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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): June 10, 2021**

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**Huntington Bancshares Incorporated**

(Exact Name of Registrant as Specified in Charter)

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**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**1-34073**  
(Commission  
File Number)

**31-0724920**  
(I.R.S. Employer  
Identification No.)

**41 South High Street, Columbus, Ohio 43287**  
(Address of Principal Executive Offices, and Zip Code)

**(614) 480-2265**  
Registrant's Telephone Number, Including Area Code

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Depository Shares (each representing a 1/40th interest in a share of 5.875% Series C Non-Cumulative, perpetual preferred stock)	HBANN	NASDAQ
Depository Shares (each representing a 1/40th interest in a share of 6.250% Series D Non-Cumulative, perpetual preferred stock)	HBANO	NASDAQ

Depository Shares (each representing a 1/40th interest in a share of 4.500% Series H Non-Cumulative, perpetual preferred stock)	HBANP	NASDAQ
Depository Shares (each representing a 1/1000th interest in a share of 5.70% Series I Non-Cumulative, perpetual preferred stock)	HBANM	NASDAQ
Common Stock-Par Value \$0.01 per Share	HBAN	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 8.01 Other Events

On June 10, 2021, Huntington Bancshares Incorporated, a Maryland Corporation (“Huntington”), issued a press release announcing the redemption on July 15, 2021 (the “Redemption Date”) of all 24,000,000 outstanding depository shares (CUSIP: 446150708) (the “Depository Shares”), each representing a 1/40th interest in a share of Huntington’s 6.250% Series D Non-Cumulative Perpetual Preferred Stock, par value \$0.01 per share (the “Series D Preferred Stock”). The Depository Shares will be redeemed at a redemption price of \$25.00 per Depository Share (equivalent to \$1,000 per share of Series D Preferred Stock) plus declared and unpaid dividends of \$0.390625 per Depository Share (equivalent to \$15.625 per share of Series D Preferred Stock) for the period beginning on April 15, 2021 to, but not including, July 15, 2021. On and after the Redemption Date, all dividends on the shares of Series D Preferred Stock will cease to accrue.

The Depository Shares are held through the Depository Trust Company (“DTC”) and will be redeemed in accordance with the procedures of DTC. Payment to DTC will be made by Computershare Inc. and Computershare Trust Company, N.A., jointly, as redemption agent.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Number</u>	<u>Description</u>	
99.1	<a href="#">Press Release dated June 10, 2021</a>	Filed herewith
104	The cover page of this Current Report on Form 8-K, formatted in Inline XBRL.	

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**HUNTINGTON BANCSHARES INCORPORATED**

Date: June 10, 2021

By: /s/ Jana J. Litsey

Jana J. Litsey  
General Counsel



**FOR IMMEDIATE RELEASE**

June 10, 2021

**Investor Relations contact:** Mark Muth (mark.muth@huntington.com) 614-480-4720

**Media contact:** Randi Berris (randi.berris@huntington.com) 248-608-5239

**HUNTINGTON ANNOUNCES REDEMPTION OF ALL DEPOSITARY SHARES REPRESENTING INTERESTS IN SERIES D  
PREFERRED STOCK**

**COLUMBUS, Ohio** — Huntington Bancshares Incorporated (Nasdaq: HBAN) today announced the redemption on July 15, 2021 of all 24,000,000 outstanding depositary shares (Nasdaq: HBANO; CUSIP: 446150708), each representing a 1/40th interest in a share of Huntington’s 6.250% Series D Non-Cumulative Perpetual Preferred Stock, par value \$0.01 per share.

The depositary shares will be redeemed at a redemption price of \$25.00 per depositary share (equivalent to \$1,000 per share of Series D Preferred Stock) plus declared and unpaid dividends of \$0.390625 per depositary share (equivalent to \$15.625 per share of Series D Preferred Stock) for the period beginning on April 15, 2021 to, but not including, July 15, 2021. On and after the redemption date, all dividends on the shares of Series D Preferred Stock will cease to accrue. The depositary shares are held through the Depository Trust Company (“DTC”) and will be redeemed in accordance with the procedures of DTC.

**About Huntington**

Huntington Bancshares Incorporated (Nasdaq: HBAN) is a \$175 billion asset regional bank holding company headquartered in Columbus, Ohio. Founded in 1866, The Huntington National Bank and its affiliates provide consumers, small and middle-market businesses, corporations, municipalities, and other organizations with a comprehensive suite of banking, payments, wealth management, and risk management products and services. Huntington operates more than 1,100 branches in 12 states, with certain businesses operating in extended geographies. Visit [Huntington.com](http://Huntington.com) for more information.