

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

**Form S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**HUNTINGTON BANCSHARES INCORPORATED**

(Exact name of Registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation or organization)

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

Huntington Center  
41 South High Street  
Columbus, Ohio 43287  
(Address of Registrant's principal executive offices)

HUNTINGTON BANCSHARES INCORPORATED  
AMENDED AND RESTATED  
2018 LONG-TERM INCENTIVE PLAN  
(Full title of the Plan)

Jana J. Litsey, Esq.  
General Counsel  
Huntington Bancshares Incorporated  
Huntington Center  
41 South High Street  
Columbus, Ohio 43287  
614/480-8300  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of Correspondence to:  
Jack Gravelle, Esq.  
Porter, Wright, Morris & Arthur LLP  
41 South High Street  
Columbus, Ohio 43215

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>		<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
			<input type="checkbox"/>	Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**Calculation of Registration Fee**

Title of Securities to be registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, \$0.01 par value.	30,000,000	\$15.12	\$453,600,000	\$49,487.76

- (1) An additional 30,000,000 shares of Common Stock, \$0.01 par value, have been reserved for issuance under the Huntington Bancshares Incorporated Amended and Restated 2018 Long-Term Incentive Plan. This Registration Statement shall be deemed to cover an indeterminate number of additional shares of Common Stock, \$0.01 par value, as may be issuable pursuant to future stock dividends, stock splits or similar transactions.

- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h), based upon the average of the high and low sales prices of our Common Stock as reported on the Nasdaq Stock Market as of April 26, 2021, which is a date within five business days prior to the date of filing of this Registration Statement.
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## EXPLANATORY NOTE

This registration statement on Form S-8 of Huntington Bancshares Incorporated (this "Registration Statement"), is being filed to register an additional 30,000,000 shares of common stock, par value \$0.01 per share, issuable under the Huntington Bancshares Incorporated Amended and Restated 2018 Long-Term Incentive Plan (the "Plan"), which common stock is in addition to the 33,000,000 shares of common stock previously registered by us on a registration statement on Form S-8 filed with the Securities and Exchange Commission (the "SEC") on May 3, 2018 (File No. 333-224665) (the "Prior Registration Statement").

This Registration Statement relates to the same class of securities as the Prior Registration Statement and is filed pursuant to Instruction E of the General Instructions to Form S-8 regarding registration of additional securities. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement, to the extent relating to the registration of shares of common stock under the Plan and except as otherwise set forth in this Registration Statement, are incorporated by reference herein.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents By Reference.

The following documents previously filed by us with the SEC are incorporated by reference:

1. Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2020, filed on February 26, 2021;
2. Current Reports on Form 8-K, filed [January 27, 2021](#); [February 2, 2021](#); [February 9, 2021](#); [March 10, 2021](#); [March 12, 2021](#); [March 26, 2021](#); [April 22, 2021](#); [April 26, 2021](#), and [April 30, 2021](#); and
3. The description of our common stock contained in our registration statement on Form 8-A filed under Section 12 of the Exchange Act and any amendment or report filed for purpose of updating that description, which was originally filed April 28, 1967 (in paper format), as updated by [Exhibit 4.2](#) to our [Form 10-K](#) for the year ended 2020, filed February 26, 2021.

Notwithstanding the foregoing, we are not incorporating any document or information deemed to have been furnished and not filed in accordance with SEC rules.

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We also incorporate by reference any future filings we make with the Securities and Exchange Commission under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, until we file a post-effective amendment which indicates that all of the securities offered by the prospectus have been sold or which deregisters all securities then remaining unsold. Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes the statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

Reference is made to the information contained in the Exhibit Index filed as part of this Registration Statement.

## Signatures

Pursuant to the requirements of the Securities Act of 1933, Huntington Bancshares Incorporated certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on April 30, 2021.

HUNTINGTON BANCSHARES INCORPORATED

By: /s/ Jana J. Litsey  
Jana J. Litsey, General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stephen D. Steinour*</u> Stephen D. Steinour	Chairman, President, Chief Executive Officer, and Director (Principal Executive Officer)	April 30, 2021
<u>/s/ Zachary Wasserman*</u> Zachary Wasserman	Chief Financial Officer (Principal Financial Officer)	April 30, 2021
<u>/s/ Nancy E. Maloney*</u> Nancy E. Maloney	Executive Vice President and Controller (Principal Accounting Officer)	April 30, 2021
<u>/s/ Lizabeth Ardisana*</u> Lizabeth Ardisana	Director	April 30, 2021
<u>/s/ Alanna Y. Cotton*</u> Alanna Y. Cotton	Director	April 30, 2021
<u>/s/ Ann B. Crane*</u> Ann B. Crane	Director	April 30, 2021
<u>/s/ Robert S. Cubbin*</u> Robert S. Cubbin	Director	April 30, 2021
<u>/s/ Steven G. Elliott*</u> Steven G. Elliott	Director	April 30, 2021
<u>/s/ Gina D. France*</u> Gina D. France	Director	April 30, 2021
<u>/s/ J. Michael Hochschwender*</u> J. Michael Hochschwender	Director	April 30, 2021

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<u>/s/ John C. Inglis*</u> John C. Inglis	Director	April 30, 2021
<u>/s/ Katharine M.A. Kline*</u> Katharine M.A. Kline	Director	April 30, 2021
<u>/s/ Richard W. Neu*</u> Richard W. Neu	Director	April 30, 2021
<u>/s/ Kenneth J. Phelan*</u> Kenneth J. Phelan	Director	April 30, 2021
<u>/s/ David L. Porteous*</u> David L. Porteous	Director	April 30, 2021

\*By: /s/ Jana J. Litsey  
Jana J. Litsey, attorney-in-fact for each of the persons  
indicated

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Registration No. 333-\_\_\_\_\_

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT**

**Under**

**THE SECURITIES ACT OF 1933**

**Huntington Bancshares Incorporated**

**EXHIBITS**

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**EXHIBIT INDEX**

No.	Exhibit Description	Incorporated by Reference			Filed or
		Form	Date	Number	Herewith
4(a)	<a href="#">Amended and Restated 2018 Long-Term Incentive Plan</a>	DEF 14A	3/12/21	Appendix B	
4(b)	<a href="#">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.</a>				
5	<a href="#">Opinion of Porter, Wright, Morris &amp; Arthur LLP regarding legality.</a>				Filed
23(a)	<a href="#">Consent of Porter, Wright, Morris &amp; Arthur LLP (included in Exhibit 5 herewith).</a>				Filed
23(b)	<a href="#">Consent of PricewaterhouseCoopers LLP.</a>				Filed
23(c)	<a href="#">Consent of KPMG LLP</a>				Filed
24	<a href="#">Power of Attorney</a>				Filed



**PORTER, WRIGHT, MORRIS & ARTHUR LLP**

41 South High Street  
Columbus, Ohio 43215-6194  
Telephone: 614/227-2000  
Facsimile: 614/227-2100

April 30, 2021

Huntington Bancshares Incorporated  
Huntington Center  
41 S. High St.  
Columbus, Ohio 43287

Re: Registration Statement on Form S-8  
Huntington Bancshares Incorporated 2018 Amended and Restated Long-Term Incentive Plan (the "Plan")

Ladies and Gentlemen:

We have acted as counsel for Huntington Bancshares Incorporated, a Maryland corporation ("Huntington"), in connection with the Registration Statement on Form S-8 (the "Registration Statement"), filed by Huntington with the Securities and Exchange Commission under the Securities Act of 1933, as amended, with respect to the registration of 30,000,000 shares of Huntington common stock, \$0.01 par value (the "Shares"), to be issued under the Plan.

In connection with this opinion, we have examined such corporate records, documents, and other instruments of the registrant as we have deemed necessary.

Based on the foregoing, we are of the opinion that the Shares will, when issued and paid for in accordance with the provisions of the Plan, be legally issued, fully paid and nonassessable, and entitled to the benefits of the Plan.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ PORTER WRIGHT MORRIS & ARTHUR LLP

PORTER WRIGHT MORRIS & ARTHUR LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on FormS-8 of Huntington Bancshares Incorporated of our report dated February 26, 2021 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Huntington Bancshares Incorporated's Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ PricewaterhouseCoopers LLP  
Columbus, Ohio  
April 30, 2021

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the registration statement on FormS-8 of Huntington Bancshares Incorporated of our reports dated February 26, 2021, with respect to the consolidated statements of financial condition of TCF Financial Corporation and subsidiaries (the “Corporation”) as of December 31, 2020 and 2019, the related consolidated statements of income, comprehensive income, equity, and cash flows for each of the years in the three-year period ended December 31, 2020, and the related notes, and the effectiveness of internal control over financial reporting as of December 31, 2020, which reports are included in the Form 8-K of Huntington Bancshares Incorporated dated April 30, 2021, which is incorporated by reference in the registration statement.

As discussed in Note 2 to the consolidated financial statements, the Corporation has changed its method of accounting for the recognition and measurement of credit losses as of January 1, 2020 due to the adoption of ASU No. 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*.

/s/ KPMG LLP  
Detroit, Michigan  
April 30, 2021

**POWER OF ATTORNEY**

*(Re: Huntington Bancshares Incorporated Amended and Restated 2018 Long-Term Incentive Plan)*

Each director and officer of Huntington Bancshares Incorporated (the "Corporation"), whose signature appears below hereby appoints Jana J. Litsey, Stephen D. Steinour, and Zachary Wasserman, or any of them, as his or her attorney-in-fact, to sign, in his or her name and behalf and in any and all capacities stated below, and to cause to be filed with the Securities and Exchange Commission, the Corporation's Registration Statement on Form S-8 (the "Registration Statement") for the purpose of registering under the Securities Act of 1933, as amended, up to 31,900,000 shares of the common stock of the Corporation (as such number of shares may be adjusted from time to time for stock dividends, stock splits, or similar transactions affecting the common stock of the Corporation generally) in connection with the Corporation's Amended and Restated 2018 Long-Term Incentive Plan, and likewise to sign and file any amendments, including post-effective amendments, to the Registration Statement, hereby granting to such attorneys, and to each of them, individually, full power and authority to do and perform in the name and on behalf of each of the undersigned, and in any and all such capacities, every act and thing whatsoever necessary to be done in and about the premises as fully as any of the undersigned could or might do in person, hereby granting to each such attorney-in-fact full power of substitution and revocation and hereby ratifying all that any such attorney-in-fact or his substitute may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned have executed this Power of Attorney, in counterparts if necessary, effective as of April 26, 2021.

DIRECTORS/OFFICERS:

Signature / Title

/s/ Stephen D. Steinour

Stephen D. Steinour  
Chairman, President, Chief Executive Officer, and Director (Principal Executive Officer)

/s/ Zachary Wasserman

Zachary Wasserman  
Chief Financial Officer (Principal Financial Officer)

/s/ Nancy E. Maloney

Nancy E. Maloney  
Executive Vice President and Controller (Principal Accounting Officer)

/s/ Lizabeth Ardisana

Lizabeth Ardisana  
Director

/s/ Alanna Y. Cotton

Alanna Y. Cotton  
Director

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/s/ Ann B. Crane

Ann B. Crane  
Director

/s/ Robert S. Cubbin

Robert S. Cubbin  
Director

/s/ Steven G. Elliott

Steven G. Elliott  
Director

/s/ Gina D. France

Gina D. France  
Director

/s/ J. Michael Hochschwender

J. Michael Hochschwender  
Director

/s/ John C. Inglis

John C. Inglis  
Director

/s/ Katherine M.A. Kline

Katharine M.A. Kline  
Director

/s/ Richard W. Neu

Richard W. Neu  
Director

/s/ Kenneth J. Phelan

Kenneth J. Phelan  
Director

/s/ David L. Porteous

David L. Porteous  
Director