

HUNTINGTON BANCSHARES INC/MD

Form 8-K

April 22, 2008

**Table of Contents**

**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 22, 2008**

**HUNTINGTON BANCSHARES INCORPORATED**

(Exact name of registrant as specified in its charter)

Maryland

0-2525

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))
-

**TABLE OF CONTENTS**

Item 8.01. Other Events

Item 9.01. Financial Statements and Exhibits

SIGNATURES

EXHIBIT INDEX

EX-99.1: OPINION OF VENABLE LLP

EX-99.2: OPINION OF SHEARMAN & STERLING LLP

---

**Table of Contents**

**Item 8.01. Other Events.**

The Opinion and consent of Venable LLP as to the validity of the shares of the 8.50% Series A Non-Cumulative Perpetual Convertible Preferred Stock, par value \$0.01 per share, of Huntington Bancshares Incorporated (the Company ) offered pursuant to the Prospectus Supplement dated April 16, 2008 (the Preferred Stock ) and the issuance of shares of common stock of the Company, par value \$0.01 per share, issuable upon conversion of the Preferred Stock (the Common Stock ) and the Opinion and consent of Shearman & Sterling LLP as to certain tax matters are filed herewith and are each incorporated by reference into the Registration Statement on Form S-3 (File No. 333-131143).

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

(d) Exhibits.

- Exhibit 99.1 Opinion of Venable LLP as to the validity of the Preferred Stock and the Common Stock, to become Exhibit 5(f) to the Registration Statement, including the consent of Venable LLP.
  - Exhibit 99.2 Opinion of Shearman & Sterling LLP as to certain tax matters, to become Exhibit 8(b) to the Registration Statement, including the consent of Shearman & Sterling LLP.
-

**Table of Contents**

**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 22, 2008

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

---

**Table of Contents**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 99.1	Opinion of Venable LLP as to the validity of the Preferred Stock and the Common Stock, to become Exhibit 5(f) to the Registration Statement, including the consent of Venable LLP.
Exhibit 99.2	Opinion of Shearman & Sterling LLP as to certain tax matters, to become Exhibit 8(b) to the Registration Statement, including the consent of Shearman & Sterling LLP.