

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) December 18, 2019



Huntington Bancshares Incorporated
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

1-34073
(Commission
File Number)

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

Registrant's address: 41 South High Street, Columbus, Ohio 43287

Registrant's telephone number, including area code: (614) 480-2265

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))

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

Title of class	Trading Symbol(s)	Name of exchange on which registered
5.875% Series C Non-Cumulative, perpetual preferred stock	HBANN	NASDAQ
6.250% Series D Non-Cumulative, perpetual preferred stock	HBANO	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 (§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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 18, 2019, the Board of Directors of Huntington Bancshares Incorporated (Huntington) elected Alanna Y. Cotton as a director. Ms. Cotton will serve on the Technology Committee and the Community Development Committee of the Board of Directors.

Ms. Cotton will participate in Huntington's standard compensation arrangements for non-employee directors which consist of an annual equity grant and cash compensation in the form of board and committee retainers and per meeting fees for meetings in excess of a specified number.

Item 8.01 Other Events.

On December 18, 2019, Huntington issued a press release announcing the appointment of Alanna Y. Cotton as a director. A copy of the press release is attached as Exhibit 99.1 hereto.

EXHIBIT INDEX

Exhibit No.	Description
Exhibit 99.1	News release of Huntington Bancshares Incorporated, dated December 19, 2019
Exhibit 104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

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: December 19, 2019

By: /s/ Jana J. Litsey

Jana J. Litsey
General Counsel

**FOR IMMEDIATE RELEASE****December 19, 2019****Analysts:** Mark Muth (mark.muth@huntington.com), 614.480.4720**Media:** Matt Samson (matt.b.samson@huntington.com), 312.263.0203**HUNTINGTON BANCSHARES INCORPORATED
NAMES ALANNA COTTON TO ITS BOARD OF DIRECTORS**

Cotton brings deep background in consumer technology, brand strategy and innovation to Huntington

COLUMBUS, Ohio - The Board of Directors of Huntington Bancshares Incorporated (Nasdaq: HBAN; www.huntington.com) has unanimously elected as a member, Alanna Y. Cotton, senior vice president and general manager for product marketing at Samsung Electronics America, Inc.

Cotton joined Samsung Electronics America in 2014. In her current role, she is responsible for financial and brand performance of the high-growth segments of the mobile technology market, including personal computing, tablets, virtual reality and wearable tech. Previous Samsung roles included general management and marketing for mobile computing and wearables.

Prior to Samsung, Cotton served in a variety of senior leadership roles at PepsiCo, where she led the growth strategy for a number of Frito-Lay brands and held sales and operations roles for other PepsiCo businesses. She began her career as a new product startup leader at Procter & Gamble with responsibility for product launches and innovation.

“Alanna has an impressive track record of leading and driving business growth for well-known and respected global brands. Her ability to develop and collaboratively partner with other companies to build the right presence, platform and tools to capture customers across the digital journey is of tremendous benefit to Huntington as we continue to focus on customer experience as a brand differentiator,” said Stephen D. Steinour, chairman, president and chief executive officer of Huntington. “Her extensive understanding of consumers of all ages, their preferences, behaviors and usage patterns, and how to develop and market technology-driven products and experiences will help Huntington to serve the rapidly-evolving needs of our customers.”

Brand Innovators, a consortium of brand marketers from the world’s top brands, named Cotton one of the Top Women in Marketing in 2018. Cotton also was named one of the Most Powerful Women in Consumer Technology in 2016. She serves on the CMO Advisory Board of Ridge Ventures.

“Huntington’s people-first, technology-enabled approach to serving colleagues, customers, communities and shareholders appealed to me,” Cotton said. “I look forward to working with the Board to build upon the Bank’s impressive track record of innovation and to assisting Huntington on its journey to deliver the customer-centric products and capabilities consumers and businesses expect from their financial partners.”

Cotton earned her bachelor’s degree in environmental engineering from Northwestern University and her MBA from Stanford University.

About Huntington

Huntington Bancshares Incorporated is a regional bank holding company headquartered in Columbus, Ohio, with \$109 billion of assets and a network of 868 full-service branches, including 12 Private Client Group offices, and 1,442 ATMs across seven 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 vehicle finance, equipment finance, national settlement, and capital market services that extend beyond its core states. Visit huntington.com for more information.

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