

HUNTINGTON BANCSHARES INC/MD

Form 8-K

December 14, 2010

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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): December 14, 2010**

**HUNTINGTON BANCSHARES INCORPORATED**

(Exact name of registrant as specified in charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Maryland  | 1-34073                     | 31-0724920                           |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

Huntington Center  
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 (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))

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**Item 7.01. Regulation FD Disclosure.**

On December 14, 2010, Huntington Bancshares Incorporated issued a press release announcing that it priced an offering of 146,031,747 shares of its common stock at a price to the public of \$6.30 per share, or \$920.0 million in aggregate gross proceeds.

Goldman, Sachs & Co. acted as bookrunning manager for the offering with Sandler O'Neill + Partners, L.P. acting as co-manager. The press release is attached as Exhibit 99.1 and is incorporated herein by reference.

The information furnished in this Item 7.01 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

**Exhibit No. Description**

99.1 Press release, dated December 14, 2010.

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**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 thereunto duly authorized.

HUNTINGTON BANCSHARES  
INCORPORATED

Date: December 14, 2010

By: /s/ Richard A. Cheap  
Name: Richard A. Cheap  
Title: General Counsel & Secretary

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**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                      |
|--------------------|---|
| 99.1               | Press release, dated December 14, 2010. |