

HUNTINGTON BANCSHARES INC/MD  
Form 8-K  
April 24, 2014

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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):

April 17, 2014

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)

(I.R.S. Employer  
Identification No.)

41 South High Street, Columbus, Ohio

43287

(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

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))

Top of the Form**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On April 17, 2014, the following matters were voted upon and approved by the shareholders of Huntington Bancshares Incorporated (Huntington) at its 2014 Annual Meeting of Shareholders:

|  | For                  | Against/<br>Withheld | Abstentions | Broker<br>Non-Votes |
|--|----------------------|----------------------|-------------|---------------------|
| 1. Election of eleven directors to serve a one-year term expiring at the 2015 annual meeting:  |                      |                      |             |                     |
| Don M. Casto III   | 577,520,817          | 10,979,941           | 34,374      | 124,765,935         |
| Ann ( Tanny ) B. Crane   | 584,732,301          | 3,768,457            | 34,374      | 124,765,935         |
| Steven G. Elliott  | 582,258,699          | 6,242,059            | 34,374      | 124,765,935         |
| Michael J. Endres  | 578,702,358          | 9,798,400            | 34,374      | 124,765,935         |
| John B. Gerlach, Jr.   | 578,991,503          | 9,509,255            | 34,374      | 124,765,935         |
| Peter J. Kight   | 584,778,231          | 3,722,527            | 34,374      | 124,765,935         |
| Jonathan A. Levy   | 584,326,525          | 4,174,233            | 34,374      | 124,765,935         |
| Richard W. Neu   | 584,871,900          | 3,628,859            | 34,374      | 124,765,935         |
| David L. Porteous  | 578,374,472          | 10,126,286           | 34,374      | 124,765,935         |
| Kathleen H. Ransier  | 580,914,118          | 7,586,640            | 34,374      | 124,765,935         |
| Stephen D. Steinour  | 565,512,057          | 22,988,701           | 34,374      | 124,765,935         |
| Each of the nominees for director received the favorable vote of at least 96% of the votes cast.   |                      |                      |             |                     |
| 2. Ratification of appointment of Deloitte & Touche LLP as independent registered public accounting firm for the year 2014.              | 704,234,143<br>99.0% | 6,958,602<br>1.0%    | 2,108,322   |                     |
| 3. Non-binding advisory vote to approve the compensation of executives as disclosed in Huntington's Proxy Statement dated March 3, 2014. | 569,952,060<br>97.6% | 14,224,580<br>2.4%   | 4,358,492   | 124,765,935         |

**Top of the Form**

**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

*April 23, 2014*

By: *Richard A. Cheap*

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*Name: Richard A. Cheap*

*Title: Secretary*