

HUNTINGTON BANCSHARES INC/MD

Form 8-K

December 16, 2010

**Table of Contents**

**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): December 15, 2010**

**HUNTINGTON BANCSHARES INCORPORATED**

(Exact name of registrant as specified in charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Maryland  | 1-34073                     | 31-0724920                           |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

Huntington Center  
41 South High Street  
Columbus, Ohio

43287

(Address of principal executive  
Offices)

(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-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**TABLE OF CONTENTS**

Item 7.01. Regulation FD Disclosure.

SIGNATURES

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**Table of Contents**

**Item 7.01. Regulation FD Disclosure.**

On December 15, 2010, Huntington Bancshares Incorporated (the Company) priced its previously announced public offering of \$300 million in aggregate principal amount of subordinated debt (the Notes Offering). The Company intends to use the proceeds of the Notes Offering, together with proceeds of its recently priced public offering of approximately \$920.0 million of common stock and other available funds, to repurchase all \$1.4 billion of the Series B Fixed Rate Cumulative Perpetual Preferred Stock that it issued to the U.S. Department of the Treasury (the Treasury) under the Treasury's Troubled Asset Relief Program's Capital Purchase Program at such time as its banking regulators authorize and the Treasury approves.

The Notes Offering is more fully described in a prospectus supplement, filed with the Securities and Exchange Commission (the Commission) on December 15, 2010, to the accompanying prospectus filed with the Commission on January 13, 2009, as part of the Company's Registration Statement on Form S-3ASR (File No. 333-156700). This filing does not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any offer or sale of these securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful. The offering will be made only by means of a prospectus, copies of which may be obtained from Goldman, Sachs & Co. by contacting Goldman, Sachs & Co., Prospectus Department, 200 West Street, New York, NY 10282; by telephone at 1-866-471-2526; or by email at [prospectusny@ny.email.gs.com](mailto:prospectusny@ny.email.gs.com).

The information furnished in this Item 7.01 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

**Table of Contents**

**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 thereunto duly authorized.

HUNTINGTON BANCSHARES  
INCORPORATED

Date: December 15, 2010

By: /s/ Richard A. Cheap  
Name: Richard A. Cheap  
Title: General Counsel & Secretary