

HUNTINGTON BANCSHARES INC/MD

Form 8-K

April 21, 2017

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) April 20, 2017

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HUNTINGTON BANCSHARES INCORPORATED

(Exact name of registrant as specified in its charter)

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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  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code (614) 480-8300  
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  
144 under the  
Securities Act  
(17 CFR  
230.144)

• 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 5.07 Submission of Matters to a Vote of Security Holders.

On April 20, 2017, the following matters were voted upon and approved by the shareholders of Huntington at its 2017 Annual Meeting of Shareholders:

	For	Against/ Withheld	Abstentions	Broker Non-Votes	Uncast	
Election of fifteen directors to						
1. serve a one-year term expiring at the 2018 annual meeting:						
Lizabeth Ardisana	822,785,513	5,020,129		139,845,044	2,309	
Ann (“Tanny”) B. Crane	823,302,965	4,502,677		139,845,044	2,309	
Robert S. Cubbin	822,343,779	5,461,862		139,845,044	2,309	
Steven G. Elliott	822,986,977	4,818,665		139,845,044	2,309	
Michael J. Endres	821,380,802	6,424,840		139,845,044	2,309	
Gina D. France	820,797,858	7,007,784		139,845,044	2,309	
J. Michael Hochschwender	823,468,829	4,336,813		139,845,044	2,309	
Chris Inglis	823,081,551	4,724,091		139,845,044	2,309	
Peter J. Kight	821,782,418	6,023,224		139,845,044	2,309	
Jonathan A. Levy	823,111,449	4,694,193		139,845,044	2,309	
Eddie R. Munson	823,075,737	4,729,905		139,845,044	2,309	
Richard W. Neu	823,360,695	4,444,947		139,845,044	2,309	
David L. Porteous	812,650,344	15,155,298		139,845,044	2,309	
Kathleen H. Ransier	817,715,613	10,090,029		139,845,044	2,309	
Stephen D. Steinour	792,448,751	35,356,890		139,845,044	2,309	
Each of the nominees for director received the favorable vote of at least 95% of the votes cast.						
Ratification of appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year 2017	960,267,629	5,666,243	1,719,122			
2. Advisory resolution to approve, on a non-binding basis, the compensation of executives as disclosed in Huntington’s Proxy Statement.	99.4	% 0.6	%			
3. Advisory resolution to approve, on a non-binding basis, the compensation of executives as disclosed in Huntington’s Proxy Statement.	796,352,387	28,118,105	3,337,459	139,845,044		
4. Advisory, non-binding recommendation on the frequency of future advisory votes on executive compensation	96.5	% 3.5	%			
	1 Year	2 Year	3 Year	Abstentions	Broker Non-Votes	Uncast
Advisory, non-binding recommendation on the frequency of future advisory votes on executive compensation	742,416,292	3,057,081	77,833,854	4,498,261	139,845,044	2,461
	90.2	% 0.4	% 9.4	%		

Huntington will include an advisory, non-binding vote on executive compensation in its proxy materials pursuant to Section 14A of the Securities Exchange Act of 1934 on an annual basis until the next advisory vote on the frequency of advisory votes on executive compensation, which will occur no later than Huntington’s 2023 Annual Meeting of Shareholders.



**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: April 21, 2017 By: /s/ Richard A. Cheap

Richard A. Cheap  
Title: Secretary