

HUNTINGTON BANCSHARES INC/MD
Form 8-K
March 21, 2016

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

March 21, 2016 (March 18, 2016)

Date of Report (Date of earliest event reported)

HUNTINGTON BANCSHARES INCORPORATED

(Exact name of registrant as specified in its charter)

Commission file number : 1-34073

Maryland
(State of incorporation)

31-0724920
(I.R.S. 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)

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:

- .. 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 3.03. Material Modification to Rights of Security Holders.

On March 18, 2016, Huntington Bancshares Incorporated, a Maryland corporation (the Corporation), filed articles supplementary to its charter (the Articles Supplementary) with the State Department of Assessments and Taxation of Maryland (the Maryland Department), establishing the rights, preferences, privileges, qualifications, restrictions and limitations of a new series of its preferred stock designated as the 6.250% Series D Non-Cumulative Perpetual Preferred Stock with par value of \$0.01 per share and liquidation preference of \$1,000 per share (the Series D Preferred Stock). The Articles Supplementary were filed in connection with an Underwriting Agreement, dated March 14, 2016 (the Underwriting Agreement), with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC, UBS Securities LLC, and Wells Fargo Securities, LLC acting as representatives of the several underwriters (collectively, Underwriters) listed in Schedule I thereto, under which the Corporation agreed to sell to the Underwriters 14,000,000 depositary shares (the Depositary Shares), each representing a 1/40th ownership interest in a share of the Series D Preferred Stock, and granted them a 30-day option to purchase up to an additional 2,100,000 Depositary Shares. Each holder of a Depositary Share will be entitled to the proportional rights of a share of Series D Preferred Stock represented by the Depositary Share. On March 16, 2016, the Underwriters notified the Corporation of their intention to partially exercise their over-allotment option and purchase an additional 2,000,000 Depositary Shares.

The Series D Preferred Stock ranks, with respect to the payment of dividends and distributions upon liquidation, dissolution or winding-up, (1) on a parity with (A) the Corporation's 8.50% Series A Non-Cumulative Perpetual Convertible Preferred Stock, par value of \$0.01 and liquidation value per share of \$1,000, (B) the Corporation's Floating Rate Series B Non-Cumulative Perpetual Preferred Stock, par value of \$0.01 and liquidation value per share of \$1,000, and (C) each class or series of preferred stock the Corporation may issue in the future the terms of which expressly provide that such class or series will rank on a parity with the Series D Preferred Stock as to dividend rights and rights on liquidation, winding up and dissolution of the Corporation (collectively, the parity securities) and (2) senior to the Corporation's common stock and each other class or series of preferred stock the Corporation may issue in the future the terms of which do not expressly provide that it ranks on a parity with or senior to the Series D Preferred Stock as to dividend rights and rights on liquidation, winding-up and dissolution of the Corporation (collectively, the junior securities).

Under the terms of the Series D Preferred Stock, with certain limited exceptions, if the Corporation has not declared and paid or set aside for payment full quarterly dividends on the Series D Preferred Stock for a particular dividend period, it may not declare or pay dividends on, or redeem, purchase or acquire, its common stock or other junior securities during the next succeeding dividend period.

The foregoing description of the terms of the Series D Preferred Stock is qualified in its entirety by reference to the full text of the Articles Supplementary, which are included as Exhibit 3.1 to this Current Report on Form 8-K and are incorporated by reference herein.

Item 5.03. Amendments to Certificate of Incorporation or By-Laws; Change in Fiscal Year.

On March 18, 2016, the Corporation filed the Articles Supplementary with the Maryland Department, which became effective upon the acceptance of the Articles Supplementary for record by the Maryland Department, supplementing the Corporation's charter by establishing the newly authorized Series D Preferred Stock of the Corporation consisting of 402,500 authorized shares.

Dividends on the Series D Preferred Stock will be payable quarterly in arrears, when, as and if authorized by the Corporation's board of directors or a duly authorized committee of the board and declared by the Corporation out of legally available funds, on a non-cumulative basis on the \$1,000 per share liquidation preference, at an annual rate equal to 6.250%. Subject to the foregoing, dividends will be payable in arrears on January 15, April 15, July 15 and October 15 of each year (each, a dividend payment date) commencing on July 15, 2016 or, if any such day is not a business day, the next business day. Each dividend will be payable to holders of record as they appear on the Corporation's stock register on the first day of the month in which the relevant dividend payment date occurs. A dividend period is each period from and including a dividend payment date to but excluding the following dividend payment date, except that the initial dividend period will commence on and include the date on which shares of the Series D Preferred Stock are first issued to but excluding July 15, 2016.

In the event that the Corporation voluntarily or involuntarily liquidates, dissolves or winds up, the holders of the Series D Preferred Stock at the time outstanding will be entitled to receive liquidating distributions in the amount of \$1,000 per share of the Series D Preferred Stock (equivalent to \$25 per Depositary Share), plus an amount equal to any authorized and declared but unpaid dividends thereon to and including the date of such liquidation, out of assets legally available for distribution to the Corporation's stockholders, before any distribution of assets is made to the holders of the Corporation's common stock or any other junior securities. After payment of the full amount of such liquidating distributions, the holders of the Series D Preferred Stock will not be entitled to any further participation in any distribution of assets by the Corporation, and will have no right or claim to any of the Corporation's remaining assets. In the event that the Corporation's assets available for distribution to stockholders upon any liquidation, dissolution or winding-up of the Corporation's affairs, whether voluntary or involuntary, are insufficient to pay in full the amounts payable with respect to all outstanding shares of the Series D Preferred Stock and the corresponding amounts payable on any parity securities, the holders of the Series D Preferred Stock and the holders of such other parity securities will share ratably in any distribution of the Corporation's assets in proportion to the full respective liquidating distributions to which they would otherwise be respectively entitled.

The Series D Preferred Stock does not have a maturity date, and the Corporation is not required to redeem the Series D Preferred Stock. Accordingly, the Series D Preferred Stock and the Depositary Shares will remain outstanding indefinitely, unless and until the Corporation decides to redeem it. The Corporation may redeem the Series D Preferred Stock at its option, (i) in whole or in part, from time to time, on any dividend payment date on or after April 15, 2021 or (ii) in whole but not in part, within 90 days following a Regulatory Capital Treatment Event

(as defined in the Articles Supplementary), at a redemption price equal to \$1,000 per share (equivalent to \$25 per Depositary Share), plus any declared and unpaid dividends and, in the case of a redemption following a Regulatory Capital Treatment Event, the pro rated portion of dividends, whether or not declared, for the dividend period in which such redemption occurs. If the Corporation redeems the Series D Preferred Stock, the Depositary (as defined below) will redeem a proportional number of Depositary Shares. Any redemption of the Series D Preferred Stock is subject to the Corporation's receipt of any required prior approval by the Board of Governors of the Federal Reserve System (Federal Reserve) and to the satisfaction of any conditions set forth in the capital guidelines or regulations of the Federal Reserve applicable to redemption of the Series D Preferred Stock.

Holders of the Series D Preferred Stock will have no voting rights, except with respect to certain fundamental changes in the terms of the Series D Preferred Stock and certain other matters. In addition, if dividends on the Series D Preferred Stock are not paid in full for six dividend periods, whether or not consecutive, the holders of the Series D Preferred Stock, acting as a single class with any other parity securities having similar voting rights, will have the right to elect two directors to the Corporation's board of directors. The terms of office of these directors will end when the Corporation has paid or set aside for payment full quarterly dividends for four consecutive dividend periods and all dividends on any parity securities have been paid in full.

The foregoing description of the terms of the Series D Preferred Stock is qualified in its entirety by reference to the full text of the Articles Supplementary, which are included as Exhibit 3.1 to this Current Report on Form 8-K and are incorporated by reference herein.

Item 8.01. Other Events.

On March 21, 2016, the Corporation closed the public offering of 16,000,000 Depositary Shares pursuant to the Underwriting Agreement and a written notice from the Underwriters that they intend to partially exercise their over-allotment option and purchase an additional 2,000,000 Depositary Shares. The Depositary Shares and the Series D Preferred Stock have been registered under the Securities Act of 1933, as amended, by a registration statement on Form S-3ASR (File No. 333-190078) (the Registration Statement). The following documents are being filed with this Current Report on Form 8-K and incorporated by reference into the Registration Statement: (i) the Underwriting Agreement; (ii) the Articles Supplementary; (iii) the Deposit Agreement dated March 21, 2016 among the Corporation, Computershare Inc. and Computershare Trust Company, N.A. (jointly, the Depositary) and the holders from time to time of the depositary receipts described therein; (iv) the form of certificate representing the Series D Preferred Stock; (v) the form of depositary receipt representing the Depositary Shares; and (vi) the validity opinion letters with respect to the Depositary Shares and the Series D Preferred Stock.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 1.1 | Underwriting Agreement, dated March 14, 2016, by and among Huntington Bancshares Incorporated, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC, UBS Securities LLC, and Wells Fargo Securities, LLC |
| 3.1 | Articles Supplementary of Huntington Bancshares Incorporated, effective as of March 18, 2016 |
| 4.1 | Form of Certificate Representing the 6.250% Series D Non-Cumulative Perpetual Preferred Stock |
| 4.2 | Deposit Agreement, dated March 21, 2016, among Huntington Bancshares Incorporated, Computershare Inc. and Computershare Trust Company, N.A., and the holders from time to time of the depositary receipts described therein |
| 4.3 | Form of Depositary Receipt Representing the Depositary Shares (included as part of Exhibit 4.2) |
| 5.1 | Opinion of Venable LLP |
| 5.2 | Opinion of Wachtell, Lipton, Rosen & Katz |
| 23.1 | Consent of Venable LLP (included in Exhibit 5.1) |
| 23.2 | Consent of Wachtell, Lipton, Rosen & Katz (included as Exhibit 5.2) |

SIGNATURE

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

By: /s/ Richard A. Cheap

Richard A. Cheap
Secretary

Date: March 21, 2016

EXHIBIT INDEX

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