

FIRSTMERIT CORP /OH/  
Form 425  
June 14, 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) June 13, 2016

---

HUNTINGTON BANCSHARES INCORPORATED  
(Exact name of registrant as specified in its 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  
(Address of principal executive offices) (Zip Code)

(614) 480-8300  
(Registrant's telephone number, including area code)  
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))

---

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

On June 13, 2016, at a special meeting of shareholders of Huntington Bancshares Incorporated (Huntington), Huntington’s shareholders approved the issuance of shares of Huntington common stock in connection with the merger as contemplated by the Agreement and Plan of Merger, dated as of January 25, 2016 (the Merger Agreement), as such agreement may be amended from time to time, by and among Huntington, FirstMerit Corporation (FirstMerit) and West Subsidiary Corporation, a direct, wholly owned subsidiary of Huntington (the Huntington Stock Issuance Proposal). The Huntington Stock Issuance Proposal received the affirmative vote of 99% of the votes cast.

|  | For         | Against/<br>Withheld | Abstentions | Broker<br>Non-Votes | Uncast |
|--|-------------|----------------------|-------------|---------------------|--------|
| Approval of the Huntington Stock Issuance Proposal | 576,703,081 | 5,318,909            | 3,535,452   | —                   | 342    |

Item 8.01 Other Events.

On June 13, 2016, Huntington and FirstMerit issued a joint press release announcing that the shareholders of Huntington had approved the Huntington Stock Issuance Proposal and that the shareholders of FirstMerit had approved the Merger Agreement. A copy of the press release is attached as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 – Joint press release of Huntington Bancshares Incorporated and FirstMerit Corporation, dated June 13, 2016.



EXHIBIT INDEX

Exhibit

No. Description

Exhibit 99.1 Joint press release of Huntington Bancshares Incorporated and FirstMerit Corporation, dated June 13, 2016.