

HUNTINGTON BANCSHARES INC/MD

Form S-8

February 27, 2015

As filed with the Securities and Exchange Commission on February 27, 2015

Registration No. 333 -

**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)**

**Huntington Center**

**31-0724920**  
**(I.R.S. Employer**

**Identification No.)**

**41 South High Street**

**Columbus, Ohio 43287**

**(Address, including zip code, of principal executive offices)**

**Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for**

**Huntington Bancshares Incorporated Directors**

**(Full title of the Plan)**

**Richard A. Cheap, Esq.**

**General Counsel and Secretary**

**Huntington Bancshares Incorporated**

**Huntington Center**

**41 South High Street**

**Columbus, Ohio 43287**

**614/480-8300**

**(Name, address, and telephone number, including area code, of agent for service)**

*Copies of Correspondence to:*

**Mary Beth M. Clary, Esq.**

**Erin F. Siegfried, 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, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**Calculation of Registration Fee**

<b>Title of Securities to be registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.01 par value, to be issued under the Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors	800,000	\$10.93	\$8,744,000	\$1,016.05

(1) Pursuant to Rule 416(a) of the Securities Act of 1933 (the Securities Act), this Registration Statement shall be deemed to cover an indeterminate number of additional shares of Common Stock that become issuable under the Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares

Incorporated Directors by reason of any future stock dividends, stock splits or similar transactions.

- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act, based upon the average of the high and low sales prices of our Common Stock as reported on the Nasdaq Global Select Market as of February 26, 2015.

## INTRODUCTION

A total of 290,647 shares of our common stock, as adjusted for stock dividends and stock splits, were registered in connection with the Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors by Form S-8 Registration Statement, Registration No. 33-41774 (the 1991 Form S-8 ). The Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors was amended by a First Amendment dated May 17, 2000. A total of 800,000 shares of our common stock, as adjusted for stock dividends and stock splits, were registered in connection with the Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors by Form S-8 Registration Statement, Registration No. 333-161779 (the 2009 Form S-8 ). We are registering additional shares of common stock for issuance under the Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors, as amended. The contents of the 1991 Form S-8 and the 2009 Form S-8 relating to the Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors are incorporated herein by reference.

## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information concerning the Plan specified in Part I will be sent or given to Plan participants as specified by Rule 428(b)(1). Such documents are not filed as part of this Registration Statement in accordance with the Note to Part I of the Form S-8 Registration Statement.

## 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, 2014;
2. Current Report on Form 8-K filed on February 24, 2015; and
3. The description of our common stock, which is registered under Section 12 of the Securities Exchange Act, in our Form 8-A filed with the SEC on April 28, 1967, including any subsequently filed amendments and reports updating such description.

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

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.

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**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 February 27, 2015.

HUNTINGTON BANCSHARES  
INCORPORATED

By: /s/ Richard A. Cheap  
Richard A. Cheap, Secretary and 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.

Signature	Title	Date
*s/ Stephen D. Steinour Stephen D. Steinour	Chairman, Chief Executive Officer, President, and Director (Principal Executive Officer)	February 27, 2015
*s/ Howell D. McCullough III Howell D. McCullough III	Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 27, 2015
*s/ David S. Anderson David S. Anderson	Senior Vice President and Controller (Principal Accounting Officer)	February 27, 2015
*s/ Don M. Casto, III Don M. Casto, III	Director	February 27, 2015
*s/ Ann B. Crane Ann B. Crane	Director	February 27, 2015
*s/ Steven G. Elliott Steven G. Elliott	Director	February 27, 2015
*s/ Michael J. Endres Michael J. Endres	Director	February 27, 2015





*s/ John B. Gerlach, Jr.	Director	February 27, 2015
John B. Gerlach, Jr.		
*s/ Peter J. Kight	Director	February 27, 2015
Peter J. Kight		
*s/ Jonathan A. Levy	Director	February 27, 2015
Jonathan A. Levy		
*s/ Eddie R. Munson	Director	February 27, 2015
Eddie R. Munson		
*s/ Richard W. Neu	Director	February 27, 2015
Richard W. Neu		
*s/ David L. Porteous	Director	February 27, 2015
David L. Porteous		
*s/ Kathleen H. Ransier	Director	February 27, 2015
Kathleen H. Ransier		

\*By: /s/ Richard A. Cheap  
Richard A. Cheap, attorney-in-fact  
for each of the persons indicated

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**

Exhibit Number	Exhibit Description
4(a)	Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors, previously filed as Exhibit 4(a) to Registration Statement on Form S-8 filed on July 19, 1991.
4(b)	First Amendment to Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors, previously filed as Exhibit 10(q) to Quarterly Report 10-Q for the quarter ended March 31, 2001.
4(c)	Articles V, VIII and X of Articles of Restatement of Charter, as amended and supplemented, previously filed as Exhibit 3(i) to Annual Report on Form 10-K for the year ended December 31, 1993 and Exhibit 3(i)(c) to Quarterly Report on Form 10-Q for the quarterly period ended March 31, 1998, and incorporated herein by reference. Instruments defining the rights of holders of long-term debt will be furnished to the Securities and Exchange Commission upon request.
5*	Opinion of Porter, Wright, Morris & Arthur LLP regarding the legality of the common stock being registered pursuant hereto.
23(a)*	Consent of Porter, Wright, Morris & Arthur LLP (included in Exhibit 5 filed herewith).
23(b)*	Consent of Deloitte & Touche LLP.
24*	Power of Attorney.

\* Filed herewith.