

HUNTINGTON BANCSHARES INC/MD  
Form FWP  
May 08, 2018

**Issuer Free Writing Prospectus**

**Filed Pursuant to Rule 433**

**Registration Statement No. 333-212820**

**May 8, 2018**

**Huntington Bancshares Incorporated**

**4.00% Senior Notes Due May 15, 2025 (the Notes )**

**SUMMARY OF TERMS DATED MAY 8, 2018**

|                                    |   |
|------------------------------------|---|
| Issuer                             | Huntington Bancshares Incorporated  |
| Security                           | 4.00% Senior Notes Due 2025   |
| Note Type                          | Senior Notes  |
| Legal Format                       | SEC Registered (Registration Statement<br>No. 333-212820)   |
| Aggregate Principal Amount Offered | \$500,000,000   |
| Minimum Denominations              | \$2,000   |
| Minimum Increments                 | \$1,000   |
| Trade Date                         | May 8, 2018   |
| Settlement Date                    | May 15, 2018 (T+5)  |
| Maturity Date                      | May 15, 2025  |
| Interest Payment Dates             | Each May 15 and November 15, commencing on<br>November 15, 2018   |
| Reference Benchmark                | UST 2.875% Notes, due April 30, 2025  |
| Benchmark Yield                    | 2.927%  |
| Spread to Benchmark                | T+ 112.5 basis points   |
| Reoffer Yield                      | 4.052%  |
| Coupon                             | 4.000%  |
| Redemption Provision               | The Issuer may redeem the Notes, in whole or in part, on<br>or after April 15, 2025, the date that is one month prior<br>to the maturity date, at a redemption price equal to 100%<br>of the principal amount of the Notes redeemed, plus<br>accrued and unpaid interest thereon to the redemption<br>date. |
| Price to Investors                 | 99.686% of the face amount  |
| Underwriting Discount              | 0.450% of the face amount   |
| Concurrent Offering                | The Huntington National Bank has priced \$750,000,000<br>of 3.25% Senior Notes to be issued on May 15, 2018.  |
| Listing                            | None  |
| Joint Book-Running Managers        | Morgan Stanley & Co. LLC  |

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Goldman Sachs & Co. LLC

RBC Capital Markets, LLC

The Huntington Investment Company

Co-Managers

Deutsche Bank Securities Inc.

MUFG Securities Americas Inc.

CUSIP Number

Sandler O'Neill & Partners, L.P.

446150 AM6

ISIN Number

US446150AM64

The Issuer has filed a registration statement (File Number 333-212820) (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](http://www.sec.gov). Copies of the prospectus, preliminary prospectus supplement and any subsequently filed prospectus supplement relating to the offering may be obtained from Morgan Stanley & Co. LLC, telephone: 866-718-1649, Goldman Sachs & Co. LLC, 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](mailto:prospectus-ny@ny.email.gs.com) and RBC Capital Markets, LLC, telephone: 866-375-6829, email: [rbcnyfixedincomeprospectus@rbccm.com](mailto:rbcnyfixedincomeprospectus@rbccm.com).

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