

HUNTINGTON BANCSHARES INC/MD  
Form 8-K  
August 02, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d)**

**of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 2, 2013**

**HUNTINGTON BANCSHARES**  
**INCORPORATED**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**Huntington Center**

**41 South High Street**

**Columbus, Ohio**  
(Address of principal executive Office)

**43287**  
(Zip Code)

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

**Not Applicable**

(Former name or former address, if changed since last report.)

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 (see General Instruction A.2. below):

- .. 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-(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On August 2, 2013, Huntington Bancshares Incorporated (the Company) issued and sold \$400,000,000 aggregate principal amount of its 2.60% Senior Notes due 2018 (the Notes). The Notes were issued pursuant to a Senior Debt Indenture, dated as of December 29, 2005, between the Company and The Bank of New York Mellon Trust Company, N.A., as successor to The Bank of New York Mellon (as successor to JPMorgan Chase Bank, N.A.) (the Trustee), as amended and supplemented by a First Supplemental Indenture, dated as of August 2, 2013, between the Company and the Trustee (the First Supplemental Indenture). The Notes were sold pursuant to an underwriting agreement (the Underwriting Agreement), dated July 30, 2013, between the Company and, on behalf of themselves and the several underwriters named therein, Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated.

The Underwriting Agreement, the First Supplemental Indenture and the form of the Note are attached to this Current Report on Form 8-K as Exhibit 1.1, Exhibit 4.1 and Exhibit 4.2, respectively, and are incorporated into this Item 8.01 by reference. The Underwriting Agreement, the First Supplemental Indenture and the Notes are more fully described in a prospectus supplement filed with the Commission on August 1, 2013, to the accompanying prospectus filed with the Commission on July 22, 2013, as part of the Company's Registration Statement on Form S-3ASR (File No. 333-190078).

The foregoing descriptions of the Underwriting Agreement, the First Supplemental Indenture and the Notes do not purport to be complete and are qualified in their entirety by reference to Exhibit 1.1, Exhibit 4.1 and Exhibit 4.2, respectively.

This Current Report on Form 8-K is being filed, in part, for the purpose of filing the documents in connection with the issuance of the Notes and such exhibits are hereby incorporated into the Company's Registration Statement on Form S-3ASR (File No. 333-190078).

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

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 1.1	Underwriting Agreement, July 30, 2013, between Huntington Bancshares Incorporated, Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated
Exhibit 4.1	First Supplemental Indenture, dated August 2, 2013, between Huntington Bancshares Incorporated and The Bank of New York Mellon Trust Company, N.A., as trustee
Exhibit 4.2	Form of 2.60% Senior Notes due August 2, 2018
Exhibit 5.1	Opinion of Venable LLP
Exhibit 5.2	Opinion of Wachtell, Lipton, Rosen & Katz
Exhibit 23.1	Consent of Venable LLP (included in Exhibit 5.1)
Exhibit 23.3	Consent of Wachtell, Lipton, Rosen & Katz (included in Exhibit 5.2)
Exhibit 99.1	Other Expenses of Issuance and Distribution (as required by Item 14 of Part II of Form S-3)

**SIGNATURES**

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

Dated: August 2, 2013

By: /s/ Stephen D. Steinour  
Name: Stephen D. Steinour  
Title: Chairman, President and Chief Executive Officer

**EXHIBIT INDEX**

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