

HUNTINGTON BANCSHARES INC/MD

Form 8-K

April 24, 2009

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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 23, 2009**

**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  
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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On April 23, 2009, Huntington Bancshares Incorporated (the Company) entered into an Equity Distribution Agreement (the Agreement) with Goldman, Sachs & Co. (Goldman Sachs), pursuant to which the Company may issue and sell over time and from time to time, through Goldman Sachs, as the Company's sales agent, or to Goldman Sachs for resale, shares of its common stock, par value \$0.01 per share (Common Stock), having an aggregate offering price of up to \$100,000,000; except, that in no event will the Company issue and sell more than 39,539,332 shares of Common Stock. The offering implements the discretionary equity issuance program authorized by the Company's board of directors and referenced in the Company's April 21, 2009 earnings release. The discretionary equity issuance program is a part of the Company's capital building efforts, with a focus on increasing tangible common equity, as discussed in the Company's April 21 press release and as further described in the prospectus supplement referred to below.

Sales of shares of Common Stock pursuant to the Agreement, if any, may be sold on the NASDAQ Global Select Market or otherwise, at market prices prevailing at the time of sale, at prices related to the prevailing market prices, or at negotiated prices. In addition, if agreed by the Company and Goldman Sachs, some or all of the shares of Common Stock issued pursuant to the Agreement may be sold through ordinary brokerage transactions and transactions in which a broker solicits purchasers; purchases by a broker-dealer, as principal, and resale by the broker-dealer for its account; or a block trade in which a broker-dealer will attempt to sell as agent, but may position or resell a portion of the block, as principal, in order to facilitate the transaction.

Shares of Common Stock sold pursuant to the Agreement will be issued pursuant to a prospectus supplement filed with the Securities and Exchange Commission (the Commission) on April 24, 2009, 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) (the Registration Statement). Interested investors should read the prospectus supplement and all documents incorporated therein. The Agreement is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. The foregoing description of the material terms of the Agreement and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by reference to such exhibit.

Exhibits 5.1 and 23.1 to this Current Report on Form 8-K are filed herewith in connection with the Company's Registration Statement and are incorporated therein by reference.

This Current Report on Form 8-K does not constitute an offer to sell or a solicitation of an offer to buy any securities. A Registration Statement relating to these securities has been filed with the Commission and is effective. Copies of the prospectus supplement and accompanying prospectus relating to the offering may be obtained when available by contacting Goldman, Sachs, Attention: Prospectus Department, 85 Broad Street, New York, New York 10004, telephone: (866) 471-2526, facsimile: (212) 902-9316 or by emailing prospectus-ny@ny.email.gs.com or by visiting EDGAR on the Commission's website at www.sec.gov.

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

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 5.1	Opinion of Venable LLP, regarding validity of the securities to be issued.
Exhibit 23.1	Consent of Venable LLP (included in Exhibit 5.1).
Exhibit 99.1	Equity Distribution Agreement, dated April 23, 2009, between Huntington Bancshares Incorporated and Goldman, Sachs & Co.

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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: April 24, 2009

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

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