

HUNTINGTON BANCSHARES INC/MD  
Form 8-K  
December 17, 2010

**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 17, 2010**

**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

43287

(Address of principal executive  
Office)

(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-(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 8.01. Other Events.**

*Equity Offering*

On December 17, 2010, Huntington Bancshares Incorporated (the Company) completed its public offer and sale of 146,031,747 shares of common stock, par value \$0.01 (the Common Stock). The Common Stock was sold pursuant to an underwriting agreement (the Equity Underwriting Agreement), dated December 13, 2010, between the Company and Goldman, Sachs & Co. (Goldman Sachs), on behalf of itself and the several underwriters specified therein. The Equity Underwriting Agreement is attached to this Current Report on Form 8-K as Exhibit 1.1 and is incorporated into this Item 8.01 by reference.

The Equity Underwriting Agreement is more fully described in a prospectus supplement filed with the Securities and Exchange Commission (the Commission) on December 13, 2010, to the accompanying prospectus filed with the Commission on January 13, 2009, as part of the Company's Registration Statement on Form S-3ASR (File No. 333-156700).

*Notes Offering*

On December 17, 2010, the Company also completed the public offer and sale of \$300,000,000 aggregate principal amount of its 7.000% Subordinated Notes due 2020 (the Notes). The Notes were issued pursuant to a First Supplemental Indenture dated December 17, 2010, between the Company and The Bank of New York Mellon Trust Company, N.A, as trustee (the First Supplemental Indenture). The Notes were sold pursuant to an underwriting agreement (the Notes Underwriting Agreement), dated December 15, 2010, between the Company and Goldman Sachs. The Notes Underwriting Agreement, the First Supplemental Indenture and the form of the Notes are attached to this Current Report on Form 8-K as Exhibit 1.2, Exhibit 4.1 and Exhibit 4.2, respectively, and are incorporated into this Item 8.01 by reference.

The Notes Underwriting Agreement, the First Supplemental Indenture and the Notes are more fully described in a prospectus supplement filed with the Commission on December 15, 2010, to the accompanying prospectus filed with the Commission on January 13, 2009, as part of the Company's Registration Statement on Form S-3ASR (File No. 333-156700).

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The foregoing descriptions of the Equity Underwriting Agreement, the Notes Underwriting Agreement, the First Supplemental Indenture and the Notes do not purport to be complete and are qualified in their entirety by reference to Exhibit 1.1, Exhibit 1.2, Exhibit 4.1 and Exhibit 4.2, respectively.

This Current Report on Form 8-K is being filed, in part, for the purpose of filing the documents as Exhibits 1.1, 1.2, 4.1, 4.2, 5.1, 5.2, 5.3, 23.1, 23.2 and 23.3 as exhibits to the Registration Statement in connection with the issuance of the Common Stock and the Notes and such exhibits are hereby incorporated into the Company's Registration Statement on Form S-3ASR (File No. 333-156700).

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

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 1.1	Underwriting Agreement, dated December 13, 2010, between Huntington Bancshares Incorporated and Goldman, Sachs & Co., on behalf of itself and the several underwriters named therein.
Exhibit 1.2	Underwriting Agreement, dated December 15, 2010, between Huntington Bancshares Incorporated and Goldman, Sachs & Co., on behalf of itself and the several underwriters named therein.
Exhibit 4.1	First Supplemental Indenture, dated December 17, 2010, between Huntington Bancshares Incorporated and The Bank of New York Mellon Trust Company, N.A.
Exhibit 4.2	Form of 7.000% Subordinated Notes due December 15, 2020
Exhibit 5.1	Opinion of Venable LLP
Exhibit 5.2	Opinion of Venable LLP
Exhibit 5.3	Opinion of Wachtell, Lipton, Rosen & Katz
Exhibit 23.1	Consent of Venable LLP (included in Exhibit 5.1)
Exhibit 23.2	Consent of Venable LLP (included in Exhibit 5.2)
Exhibit 23.3	Consent of Wachtell, Lipton, Rosen & Katz (included in Exhibit 5.3)

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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 hereunto duly authorized.

HUNTINGTON BANCSHARES  
INCORPORATED

Date: December 17, 2010

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

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**EXHIBIT INDEX**

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