

HUNTINGTON BANCSHARES INC/MD
Form FWP
March 09, 2016

Issuer Free Writing Prospectus

Filed Pursuant to Rule 433

Registration Statement No. 333-190078

March 9, 2016

Huntington Bancshares Incorporated

3.15% Senior Notes Due March 14, 2021 (the Notes)

SUMMARY OF TERMS DATED MARCH 9, 2016

| | |
|------------------------------------|---|
| Issuer | Huntington Bancshares Incorporated |
| Security | 3.15% Senior Notes Due 2021 |
| Note Type | Senior Notes |
| Legal Format | SEC Registered (Registration Statement |
| | No. 333-190078) |
| Aggregate Principal Amount Offered | \$1,000,000,000 |
| Minimum Denominations | \$2,000 |
| Minimum Increments | \$1,000 |
| Trade Date | March 9, 2016 |
| Settlement Date | March 14, 2016 (T+3) |
| Maturity Date | March 14, 2021 |
| Interest Payment Dates | Each March 14 and September 14, commencing on September 14, 2016 |
| Reference Benchmark | UST 1.125% Notes, due February 28, 2021 |
| Benchmark Yield | 1.393% |
| Spread to Benchmark | T+ 180 basis points |
| Reoffer Yield | 3.193% |
| Coupon | 3.150% |
| Redemption Provision | The Issuer may redeem the Notes, in whole or in part, on or after February 14, 2021, the date that is one month prior to the maturity date, at a redemption price equal to 100% of the principal amount of the Notes redeemed, plus accrued and unpaid interest thereon to the redemption date. |
| Price to Investors | 99.803% of the face amount |
| Underwriting Discount | 0.350% of the face amount |
| Listing | None |
| Joint Book-Running Managers | Goldman, Sachs & Co. |

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Morgan Stanley & Co. LLC

The Huntington Investment Company

446150AJ3

US446150AJ36

CUSIP Number

ISIN Number

The Issuer has filed a registration statement (File Number 333-190078) (including a prospectus and a preliminary prospectus supplement) with the Securities and Exchange Commission for the offering to which this communication relates. Before you invest, you should read the prospectus and the preliminary prospectus supplement related to that registration statement and other documents that the Issuer has filed with the Securities and Exchange Commission for more complete information about the Issuer and this offering. You may get these documents for free by visiting EDGAR on the website of the Securities and Exchange Commission at www.sec.gov. Copies of the prospectus, preliminary prospectus supplement and any subsequently filed prospectus supplement relating to the offering may be obtained from Goldman, Sachs & Co., Attn: Prospectus Department, 200 West Street, New York, NY 10282, telephone: 866-471-2526, facsimile: 212-902-9316, email: prospectus-ny@ny.email.gs.com, Merrill Lynch, Pierce, Fenner & Smith Incorporated, at (800) 294-1322 or dg.prospectus_requests@baml.com and Morgan Stanley & Co. LLC, telephone: 866-718-1649.

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