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) November 5, 2018

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)	(IRS Employer Identification No.)

Huntington Center 41 South High Street Columbus, Ohio	43287
(Address of principal executive offices)	(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§24012b-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. ☐

Item 7.01 Regulation FD Disclosure.

Huntington Bancshares Incorporated ("Huntington") will be participating at the Bank of America Merrill Lynch Future of Financials 2018 Conference on Monday, November 5, 2018. A copy of the slides forming the basis of the presentation (the "Analyst Handout") is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The Analyst Handout will also be available in the Investor Relations section of Huntington’s web site at www.huntington.com.

The Analyst Handout is being furnished pursuant to Item 7.01, and the information contained therein shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that section. Furthermore, the information contained in Exhibit 99.1 shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 – Analyst Handout

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:	November 5, 2018	By:	/s/ Howell D. McCullough III
			Howell D. McCullough III
			Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
Exhibit 99.1	Analyst Handout

Exhibit 99.1

Welcome

Huntington Bancshares Incorporated

Bank of America Merrill Lynch
Future of Financials 2018 Conference

November 5, 2018

Huntington

Disclaimer

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This communication contains certain forward-looking statements, including, but not limited to, certain plans, expectations, goals, projections, and statements, which are not historical facts and are subject to numerous assumptions, risks, and uncertainties. Statements that do not describe historical or current facts, including statements about beliefs and expectations, are forward-looking statements. Forward-looking statements may be identified by words such as expect, anticipate, believe, intend, estimate, plan, target, goal, or similar expressions, or future or conditional verbs such as will, may, might, should, would, could, or similar variations. The forward-looking statements are intended to be subject to the safe harbor provided by Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934, and the Private Securities Litigation Reform Act of 1995.

While there is no assurance that any list of risks and uncertainties or risk factors is complete, below are certain factors which could cause actual results to differ materially from those contained or implied in the forward-looking statements: changes in general economic, political, or industry conditions; uncertainty in U.S. fiscal and monetary policy, including the interest rate policies of the Federal Reserve Board; volatility and disruptions in global capital and credit markets; movements in interest rates; competitive pressures on product pricing and services; success, impact, and timing of our business strategies, including market acceptance of any new products or services implementing our “Fair Play” banking philosophy; the nature, extent, timing, and results of governmental actions, examinations, reviews, reforms, regulations, and interpretations, including those related to the Dodd-Frank Wall Street Reform and Consumer Protection Act and the Basel III regulatory capital reforms, as well as those involving the OCC, Federal Reserve, FDIC, and CFPB; and other factors that may affect our future results. Additional factors that could cause results to differ materially from those described above can be found in our 2017 Annual Report on Form 10-K, as well as our subsequent Securities and Exchange Commission (“SEC”) filings, which are on file with the SEC and available in the “Investor Relations” section of our website, http://www.huntington.com, under the heading “Publications and Filings.”

All forward-looking statements speak only as of the date they are made and are based on information available at that time. We do not assume any obligation to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements were made or to reflect the occurrence of unanticipated events except as required by federal securities laws. As forward-looking statements involve significant risks and uncertainties, caution should be exercised against placing undue reliance on such statements.

Important Messages

Building long-term shareholder value

- Consistent organic growth
- Maintain aggregate moderate-to-low risk appetite
- Minimize earnings volatility through the cycle
- Disciplined capital allocation

Focus on top quartile financial performance relative to peers

Strategic focus on Customer Experience

High level of colleague and shareholder alignment

- Board, management, and colleague ownership represent the seventh largest shareholder

2018 September YTD Financial Highlights

Delivered top tier performance

Midwest economies continue to perform well, with low unemployment, population growth, and strong consumer & business confidence.

Broad-based commercial loan growth across geographies, industries, and customer segments.

Steady consumer loan originations across residential mortgage, RV and Marine, and indirect auto portfolios, while increasing pricing.

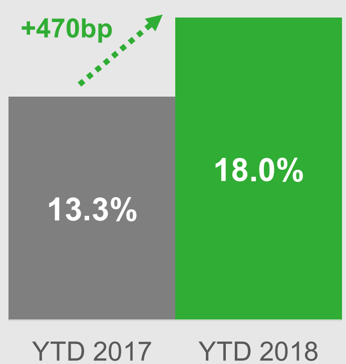
On track to achieve annual positive operating leverage for the sixth consecutive year in 2018

Financial Results YTD 2018

- Average loans increased $4.2 Billion, or 6%, year-over-year
- Average core deposits increased $3.0 Billion, or 4%, year-over-year
- Revenue increased $132 Million, or 4%, year- over-year
- Efficiency ratio of 56.2% is 680 basis points better than 2017 YTD
- Common dividend increased 50% versus YTD 2017
- Repurchased $739 Million of common stock YTD

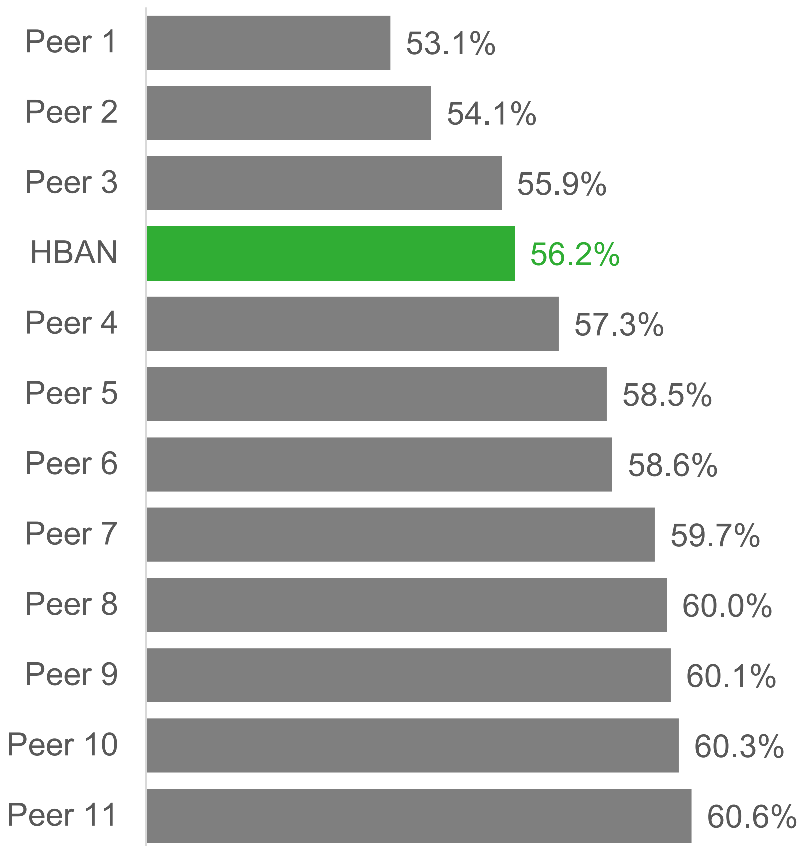
EPS

ROTCE

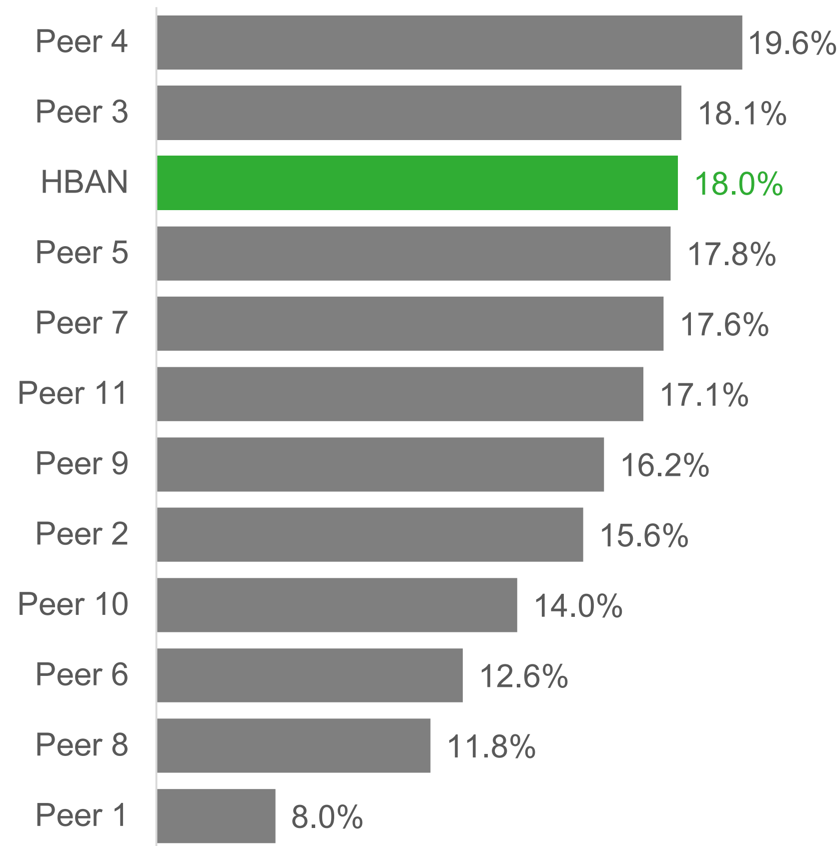


Industry-leading Profitability Metrics

2018 YTD Efficiency Ratio



2018 YTD ROTCE



Source: S&P Global Market Intelligence

On Pace to Achieve All Long-Term Financial Goals in 2018

	2015[1]	Long-Term Financial Goal	YTD (GAAP)	YTD (non-GAAP)[2]
Revenue (FTE) Growth (Y/Y)	6%	4% - 6%	4%	4%
Expense Growth (Y/Y)	5%	Positive Operating Leverage	(7%)	0%
Efficiency Ratio	64%	56% - 59%	56%	56%
NCO	18 bp	35 - 55 bp	18 bp	18 bp
ROTCE	12%	15% - 17% [3]	18%	18%

(1) First year in the current five-year strategic plan; Long-Term financial goals first disclosed in Dec 2014

(2) See slide 22 for reconciliation; (3) Updated for impact of tax reform

2018 Full-Year Expectations

		2018 Outlook
Balance Sheet	Average Loan Growth	5.5% - 6.5%
	Average Deposit Growth	3.5% - 4.5%
	Average Core Deposit Growth	4.5% - 5.5%
Income Statement	Revenue	4.0% - 4.5%
	Net Interest Margin (GAAP) (1)	Up 2 bp - 4 bp
	Noninterest Expense	(2.0%) - (2.5%)
	Efficiency Ratio	56.5% - 57.0%
	Effective Tax Rate	14.5% - 15.0%
Credit	Net Charge-offs	< 35 bp

Note: All metrics presented on a GAAP basis

(1) Includes 6 bp reduction in benefit from purchase accounting accretion in 2018 vs. 2017

Strategic Plan History - 2009

Execution of strategic plans delivered results

Themes

- Disciplined risk management
- Fair Play consumer strategy
- Optimal Customer Relationship (OCR) strategy
- Huntington brand evolution
- New commercial verticals and SBA targeted growth

Outcomes

✓ Industry-leading customer acquisition

✓ Focus on deepening relationships

✓ Customer-centric products

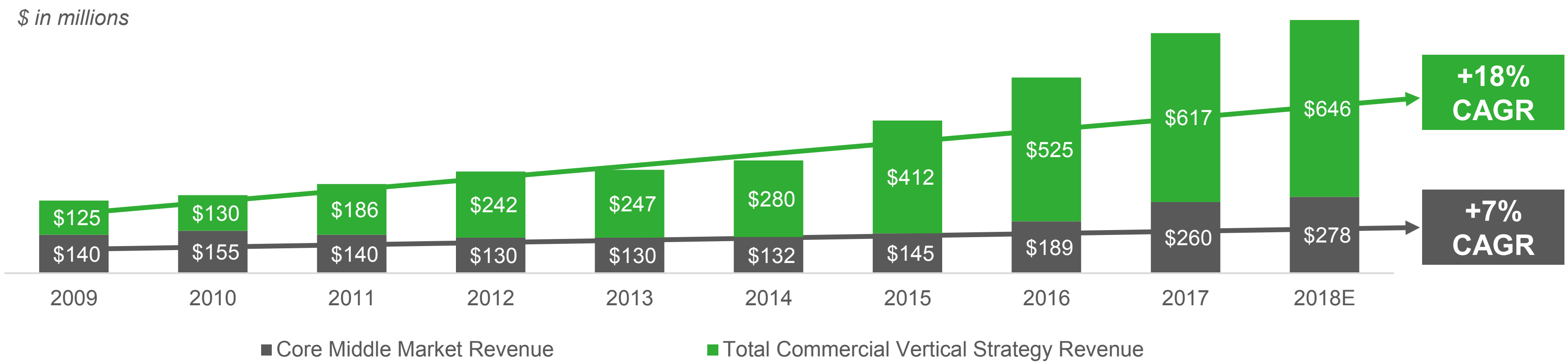
✓ Leading client satisfaction scores

✓ Expanded commercial offerings

✓ In-store strategy build-out

Commercial Business Expansion

Commercial industry vertical expansion resulted in significant revenue growth



2009 – 2011	2012 - 2014	2015 - 2018	2019+
Treasury Management	Asset-Based Lending	Huntington Technology Finance (Macquarie acquisition)	**Mid-Corporate**
Capital Markets	Energy Banking	Municipal Capital Markets Expansion (HSE Acquisition)	**Technology, Media, and Telecom (TMT)**
Equipment Finance	Sponsor Finance	Renewable Energy	**Practice Finance** (Business Banking)
Healthcare Banking	International Banking	Commodities	
Franchise Finance	Agricultural Lending		
	Huntington Public Capital		

Strategic Plan History - 2014

Execution of strategic plans delivered results

Themes

- Build scale
- Strategic acquisition
- Technology platform investment
- Data & Analytics launch

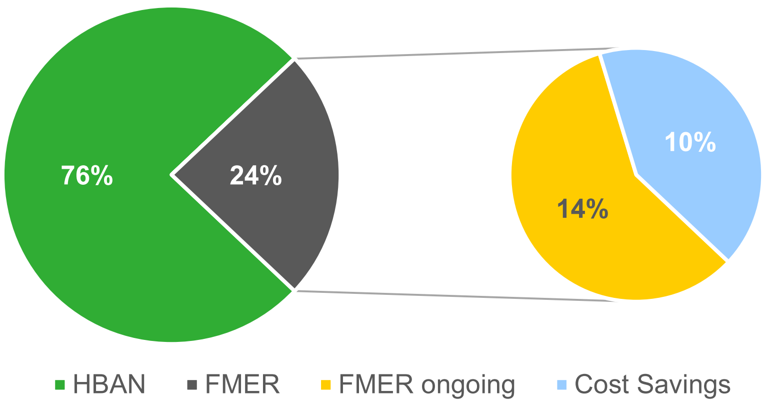
Outcomes

- ✓ Improved scale through organic growth and acquisition (FMER & Macquarie)
- ✓ Accelerated achievement of long-term financial goals
- ✓ #1 branch share in OH & MI
- ✓ Expansion: Chicago & Marine & RV (FMER)
- ✓ Best-in-class return profile

FirstMerit Acquisition

Deal economics driven by scale, density, and efficiency

Achieved 42% FMER Cost Savings (10% of Pro Forma Expenses)

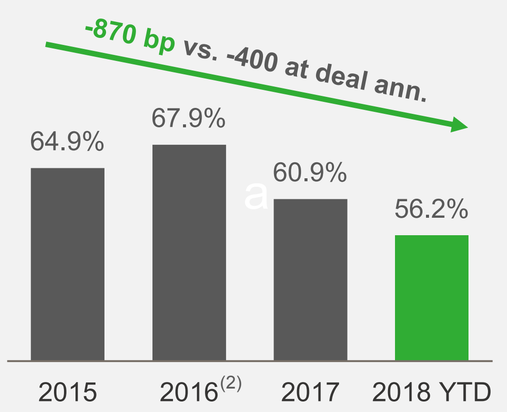


Deposit Market Share Rankings Illustrate Franchise Density[1]

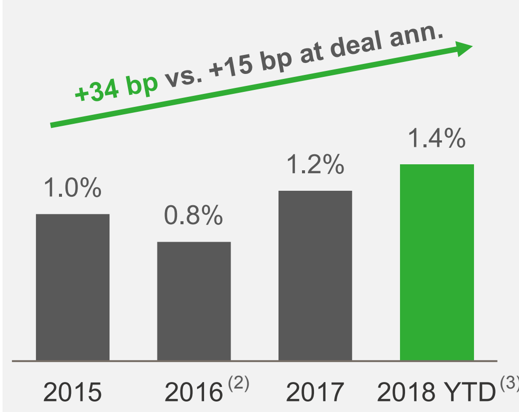
	% of Company MSAs	
Company	Top 3 Ranking	#1 Ranking
Wells Fargo & Co.	65.5%	21.4%
Bank of America Corp.	58.7	11.9
Capital One Financial Corp.	43.3	16.7
Huntington Bancshares Inc.	**41.1**	**13.3**
JPMorgan Chase & Co.	38.7	6.9
BB&T Corp.	37.5	15.8
SunTrust Banks Inc.	35.9	9.8
BMO Financial Corp.	35.7	11.9
Toronto-Dominion Bank	32.9	8.2
M&T Bank Corp.	32.3	12.3
U.S. Bancorp	31.1	5.5

Transaction exceeded profitability improvement expectations

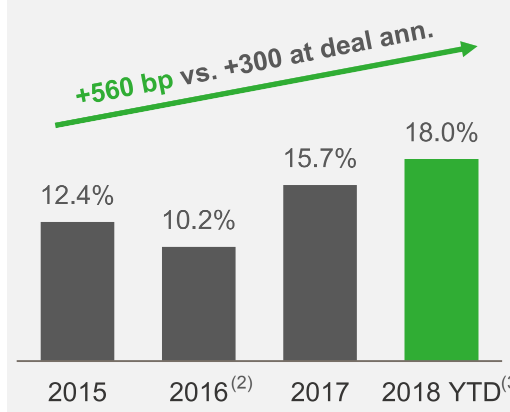
Efficiency Ratio



ROA



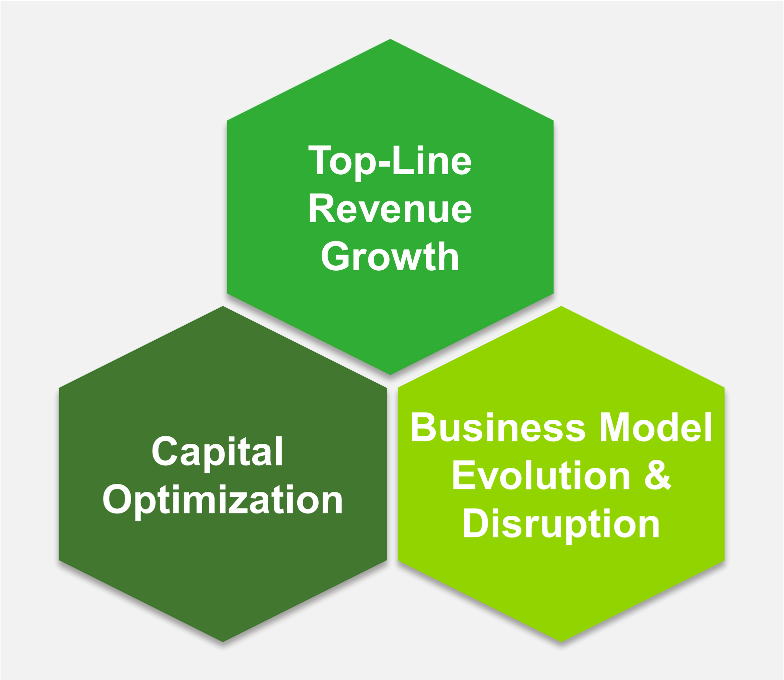
ROTCE



(1) Source: S&P Global Market Intelligence; (2) FMER acquisition closed in August 2016; 2016 and 2017 results included acquisition-related expense; 2017 results included benefit from implementation of federal tax reform; (3) 2018 YTD ROA and ROTCE benefitted from 12 bp and 167 bp respective increases related to federal tax reform

2018 Strategic Plan Overview

Driving towards sustained top quartile performance



Themes

- ✓ Continue to differentiate based on superior **Customer Experience**
- ✓ Deepen customer relationships
- ✓ Extend local advantage
- ✓ Drive digital acceleration and branch transformation
- ✓ Improve execution (Process, Speed, and Simplicity)

Technology Enables Our Strategy

35% increase in technology development in 2018, 40% increase planned in 2019

- **Flexible Scale & Security**
  - ✓ Next generation data center and cyber – secure, flexible, and scalable cloud-based infrastructure
- **Efficient Deployment**
  - ✓ Automation and DevOps – efficient delivery of new capabilities
- **Digitization**
  - ✓ Imaging, workflow, robotics and process automation (RPA) – driving efficiency
- **Agile Solution Development**
  - ✓ Innovation and delivery transformation – development, learning, and testing
- **Architecture**
  - ✓ Core bank modernization – maintain technology currency and accelerate new product delivery
  - ✓ Service-oriented architecture providing API-based access through enterprise middleware
- **Consistent Channel Experience**
  - ✓ Consistent customer and colleague access to data and services

Technology investments enable Customer Experience strategy by **driving process improvement, speed, and simplicity**

Leveraging Data & Analytics

Deep customer insights inform Customer Experience improvements

- **Leveraging customer behaviors and perceptions:**
  - ✓ Enhance customer experience
  - ✓ Segmentation-driven tailored experiences
  - ✓ Focused product development
  - ✓ Optimize staffing for customer service, expense, and colleague stability
- **Real-time insights / predictions:**
  - ✓ Real-time sales opportunities
  - ✓ Targeted marketing offers to customers and prospects likely to respond
- **Campaign effectiveness:**
  - ✓ Pricing optimization for volume, risk, and yield
  - ✓ Customer Acquisition
- **Geographic information sciences:**
  - ✓ Optimize Branch and ATM networks

Delivering machine learning, statistics, and operations research **to improve customer insights, personalize experiences, manage risk, and drive incremental revenue**

End-to-End Digital Transformation

Technology enhancements driving modernized delivery model

Improving and Simplifying Sales and Service

Transforming Branch Efficiency

- ✓ Reducing time to open an account by 40%
- ✓ Paperless origination
- ✓ Continued migration of branch deposits to self service

Customized Segment Portals

Next Gen Acquisition and Deepening

- ✓ Improved, real-time sales leads
- ✓ New sales process
- ✓ Acquisition enabled online

AI / Machine Learning

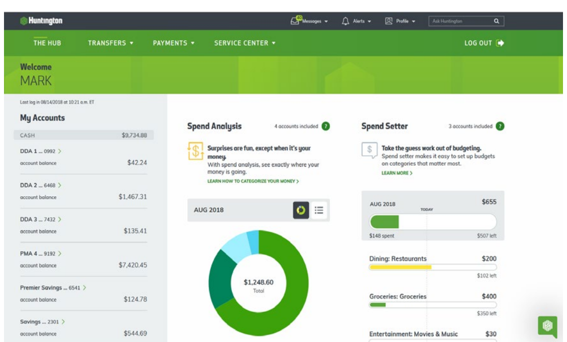
Chatbot

Strategically Positioned for Digital Future

PEOPLE led,

TECHNOLOGY enabled

Mobile and Digital Initiatives to Enhance Customer Experience



- ✓ Introduced "the Hub" portal (digital and mobile tools, alerts, and insights)
- ✓ Introduced digital card lock for credit and debit cards
- ✓ Partnered with third-party fintech on spend categorization
- ✓ Partnered with third-party firm on updated leads generation capability
- ✓ Launching AI on Huntington Heads Up (push notification service)
- ✓ Robotic Process Automation – 11 RPAs currently in use or in development

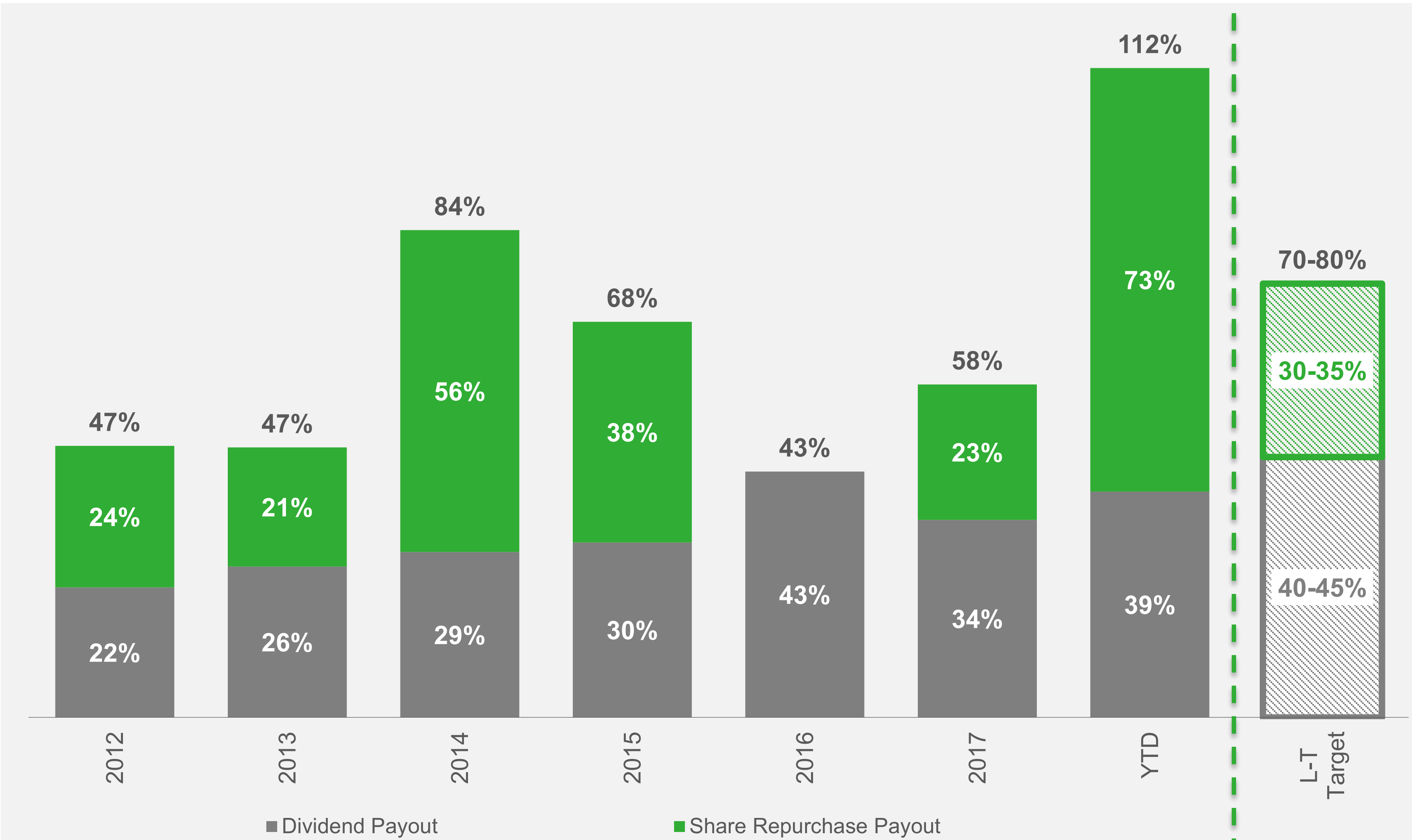
New Long-Term Financial Goals

	Prior Long-Term Financial Goal	New Long-Term Financial Goal
Revenue (FTE) Growth (Y/Y)	4% - 6%	**4% - 6%**
Expense Growth (Y/Y)	Positive Operating Leverage	**Positive Operating Leverage**
Efficiency Ratio	56% - 59%	**53% - 56%**
NCO	35 - 55 bp	**35 - 55 bp**
ROTCE	15% - 17% (1)	**17% - 20%**

(1) Updated for impact of tax reform

Attractive Capital Return Profile and Priorities

Targeting 70-80% total payout, including up to 45% dividend payout



2019 Full-Year Expectations

		2019 Outlook
Balance Sheet	Average Loan Growth	4% - 6%
	Average Deposit Growth	4% - 6%
Income Statement	Revenue	5% - 8%
	Noninterest Expense	3% - 5%
Credit	Net Charge-offs	< 35 bp

Note: All metrics presented on a GAAP basis

Important Messages

Building long-term shareholder value

- Consistent organic growth
- Maintain aggregate moderate-to-low risk appetite
- Minimize earnings volatility through the cycle
- Disciplined capital allocation

Focus on top quartile financial performance relative to peers

Strategic focus on Customer Experience

High level of colleague and shareholder alignment

- Board, management, and colleague ownership represent the seventh largest shareholder

Appendix

Huntington's Peer Group

$ in millions	Total Assets	Total Deposits	Total Loans	Market Capitalization	Price /			Dividend Yield
					Consensus 2018E	Consensus 2019E	Tangible Book	
PNC Financial Services Group, Inc.	$380,080	$264,884	$223,053	$59,940	11.9x	11.2x	1.8x	2.9%
BB&T Corporation	222,885	154,556	146,690	37,915	12.3x	11.3x	2.3x	3.3%
SunTrust Banks, Inc.	211,276	160,378	147,215	28,664	11.2x	10.7x	1.8x	3.2%
Citizens Financial Group, Inc.	158,598	117,075	114,720	17,737	10.6x	9.7x	1.4x	2.9%
Fifth Third Bancorp	141,685	104,342	93,443	17,923	10.8x	9.7x	1.5x	2.7%
KeyCorp	138,805	105,780	89,268	19,021	10.6x	9.5x	1.7x	3.7%
Regions Financial Corporation	124,578	93,255	81,821	18,157	11.8x	10.8x	1.9x	3.3%
M&T Bank Corporation	116,828	89,140	85,661	23,203	12.8x	11.7x	2.4x	2.4%
Comerica Incorporated	71,448	56,006	49,010	13,723	11.3x	10.2x	1.9x	2.9%
Zions Bancorporation	66,731	53,785	45,810	9,143	11.7x	10.9x	1.5x	2.5%
CIT Group Inc.	49,262	30,825	37,385	5,261	12.2x	10.1x	1.0x	2.1%
Median	**$138,805**	**$104,342**	**$89,268**	**$18,157**	**11.7x**	**10.7x**	**1.8x**	**2.9%**
Huntington Bancshares Incorporated	**$105,652**	**$81,689**	**$73,370**	**$15,265**	**11.7x**	**10.4x**	**2.1x**	**3.9%**

Source: S&P Global Market Intelligence data as of 10/31/2018

Reconciliation

Revenue, Noninterest Income, and Noninterest Expense Growth

($ in millions)		GAAP	Adjustment (1)	Adjusted
2018 YTD Net interest income (FTE)		$2,378	--	$2,378
2018 YTD Noninterest income		$992	--	$992
2018 YTD Total Revenue		$3,370	--	$3,370
2017 YTD Net interest income (FTE)		$2,271	--	$2,271
2017 YTD Noninterest income		$967	($2) (2)	$965
2017 YTD Total revenue		$3,238	($2) (2)	$3,236
2018 YTD Total revenue growth		**4%**		**4%**
2018 YTD Noninterest expense		$1,936	--	$1,936
2017 YTD Noninterest expense		$2,082	$155 (2)	$1,927
2018 YTD Noninterest expense growth		**(7)%**		**0%**

(1) Significant Items related to FirstMerit acquisition-related expenses
(2) Pre-tax

Basis of Presentation

Use of Non-GAAP Financial Measures

This document contains GAAP financial measures and non-GAAP financial measures where management believes it to be helpful in understanding Huntington's results of operations or financial position. Where non-GAAP financial measures are used, the comparable GAAP financial measure, as well as the reconciliation to the comparable GAAP financial measure, can be found in this document, conference call slides, or the Form 8-K related to this document, all of which can be found in the Investor Relations section of Huntington's website, http://www.huntington.com.

Annualized Data

Certain returns, yields, performance ratios, or quarterly growth rates are presented on an "annualized" basis. This is done for analytical and decision-making purposes to better discern underlying performance trends when compared to full-year or year-over-year amounts. For example, loan and deposit growth rates, as well as net charge-off percentages, are most often expressed in terms of an annual rate like 8%. As such, a 2% growth rate for a quarter would represent an annualized 8% growth rate.

Fully-Taxable Equivalent Interest Income and Net Interest Margin

Income from tax-exempt earning assets is increased by an amount equivalent to the taxes that would have been paid if this income had been taxable at statutory rates. This adjustment puts all earning assets, most notably tax-exempt municipal securities and certain lease assets, on a common basis that facilitates comparison of results to results of competitors.

Earnings per Share Equivalent Data

Significant income or expense items may be expressed on a per common share basis. This is done for analytical and decision-making purposes to better discern underlying trends in total corporate earnings per share performance excluding the impact of such items. Investors may also find this information helpful in their evaluation of the company's financial performance against published earnings per share mean estimate amounts, which typically exclude the impact of Significant Items. Earnings per share equivalents are usually calculated by applying an effective tax rate to a pre-tax amount to derive an after-tax amount, which is divided by the average shares outstanding during the respective reporting period. Occasionally, when the item involves special tax treatment, the after-tax amount is disclosed separately, with this then being the amount used to calculate the earnings per share equivalent.

Rounding

Please note that columns of data in this document may not add due to rounding.

Basis of Presentation

Significant Items

From time to time, revenue, expenses, or taxes are impacted by items judged by management to be outside of ordinary banking activities and/or by items that, while they may be associated with ordinary banking activities, are so unusually large that their outsized impact is believed by management at that time to be infrequent or short term in nature. We refer to such items as "Significant Items". Most often, these Significant Items result from factors originating outside the company – e.g., regulatory actions/assessments, windfall gains, changes in accounting principles, one-time tax assessments/refunds, and litigation actions. In other cases they may result from management decisions associated with significant corporate actions out of the ordinary course of business – e.g., merger/restructuring charges, recapitalization actions, and goodwill impairment.

Even though certain revenue and expense items are naturally subject to more volatility than others due to changes in market and economic environment conditions, as a general rule volatility alone does not define a Significant Item. For example, changes in the provision for credit losses, gains/losses from investment activities, and asset valuation write-downs reflect ordinary banking activities and are, therefore, typically excluded from consideration as a Significant Item.

Management believes the disclosure of "Significant Items", when appropriate, aids analysts/investors in better understanding corporate performance and trends so that they can ascertain which of such items, if any, they may wish to include/exclude from their analysis of the company's performance - i.e., within the context of determining how that performance differed from their expectations, as well as how, if at all, to adjust their estimates of future performance accordingly. To this end, Management has adopted a practice of listing "Significant Items" in its external disclosure documents (e.g., earnings press releases, quarterly performance discussions, investor presentations, Forms 10-Q and 10-K).

"Significant Items" for any particular period are not intended to be a complete list of items that may materially impact current or future period performance. A number of items could materially impact these periods, including those described in Huntington's 2017 Annual Report on Form 10-K and other factors described from time to time in Huntington's other filings with the Securities and Exchange Commission.