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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):

March 26, 2014

Huntington Bancshares Incorporated

(Exact name of registrant as specified in its charter)

Maryland

1-34073

31-0724920

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

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:

- 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))
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**Item 8.01 Other Events.**

On March 26, 2014 Huntington Bancshares Incorporated was notified by the Federal Reserve that it had no objection to Huntington's proposed capital actions included in Huntington's capital plan submitted to the Federal Reserve in January of this year. These actions included a 20% increase in the dividend per common share to \$0.06, starting in the fourth quarter of 2014, and the potential repurchase of up to \$250 million of common stock through the first quarter of 2015. Huntington's proposed capital actions represent an 11% increase in the capital return relative to the dividends paid during the four quarters covered by last year's plan and the recently completed \$227 million share repurchase program. Huntington's Board of Directors is expected to consider the next quarterly dividend and share repurchase program at its April 15, 2014 meeting.

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**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

By: *David S. Anderson*

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*Name: David S. Anderson*

*Title: Interim Chief Financial Officer*

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*March 26, 2014*

## Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	News Release of Huntington Bancshares Incorporated dated March 26, 2014

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# NEWS

**FOR IMMEDIATE RELEASE**

**March 26, 2014**

**Analysts:** Todd Beekman (todd.beekman@huntington.com), 614.480.3878

Mark Muth (mark.muth@huntington.com), 614.480.4720

**Media:** Maureen Brown (maureen.brown@huntington.com), 614.480.5512

**HUNTINGTON BANCSHARES RECEIVES NO OBJECTION FROM THE FEDERAL RESERVE FOR  
PROPOSED CAPITAL ACTIONS,  
INCLUDING AN INCREASE OF THE QUARTERLY DIVIDEND TO \$0.06 PER COMMON SHARE AND THE  
REPURCHASE OF UP  
TO \$250 MILLION OF COMMON STOCK**

**COLUMBUS, Ohio** – Huntington Bancshares Incorporated (NASDAQ: HBAN; [www.huntington.com](http://www.huntington.com)) was notified by the Federal Reserve that it had no objection to Huntington’s proposed capital actions included in Huntington’s capital plan submitted to the Federal Reserve in January of this year. These actions included a 20% increase in the dividend per common share to \$0.06, starting in the fourth quarter of 2014, and the potential repurchase of up to \$250 million of common stock through the first quarter of 2015. Huntington’s proposed capital actions represent an 11% increase in the capital return relative to the dividends paid during the four quarters covered by last year’s plan and the recently completed \$227 million share repurchase program. Huntington’s Board of Directors is expected to consider the next quarterly dividend and share repurchase program at its April 15, 2014 meeting.

“We are pleased with the opportunity to reward our shareholders with another increase in capital return under this year’s capital plan, particularly in light of our inclusion in the more rigorous CCAR process for the first time,” said Stephen D. Steinour, chairman, president and CEO. “The Federal Reserve’s non-objection to both our Capital Plan and intended capital actions are indicative not only of our strong capital levels and financial performance, but also of our risk management and capital assessment processes. This action allows us to increase both our common dividend and our share repurchase authorization within our disciplined approach to capital management. Our capital priorities remain the same, with reinvesting excess capital to organically grow the business our top priority. Importantly, dividends and share repurchases provide additional means of creating long-term shareholder value.”

## **About Huntington**

Huntington Bancshares Incorporated is a \$59 billion regional bank holding company headquartered in Columbus, Ohio. The Huntington National Bank, founded in 1866, and its affiliates provide full-service commercial, small business, and consumer banking services; mortgage banking services; treasury management and foreign exchange services; equipment leasing; wealth and investment management services; trust services; brokerage services; customized insurance brokerage and service programs; and other financial products and services. The principal markets for these services are Huntington’s six-state retail banking franchise: Ohio, Michigan, Pennsylvania, Indiana, West Virginia, and Kentucky. The primary distribution channels include a banking network of more than 700 traditional branches and convenience branches located in grocery stores and retirement centers, and through an array of alternative distribution channels including internet and mobile banking, telephone banking, and more than 1,500 ATMs. Through automotive dealership relationships within its six-state retail banking franchise area and selected other Midwest and New England states, Huntington also provides commercial banking services to the automotive dealers and retail automobile financing for dealer customers.

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