

**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) August 19, 2016**

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**HUNTINGTON BANCSHARES INCORPORATED**

**(Exact name of registrant as specified in its charter)**

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**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.)

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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 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 19, 2016, David S. Anderson, executive vice president and controller, advised Huntington Bancshares Incorporated (Huntington) of his decision to retire from Huntington as of December 31, 2016. Mr. Anderson has served as executive vice president and controller of Huntington and The Huntington National Bank since joining the company in November 2009. He also served as interim chief financial officer from May 2013 to April 2014.

On August 22, 2016, Huntington announced that Nancy E. Maloney is joining the company in September as executive vice president and controller, and will assume this role following the filing of the company's Report on Form 10-Q for the third quarter 2016. Ms. Maloney, age 42, previously served as U.S. controller and chief accountant for BMO Financial Group since June 2014. Prior thereto, Ms. Maloney was vice president with American Express from 2008 to 2014 where she served in various roles including most recently as Head of Global Banking PMO - Basel II.

In connection with the offer of employment, Ms. Maloney will receive a cash signing bonus of \$370,000 payable in two installments with the final payment on her one year anniversary. She will also receive an equity award valued at \$550,000 in the form of restricted stock units which will vest 50% on the third anniversary of the date of grant and 50% on the fourth anniversary of the date of grant.

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 August 22, 2016 .

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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

Date: August 22, 2016

By: /s/ Howell D. McCullough III

Howell D. McCullough III  
Chief Financial Officer

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## EXHIBIT INDEX

Exhibit No.	Description
Exhibit 99.1	News release of Huntington Bancshares Incorporated, dated August 22, 2016.



## NEWS

FOR RELEASE AUGUST 22, 2016

**Media contact:** Brent Wilder, ( [brent.wilder@huntington.com](mailto:brent.wilder@huntington.com) ) 614.480.5875

**Investor Relations contact:** Mark Muth, ( [mark.muth@huntington.com](mailto:mark.muth@huntington.com) ) 614.480.4720

### HUNTINGTON BANCSHARES NAMES NANCY MALONEY AS CONTROLLER

*Banking, regulatory and Basel standards veteran brings deep accounting expertise*

**COLUMBUS, Ohio** - Huntington Bancshares Incorporated (NASDAQ: HBAN; [www.huntington.com](http://www.huntington.com)) today announced that Nancy E. Maloney is joining the company in September, and will assume the role of Executive Vice President, Controller following Huntington's filing of its third-quarter Report on Form 10-Q. Current Huntington Controller David Anderson has announced his intention to retire.

Maloney joins Huntington from BMO Financial Group, where she served as U.S. controller and chief accountant. She will report to Chief Financial Officer Howell D. "Mac" McCullough.

"Nancy brings a strong combination of public and private sector experience that will well serve Huntington as we continue to grow," said Stephen D. Steinour, chairman, CEO and president of Huntington. "We wish Dave well in his retirement and thank him for his years of exceptional service with the company."

"Nancy is a distinguished controller with significant talent in both domestic and global accounting environments," said McCullough. "I am very pleased she is coming on board to steer our financial reporting, accounting policies, and controls, and look forward to leveraging her skill as an industry-leading regulatory guidance and Basel expert. She will be an outstanding complement to Huntington's established finance team."

Prior to joining BMO Financial Group, Maloney worked in roles of increasing responsibility for American Express, including vice president, head of global banking project management; vice president, regulatory reporting-Basel II implementation; and, vice president, accounting policy and business advisory controller. Before that, she worked in the public sector as accounting policy and financial reporting director for Freddie Mac and as a staff accountant with the Securities and Exchange Commission's division of corporation finance. Maloney began her career with Deloitte where she ultimately served as an audit manager. She holds her bachelor's in business administration-accounting from Villanova University.

"This is an exciting time to join Huntington as the company continues its track record of steady growth," Maloney said. "I am honored to join an institution known for its commitment to integrity and transparency and look forward to upholding its reputation."

#### **About Huntington**

Huntington Bancshares Incorporated is an approximately \$100 billion asset regional bank holding company headquartered in Columbus, Ohio, with a network of nearly 1,000 branches and nearly 2,000 ATMs across eight Midwestern states. Founded in 1866, The Huntington National Bank and its affiliates provide consumer, small business, commercial, treasury management, wealth management, brokerage,

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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](http://huntington.com) for more information.

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