, 2020).</u>
3.5	<u>Articles Supplementary of Huntington Bancshares Incorporated, as of February 5, 2021 (incorporated by reference to Exhibit 3.1 to Huntington Bancshares Incorporated's Form 8-K filed on February 9, 2021).</u>
3.6	<u>Amended and Restated Bylaws of Huntington Bancshares Incorporated, as of January 16, 2019 (incorporated by reference to Exhibit 3.3 to Huntington Bancshares Incorporated's Form 8-K filed on January 22, 2019).</u>
4.1	Instruments defining the Rights of Security Holders — reference is made to Articles Fifth, Eighth, and Tenth of Articles of Restatement of Charter, as amended and supplemented. Instruments defining the rights of holders of long-term debt will be furnished to the Securities and Exchange Commission upon request.
4.2	<u>Deposit Agreement, dated February 9, 2021, among Huntington Bancshares Incorporated, Computershare Inc. and Computershare Trust Company, N.A., and the holders from time to time of the depository receipts described therein (incorporated by reference to Exhibit 4.2 to Huntington Bancshares Incorporated's Form 8-K filed February 9, 2021).</u>
4.3	<u>Form of Depository Receipt (included as part of Exhibit 4.2).</u>

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: February 9, 2021

HUNTINGTON BANCSHARES INCORPORATED

By: /s/ Jana J. Litsey

Name: Jana J. Litsey

Title: General Counsel