

FIRSTMERIT CORP /OH/
Form 425
June 14, 2016

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) June 13, 2016

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
(Address of principal executive offices) (Zip Code)

(614) 480-8300
(Registrant's telephone number, including area code)
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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 13, 2016, at a special meeting of shareholders of Huntington Bancshares Incorporated (Huntington), Huntington's shareholders approved the issuance of shares of Huntington common stock in connection with the merger as contemplated by the Agreement and Plan of Merger, dated as of January 25, 2016 (the Merger Agreement), as such agreement may be amended from time to time, by and among Huntington, FirstMerit Corporation (FirstMerit) and West Subsidiary Corporation, a direct, wholly owned subsidiary of Huntington (the Huntington Stock Issuance Proposal). The Huntington Stock Issuance Proposal received the affirmative vote of 99% of the votes cast.

| | For | Against/ Withheld | Abstentions | Broker Non-Votes | Uncast |
|--|-------------|----------------------|-------------|---------------------|--------|
| Approval of the Huntington Stock Issuance Proposal | 576,703,081 | 5,318,909 | 3,535,452 | — | 342 |

Item 8.01 Other Events.

On June 13, 2016, Huntington and FirstMerit issued a joint press release announcing that the shareholders of Huntington had approved the Huntington Stock Issuance Proposal and that the shareholders of FirstMerit had approved the Merger Agreement. A copy of the press release is attached as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 – Joint press release of Huntington Bancshares Incorporated and FirstMerit Corporation, dated June 13, 2016.

EXHIBIT INDEX

Exhibit

No. Description

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