

**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) June 29, 2016



HUNTINGTON BANCSHARES INCORPORATED
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

1-34073
(Commission
File Number)

31-0724920
(IRS Employer
Identification No.)

**Huntington Center
41 South High Street
Columbus, Ohio**
(Address of principal executive offices)

43287
(Zip Code)

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

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))

Item 8.01 Other Events.

On June 29, 2016, Huntington 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 April of this year as part of the 2016 Comprehensive Capital Analysis and Review ("CCAR"). These actions included a 14% increase in the quarterly dividend per common share to \$0.08, starting in the fourth quarter of 2016. Huntington's capital plan also included the issuance of capital in connection with the pending acquisition of FirstMerit Corporation and continues the previously announced suspension of the company's share repurchase program. A copy of the press release is attached as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 – Press release of Huntington Bancshares Incorporated, dated June 29, 2016.

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

Date: June 29, 2016

By: /s/ Richard A. Cheap

Richard A. Cheap

Title: Secretary

EXHIBIT INDEX

Exhibit No.	Description
Exhibit 99.1	News release of Huntington Bancshares Incorporated, dated June 29, 2016.



NEWS

FOR IMMEDIATE RELEASE

June 29, 2016

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

Media: Brent Wilder (brent.wilder@huntington.com), 614.480.5875

HUNTINGTON BANCSHARES RECEIVES NO OBJECTION FROM THE FEDERAL RESERVE FOR PROPOSED CAPITAL ACTIONS, INCLUDING AN INCREASE OF THE QUARTERLY DIVIDEND TO \$0.08 PER COMMON SHARE IN THE 2016 FOURTH QUARTER

COLUMBUS, Ohio - Huntington Bancshares Incorporated (NASDAQ: HBAN; 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 April of this year as part of the 2016 Comprehensive Capital Analysis and Review ("CCAR"). These actions included a 14% increase in the quarterly dividend per common share to \$0.08, starting in the fourth quarter of 2016. Huntington's capital plan also included the issuance of capital in connection with the pending acquisition of FirstMerit Corporation and continues the previously announced suspension of the company's share repurchase program.

"The Federal Reserve's non-objection to our intended capital actions reflects the continued strength of our capital levels given our risk profile and financial performance," said Stephen D. Steinour, chairman, president and CEO. "We are pleased to continue the trend of increasing our quarterly dividend by 1 cent in the fourth quarter in each of the past three years.

"We approached this year's CCAR capital plan with more caution than in prior years, focusing on the importance of the FirstMerit acquisition in accelerating the achievement of our long-term financial goals. We also were cognizant of the significant macroeconomic and market uncertainty during the first quarter of the year, as well as other geopolitical unknowns which have increased market volatility and global economic uncertainty.

"Our well-articulated capital priorities remain focused on the organic growth of the business, followed by support of the cash dividend, and finally other uses. We continue to view the pending, partial-cash acquisition of FirstMerit as an acceleration of our 2016 capital actions that will increase the long-term return and efficiency profiles of the combined organization."

About Huntington

Huntington Bancshares Incorporated is a \$73 billion asset regional bank holding company headquartered in Columbus, Ohio, with a network of more than 750 branches and more than 1,500 ATMs across six Midwestern states. Founded in 1866, The Huntington National Bank and its affiliates provide consumer, small business, commercial, treasury management, wealth management, brokerage, trust, and insurance services. Huntington also provides auto dealer, equipment finance, national settlement and capital market services that extend beyond its core states. Visit huntington.com for more information.

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