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

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**FORM 8-A**

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

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**HUNTINGTON BANCSHARES INCORPORATED**  
(Exact Name of Registrant as Specified in its Charter)

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**Maryland**  
(State of incorporation or organization)

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

Commission file number: 1-34073

**31-0724920**  
(IRS Employer Identification No.)

**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 6.875% Series J Non-Cumulative  
Perpetual Preferred Stock**

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

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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), 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), check the following box.

**Securities Act registration statement file number to which this form relates:333-263546**

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

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## 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 6.875% Series J 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 27, 2023 relating to the Depository Shares, filed with the Securities and Exchange Commission on March 1, 2023 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. 333-263546) of the Registrant, dated March 14, 2022, are each incorporated herein by reference.

### Item 2. Exhibits.

<u>Number</u>	<u>Description</u>
3.1	<a href="#"><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></a>
3.2	<a href="#"><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></a>
3.3	<a href="#"><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></a>
3.4	<a href="#"><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></a>
3.5	<a href="#"><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 February 9, 2021).</u></a>
3.6	<a href="#"><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 9, 2021).</u></a>
3.7	<a href="#"><u>Articles Supplementary of Huntington Bancshares Incorporated, as of March 3, 2023 (incorporated by reference to Exhibit 3.1 to Huntington Bancshares Incorporated's Form 8-K filed on March 6, 2023).</u></a>
3.8	<a href="#"><u>Articles of Amendment of Huntington Bancshares Incorporated to Articles of Restatement of Huntington Bancshares Incorporated (incorporated by reference to Exhibit 3.2 to Huntington Bancshares Incorporated's Form 8-K filed on June 9, 2021).</u></a>
3.9	<a href="#"><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></a>
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	<a href="#"><u>Deposit Agreement, dated March 6, 2023, 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 on March 6, 2023).</u></a>
4.3	<a href="#"><u>Form of Depository Receipt (included as part of Exhibit 4.2).</u></a>
4.4	<a href="#"><u>Form of Certificate Representing the 6.875% Series J Non-Cumulative Perpetual Preferred Stock (incorporated by reference to Exhibit 4.1 to Huntington Bancshares Incorporated's Form 8-K filed on March 6, 2023).</u></a>

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**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: March 6, 2023

HUNTINGTON BANCSHARES INCORPORATED

By: /s/ Jana J. Litsey

Name: Jana J. Litsey

Title: General Counsel