

HUNTINGTON BANCSHARES INC/MD

Form 8-K

April 25, 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

Date of Report (Date of earliest event reported) April 21, 2016

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) | (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.)

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)

Written
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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 21, 2016, at the 2016 Annual Meeting of Shareholders of Huntington Bancshares Incorporated (Huntington), Huntington's shareholders approved the Management Incentive Plan for Covered Officers, an annual cash incentive compensation plan, as amended and restated effective for plan years beginning on or after January 1, 2016, subject to approval by the shareholders (MIP). Shareholder approval was obtained in order to qualify certain awards as deductible for federal income tax purposes as "performance-based compensation" under Internal Revenue Code Section 162(m). Participants in the MIP are the chief executive officer and those other officers whose compensation is anticipated by the Compensation Committee of Huntington's board of directors as potentially exceeding the limit under Code Section 162(m). Awards under the MIP will be based solely upon the achievement of one or more objective performance goals based on qualifying performance criteria selected by the Compensation Committee. The maximum award payable to a participant for any plan year will not exceed \$7,500,000. The qualifying performance criteria and details of the MIP are set forth in Huntington's definitive Proxy Statement filed on March 10, 2016 (Proxy Statement).

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

On April 21, 2016, the following matters were voted upon and approved by the shareholders of Huntington at its 2016 Annual Meeting of Shareholders:

| | For | Against/ Withheld | Abstentions | Broker Non-Votes | Uncast |
|---|-------------|----------------------|-------------|---------------------|--------|
| 1. Election of eleven directors to serve a one-year term expiring at the 2017 annual meeting: | | | | | |
| Ann ("Tanny") B. Crane | 568,242,075 | 7,880,538 | — | 119,120,481 | 4,021 |
| Steven G. Elliott | 572,774,140 | 3,348,473 | — | 119,120,481 | 4,021 |
| Michael J. Endres | 569,495,368 | 6,627,245 | — | 119,120,481 | 4,021 |
| John B. Gerlach, Jr. | 562,792,941 | 13,329,672 | — | 119,120,481 | 4,021 |
| Peter J. Kight | 572,604,501 | 3,518,113 | — | 119,120,481 | 4,021 |
| Jonathan A. Levy | 572,573,984 | 3,548,629 | — | 119,120,481 | 4,021 |
| Eddie R. Munson | 572,450,071 | 3,672,542 | — | 119,120,481 | 4,021 |
| Richard W. Neu | 572,444,219 | 3,678,394 | — | 119,120,481 | 4,021 |
| David L. Porteous | 507,474,057 | 68,648,557 | — | 119,120,481 | 4,021 |
| Kathleen H. Ransier | 567,001,644 | 9,120,969 | — | 119,120,481 | 4,021 |
| Stephen D. Steinour | 551,067,220 | 25,055,393 | — | 119,120,481 | 4,021 |
| Each of the nominees for director received the favorable vote of at least 88% of the votes cast. | | | | | |
| 2. Approval of the Management Incentive Plan. | 556,804,804 | 16,615,376 | 2,706,454 | 119,120,481 | — |
| | 97.1 | % 2.9 | % | | |
| Ratification of appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year 2016. | 685,144,247 | 8,467,164 | 1,631,859 | — | 3,845 |
| 3. Advisory resolution to approve, on a non-binding basis, the compensation of executives as disclosed in Huntington's Proxy Statement. | 98.8 | % 1.2 | % | | |
| | 549,075,060 | 23,977,860 | 3,073,713 | 119,120,481 | — |
| | 95.8 | % 4.2 | % | | |

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 25, 2016 By: /s/ Richard A. Cheap

Richard A. Cheap
Title: Secretary