

HUNTINGTON BANCSHARES INC/MD  
Form 8-K  
July 23, 2009

**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): July 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:

- 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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**Item 2.02. Results of Operations and Financial Condition.**

On July 23, 2009, Huntington Bancshares Incorporated (Huntington) issued a news release announcing its earnings for the quarter ended June 30, 2009. Also on July 23, 2009, Huntington made a Quarterly Financial Review available on its web site, [www.huntington-ir.com](http://www.huntington-ir.com).

Huntington's senior management will host an earnings conference call July 23, 2009, at 1:00 p.m. EST. The call may be accessed via a live Internet webcast at [www.huntington-ir.com](http://www.huntington-ir.com) or through a dial-in telephone number at 800-267-7495, conference ID 17990513. Slides will be available at [www.huntington-ir.com](http://www.huntington-ir.com) just prior to 1:00 p.m. EST on July 23, 2009, for review during the call. A replay of the web cast will be archived in the Investor Relations section of Huntington's web site at [www.huntington-ir.com](http://www.huntington-ir.com). A telephone replay will be available two hours after the completion of the call through July 31, 2009, at 800-642-1687; conference call ID 17990513.

The information contained or incorporated by reference in this Current Report on Form 8-K contains certain forward-looking statements, including certain plans, expectations, goals, projections, and statements, which are subject to numerous assumptions, risks, and uncertainties. Actual results could differ materially from those contained or implied by such statements for a variety of factors including: (1) deterioration in the loan portfolio could be worse than expected due to a number of factors such as the underlying value of the collateral could prove less valuable than otherwise assumed and assumed cash flows may be worse than expected; (2) changes in economic conditions; (3) movements in interest rates; (4) competitive pressures on product pricing and services; (5) success and timing of other business strategies; (6) the nature, extent, and timing of governmental actions and reforms, including existing and potential future restrictions and limitations imposed in connection with the Troubled Asset Relief Program's voluntary Capital Purchase Plan or otherwise under the Emergency Economic Stabilization Act of 2008, and (7) extended disruption of vital infrastructure. Additional factors that could cause results to differ materially from those described above can be found in Huntington's 2008 Annual Report on Form 10-K, and documents subsequently filed by Huntington with the Securities and Exchange Commission. All forward-looking statements contained or incorporated by reference in this Current Report on Form 8-K are based on information available at the time of the release. Huntington assumes no obligation to update any forward-looking statement.

Certain information provided in the news release attached as Exhibit 99.1 regarding net charge-offs excludes information about Franklin Credit Management Corporation (Franklin) from the narrative and, therefore, may be deemed to be a non-GAAP financial measure as contemplated by Item 10(e) of Regulation S-K (a non-GAAP financial measure). Below is a reconciliation of this non-GAAP financial measure to the most directly comparable financial measure calculated and presented in accordance with Generally Accepted Accounting Principles (GAAP).

| <i>(in millions)</i>  | <b>2009</b>   |              |
|---|---------------|--------------|
|   | <b>Second</b> | <b>First</b> |
| <b>Commercial and industrial net charge-offs</b>                        |               |              |
| Total   | \$ 98.3       | \$ 210.6     |
| Franklin  | 9.9           | (128.3)      |
| Non-Franklin  | \$ 108.2      | \$ 82.3      |
| <b>Commercial and industrial average loan balances</b>                  |               |              |
| Total   | \$ 13,523     | \$ 13,541    |
| Franklin  |               | (628.0)      |
| Non-Franklin  | \$ 13,523     | \$ 12,913    |
| <b>Commercial and industrial net charge-offs annualized percentages</b> |               |              |
| Total   | 2.91%         | 6.22%        |

Non-Franklin

**3.20%**

**2.55%**

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Certain information provided in the news release attached as Exhibit 99.1 regarding pre-tax, pre-provision income excludes provision expense, investment securities gains/losses, amortization of intangibles expense, and certain specified significant items and, therefore, may be deemed to be a non-GAAP financial measure. Below is a reconciliation of this non-GAAP financial measure to the most directly comparable financial measure calculated and presented in accordance with GAAP.

|  | 2009              |                  |                   | 2008             |                   |
|--|-------------------|------------------|-------------------|------------------|-------------------|
| (in millions)                            | Second<br>Quarter | First<br>Quarter | Fourth<br>Quarter | Third<br>Quarter | Second<br>Quarter |
| <b>(Loss) Income Before Income Taxes</b> | \$ (137.8)        | \$ (2,685.0)     | \$ (669.2)        | \$ 92.1          | \$ 127.7          |
| Add: Provision for credit losses         | 413.7             | 291.8            | 722.6             | 125.4            | 120.8             |
| Less: Securities gains (losses)          | (7.3)             | 2.1              | (127.1)           | (73.8)           | 2.1               |
| Add: Amortization of intangibles         | 17.1              | 17.1             | 19.2              | 19.5             | 19.3              |
| Less: Significant <sup>(1)</sup> items   |                   |                  |                   |                  |                   |
| Trust preferred gain                     | 67.4              |                  |                   |                  |                   |
| Goodwill impairment                      | (4.2)             | (2,602.7)        |                   |                  |                   |
| Gain related to Visa® stock              | 31.4              |                  |                   |                  |                   |
| FDIC special assessment                  | (23.6)            |                  |                   |                  |                   |
| Visa® anti-trust indemnification         |                   |                  | 4.6               |                  |                   |
| Merger/restructuring costs               |                   |                  |                   |                  | (14.6)            |
| <b>Pre-tax, Pre-provision Income</b>     | \$ 229.3          | \$ 224.6         | \$ 199.6          | \$ 310.8         | \$ 265.7          |
| LQ Change Amount                         | \$ 4.7            | \$ 25.0          | \$ (111.1)        | \$ 45.0          | \$ 31.3           |
| LQ Change Percent                        | 2.1%              | 12.5%            | -35.8%            | 16.9%            | 13.3%             |

(1) From time to time, revenue, expenses, or taxes, are impacted by items judged by Management to be outside of ordinary banking activities and/or by items that, while they may be associated with ordinary banking activities, are so unusually large that their outsized impact

*is believed by Management at the time to be one-time or short-term in nature. These Significant Items are excluded from our pre-tax, pre-provision income because Management believes they may distort the company's underlying performance trends.*

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Exhibit 99.2 includes certain ratios, specifically the tangible common equity ratio, and the Tier 1 common risk-based capital ratio, which are non-GAAP financial measures. These non-GAAP financial measures are included in this report because the Federal Reserve indicated that as part of their Supervisory Capital Assessment Program (SCAP), a year-end 2010 Tier 1 common risk-based capital ratio of 4.0% would be needed. Although Huntington is not one of the SCAP bank holding companies, the market has accepted this as a de facto standard for being adequately capitalized since 10 of the 19 bank holding companies included in SCAP were directed to increase their capital levels to meet this targeted threshold. Other companies may calculate these financial measures differently. Risk-weighted assets are calculated under regulatory capital rules applicable to us as discussed more fully on page 10 of our Form 10-K. The tangible common equity ratio, tangible assets, and Tier 1 common risk-based capital ratio were calculated as follows:

### Capital Adequacy Reconciliations

| <i>(in millions)</i>                                   | 2009         |           |              | 2008          |           |
|--|--------------|-----------|--------------|---------------|-----------|
|  | June 30,     | March 31, | December 31, | September 30, | June 30,  |
| <b>Tangible common equity to asset ratio:</b>          |              |           |              |               |           |
| Total shareholders' equity                             | \$ 5,221     | \$ 4,815  | \$ 7,229     | 6,376         | 6,383     |
| Shareholders' preferred equity                         | (1,679)      | (1,768)   | (1,878)      | (569)         | (569)     |
|  | <b>3,542</b> | 3,047     | 5,351        | 5,807         | 5,814     |
| Goodwill   | (448)        | (452)     | (3,055)      | (3,056)       | (3,057)   |
| Intangible assets                                      | (322)        | (340)     | (357)        | (376)         | (395)     |
| Intangible asset deferred tax liability <sup>(1)</sup> | 113          | 119       | 125          | 132           | 138       |
| Total tangible common equity                           | \$ 2,884     | \$ 2,374  | \$ 2,064     | \$ 2,507      | \$ 2,500  |
| Total assets   | \$ 51,397    | \$ 51,702 | \$ 54,353    | \$ 54,681     | \$ 55,350 |
| Goodwill   | (448)        | (452)     | (3,055)      | (3,056)       | (3,057)   |
| Other intangible assets                                | (322)        | (340)     | (357)        | (376)         | (395)     |
| Intangible asset deferred tax liability <sup>(1)</sup> | 113          | 119       | 125          | 132           | 138       |
| Total tangible assets                                  | \$ 50,740    | \$ 51,029 | \$ 51,066    | \$ 51,381     | \$ 52,036 |
| Tangible common equity to asset ratio                  | 5.68%        | 4.65%     | 4.04%        | 4.88%         | 4.81%     |
| <b>Tier 1 common risk-based capital ratio</b>          |              |           |              |               |           |
| Tier 1 capital   | \$ 5,390     | \$ 5,167  | \$ 5,036     | 4,101         | 4,110     |
| Shareholders' preferred equity                         | (1,679)      | (1,768)   | (1,878)      | (569)         | (569)     |
| Trust preferred securities                             | (570)        | (736)     | (736)        | (736)         | (785)     |

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|  |           |           |           |           |           |
|--|-----------|-----------|-----------|-----------|-----------|
| REIT preferred stock                   | (50)      | (50)      | (50)      | (50)      | (50)      |
| Tier 1 common                          | \$ 3,091  | \$ 2,613  | \$ 2,372  | \$ 2,746  | \$ 2,706  |
| Risk weighted assets                   | \$ 45,457 | \$ 46,313 | \$ 46,994 | \$ 46,608 | \$ 46,602 |
| Tier 1 common risk-based capital ratio | 6.80%     | 5.64%     | 5.05%     | 5.89%     | 5.81%     |

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The information contained or incorporated by reference in Item 2.02 of this Form 8-K shall be treated as furnished for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

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

The exhibits referenced below shall be treated as furnished for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

(d) Exhibits.

Exhibit 99.1 News release of Huntington Bancshares Incorporated, dated July 23, 2009.

Exhibit 99.2 Quarterly Financial Review, June 2009.

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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: July 23, 2009

By: /s/ Donald R. Kimble  
Donald R. Kimble  
Senior Executive Vice President and Chief Financial  
Officer

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| Exhibit 99.1       | News release of Huntington Bancshares Incorporated, July 23, 2009. |
| Exhibit 99.2       | Quarterly Financial Review, June 2009.                             |