<div align="center">

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

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 1-34073

HUNTINGTON BANCSHARES INCORPORATED
(Exact name of registrant as specified in its charter)

**Huntington Bancshares Incorporated
41 South High Street
Columbus, Ohio 43287
(614) 480-2265**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Depositary Shares (each representing a 1/40th interest in a share of
6.250% Series D Non-Cumulative, perpetual preferred stock)**
(Title of each class of securities covered by this Form)

**Common Stock, par value $0.01 per share
Depositary Shares (each representing a 1/40th interest in a share of
5.875% Series C Non-Cumulative, perpetual preferred stock)
Depositary Shares (each representing a 1/40th interest in a share of
4.500% Series H Non-Cumulative, perpetual preferred stock)
Depositary Shares (each representing a 1/1,000th interest in a share of
5.70% Series I Non-Cumulative, perpetual preferred stock)**
(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

</div>

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	☒
Rule 12g-4(a)(2)	☐
Rule 12h-3(b)(1)(i)	☒
Rule 12h-3(b)(1)(ii)	☐
Rule 15d-6	☐

Approximate number of holders of record as of the certification or notice date: None

Pursuant to the requirements of the Securities Exchange Act of 1934, Huntington Bancshares Incorporated has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: July 26, 2021

HUNTINGTON BANCSHARES INCORPORATED

By: /s/ Jana J. Litsey
Name: Jana J. Litsey
Title: General Counsel

By: /s/ Jana J. Litsey