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): December 4, 2017

FIRST HAWAIIAN, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation)

001-14585 (Commission File Number) 99-0156159 (IRS Employer Identification No.)

999 Bishop St., 29th Floor Honolulu, Hawaii (Address of Principal Executive Offices)

96813 (Zip Code)

(808) 525-7000 (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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company x

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. x

Item 7.01 Regulation FD Disclosure.

First Hawaiian, Inc. (the "Company"), the holding company for First Hawaiian Bank, is furnishing with this Current Report on Form 8-K a copy of an investor presentation that it intends to use for any investor meetings or related interactions during the month of December in fiscal year 2017. A copy of the presentation also will be posted to the Company's website (www.fhb.com) in the Investor Relations section.

Pursuant to Regulation FD, the presentation materials are furnished as Exhibit 99.1. The information in this Item 7.01 and Exhibit 99.1 shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Description

EXHIBIT INDEX

Exhibit No. Description

99.1 <u>Presentation Materials</u>

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be filed on its behalf by the undersigned hereunto duly authorized.

FIRST HAWAIIAN, INC.

Date: December 4, 2017 By: /s/ Robert S. Harrison

Robert S. Harrison

Chairman of the Board and Chief Executive Officer

(Principal Executive Officer)





DECEMBER 2017





Forward-Looking Statements

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements reflect our current views with respect to, among other things, future events and our financial performance. These statements are often, but not always, made through the use of words or phrases such as "may," "might," "should," "could," "predict," "potential," "believe," "expect," "continue," "will," "anticipate," "contemplate," "seek," "estimate," "intend," "plan," "target," "project," "would," "annualized" and "outlook," or the negative version of those words or other comparable words or phrases of a future or forward-looking nature. These forward-looking statements are not historical facts and are based on current expectations, estimates and projections about our industry, management's beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions, estimates and uncertainties that are difficult to predict. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements. For a discussion of some of the risks and important factors that could affect our future results and financial condition, see our U.S. Securities and Exchange Commission ("SEC") filings, including, but not limited to, our Annual Report on Form 10-K for the year ended December 31, 2016. Except as required by law, we assume no obligation to update these forward-looking statements or to update the reasons why actual results could differ materially from those anticipated in the forward-looking statements, even if new information becomes available in the future.

Use of Non-GAAP Financial Measures

The information provided herein includes certain non-GAAP financial measures. We believe that these core measures provide useful information about our operating results and enhance the overall understanding of our past performance and future performance. Although these non-GAAP financial measures are frequently used by stakeholders in the evaluation of a company, they have limitations as analytical tools and should not be considered in isolation or as a substitute for analysis of our results or financial condition as reported under GAAP. Investors should consider our performance and financial condition as reported under GAAP and all other relevant information when assessing our performance or financial condition. The reconciliation of such measures to the comparable GAAP figures are included in the appendix of this presentation.

BEST-IN-CLASS FRANCHISE

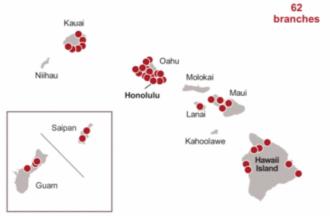


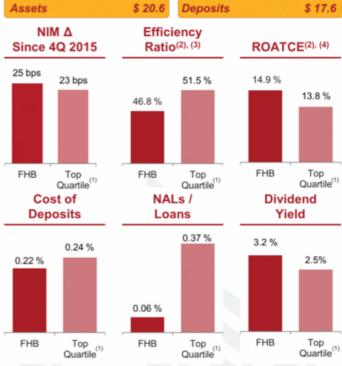
2

Branch Presence

Financial Overview - 3Q 2017 YTD (\$ billions) Market Cap 62







Company Highlights

- Oldest and largest Hawaii-based bank
- Full service community bank with complete suite of products & services
- #1 deposit market share in Hawaii since 2004
- Largest Hawaii-based lender across all categories
- \$13.0 bn assets under administration as of 3Q17 & more than 44mm transactions processed by merchant services in 2016
- Proven through the cycle and top quartile operating performance

Source: Public filings and SNL Financial

Note: Financial data as of 30-Sep-17. Market data as of 24-Nov-17. NIM change based on most recent quarter.

- Top quartile is based on public banks \$10-\$50bn in assets constituted as of 31-Dec-16; excludes merger targets.
- Top quantite is based on public banks \$10-\$coths in assets constituted as of 31-bec-16; excludes merger targets.

 Ratios shown as core. Core operating measures exclude certain gains, expenses and one-time items. See quarterly non-GAAP reconciliation of core net income, core net interest income, core noninterest income and core noninterest expense in the appendix.

 Core efficiency ratio is a non-GAAP financial measure. We compute our core efficiency ratio as the ratio of core noninterest expense to the sum of core net interest income and core noninterest income. Reconciliation of the components of our core efficiency ratio to comparable GAAP measures are provided in the appendix.
- ROATCE (return on average tangible common equity) is a non-GAAP financial measure. A reconciliation to the comparable GAAP measure is provided in the appendix.

FULL SUITE OF PRODUCTS AND SERVICES



First Hawaiian is a full service community bank focused on building relationships with our customers

Commercial Lending

- Largest commercial lender in Hawaii 52 commercial bankers⁽²⁾ Relationship-based lending Primary focus on Hawaii, additional focus on California C&I, leases, auto dealer flooring, CRE, and
- Strong relationships with proven local real estate developers

Consumer Lending

- Services provided to individuals and small to mid-sized businesses
- Full service branches, online and mobile channels Exclusively in-footprint focus
- First mortgages, home equity, indirect auto financing, and other consumer loans

Credit Cards

First Hawaiian, Inc.

Deposits

- Retail deposit market state in rawai (30.3) Retail deposit products offered through branch, online, mobile, direct channels Commercial deposits, treasury and cash management products Hawaii state and municipal relationships

Wealth Management

- \$13.0 bn of AUA and 44 financial advisors⁽²⁾
 Personal services include financial planning,
 insurance, trust, estate, and private banking
 Institutional services include investment
 management, retirement plan
 administration, and custody
 Mutual funds provided by Bishop Street
 Capital Management

Merchant Processing

- Largest merchant processor in Hawaii
- Spans Hawaii, Guam and Saipan
- Over 6,000 terminals processed ~44.3mm transactions in 2016
- Relationships with all major U.S. card companies and select foreign cards

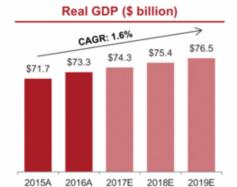
(2) As of 30-Sep-17.

⁽¹⁾ Source: FDIC as of 30-Jun-17.

HAWAII IS AN ATTRACTIVE MARKET WITH STRONG ECONOMIC BACKDROP

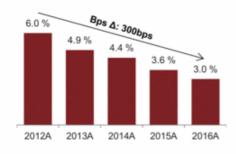


The Hawaii economy has remained steady through economic cycles and maintains a favorable outlook

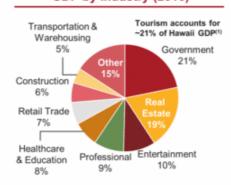


Unemployment (Year End)

October 2017: 2.2%



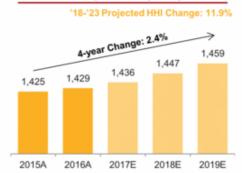
GDP by Industry (2016)



Housing Price Index (Year End)



Population (000s)



Visitor Expenditures (\$ billion)



Source: Hawaii Department of Business, Economic Development & Tourism, Bureau of Labor Statistics, Federal Housing Finance Agency, and SNL Financial Note: Real GDP adjusts nominal GDP to 2009 dollars. Unemployment and housing index are shown as seasonally adjusted. Data current as of 30-Sep-17.

(1) Based on \$15.7bn of 2016 visitor spending according to the Hawaii Tourism Authority.

THE CLEAR LEADER IN HAWAII



The banking market in Hawaii is dominated by local banks with the top 6 banks accounting for ~98% of deposits; First Hawaiian is the clear leader among its Hawaii banking peers based on size and operating performance

| | First Hawaiian, Inc. | 1h Bank of Hawaii | AMERICAN Seeings Bank | CENTRAL PACIFIC BANK | Territorial Savings Bank | HAWAII NATIONAL BANK |
|---|-----------------------------|-----------------------|--------------------------|----------------------|-----------------------------|----------------------------|
| Branches | 62 | 69 | 51 | 35 | 30 | 14 |
| FTEs | 2,184 | 2,120 | 1,113 | 796 | 273 | 168 |
| Assets (\$bn) | \$20.6 | \$17.3 | \$6.6 | \$5.6 | \$2.0 | \$0.7 |
| Loans (\$bn) | 12.1 | 9.6 | 4.7 | 3.6 | 1.4 | 0.4 |
| Deposits (\$bn) | 17.6 | 15.0 | 5.8 | 4.9 | 1.6 | 0.6 |
| 3Q 2017 YTD ROATC | E 14.9% ^{(1), (2)} | 15.2%(3) | 13.1% | 10.0% | 7.2% | 3.5% |
| 3Q 2017 YTD ROATA | 1.21(1).(2) | 1.07(3) | 1.04 | 0.93 | 0.89 | 0.31 |
| Commercial Residential REConsumer & Other | 20 /8 | 12% 13% 24% 51% | 12% 19% 63% | 13% 13% 28% | 98% | 31% 29% 39% |
| Transaction Accounts Savings / MMD | 26% 34% 40% | 13% 51% | 82% | 24% 63% | 19% 18% | 13% 10% |
| iii si Rank | #1 | #2 | #3 | #4 | #5 | #6 |
| Rank Share | 36.5% | 31.4% | 13.1% | 11.1% | 3.5% | 1.4% |

Source: SNL Financial and FDIC. For peer companies, peer company filings, SNL Financial and FDIC

Note: Balance sheet and income statement data as of 30-Sep-17. Deposit market share and branches as of 30-Jun-17.

(1) ROATCE (return on average tangible common equity) and ROATA (return on average tangible assets) are non-GAAP financial measures. Reconciliations to the comparable GAAP measures are provided in the appendix.

(2) FHB ROATCE and ROATA shown as core. Core excludes certain expenses, gains and one-time items. See annual non-GAAP reconciliation of core net income in the appendix.

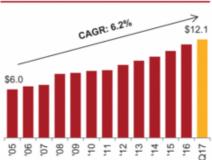
(3) BOH ROATCE and ROATA exclude gain on sale of 90,000 Visa Class B shares at \$12.5mm.

STRONG ORGANIC GROWTH AND HIGH **PERFORMANCE**





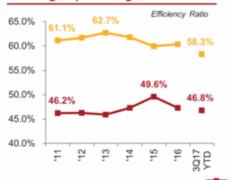




Through the Cycle Credit Performer



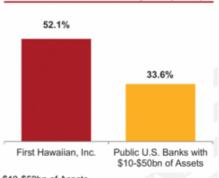
Strong Expense Mgmt. Culture(1)



Consistent Record of Profitability(1),(2)



Attractive Dividend Payout (LTM)(3)



Source: Public filings and SNL Financial

Note: Financial data as of 30-Sep-17. \$10-\$50bn banks constituted as of 31-Dec-16; excludes merger targets.

(1) FHB ratios shown as core. Core excludes certain gains, expenses and one-time. See annual and quarterly non-GAAP reconciliations of core net income, core net interest income, core noninterest income and core noninterest expense used to calculate core ratios in the appendix.

(2) ROATCE (return on average tangible common equity) is a non-GAAP financial measures. A reconciliation to the comparable GAAP measure is provided in the appendix.

FHB dividend payout ratio based on 3Q17 LTM earnings and a \$0.86 per share cash dividend for the last-twelve months ended 30-Sep-17.

HIGHLIGHTS



2Q 2017

3.02 %

12.7

3Q 2016

3Q Financial Highlights

- · Net income of \$58.4 million, or \$0.42 per diluted share. Core net income(1) of \$57.0 million, or \$0.41 per diluted
- Loan and lease growth of \$87 million, or 0.7%, to \$12.1 billion. YTD loan growth of 5.5%.
- Deposit growth of \$143 million, or 0.8%, to \$17.6 billion. YTD deposit growth of 4.8%.
- Net charge-off ratio: 0.13% annualized
- Efficiency ratio of 46.0%
- Capital ratios in excess of well-capitalized ratios at 9/30/17
- ROATA⁽¹⁾ of 1.21%, core ROATA⁽¹⁾ of 1.18%
- ROATCE⁽¹⁾ of 14.76%, core ROATCE⁽¹⁾ of 14.42%

Other Highlights

- · First Hawaiian Bank named the 2017 SBA Lender of the Year - Category 1 and the 2017 SBA HEDCO 504 Lender of the Year by the Small Business Administration
- Bob Harrison named the "2017 CEO of the Year" by Hawaii Business Magazine

| | Earnings per Share | \$ 0.41 | \$ 0.41 | \$ 0.40 |
|---|---------------------|-----------|-----------|-----------|
| Core Income Statement ⁽¹⁾ | Net Income | \$ 57.0 | \$ 57.2 | \$ 55.2 |
| | Noninterest Expense | 83.1 | 84.8 | 79.7 |
| | Noninterest Income | 45.9 | 48.9 | 48.7 |
| | Provisions | 4.5 | 4.4 | 2.1 |
| | Net Interest Income | \$ 133.3 | \$ 131.3 | \$ 122.7 |
| Balance Sheet | Deposits | 17,595 | 17,452 | 16,966 |
| | Loans and Leases | \$ 12,150 | \$ 12,062 | \$ 11,397 |
| | | | | |

Quarterly Results

3Q 2017

2.96 %

12.7

| Core Operating Metrics ⁽¹⁾ | Noninterest Income / Total Revenue | 25.6 | 27.1 | 28.4 |
|--|---------------------------------------|--------|--------|------|
| | Efficiency Ratio(2) | 46.4 | 47.1 | 46.5 |
| | ROATA(3) | 1.18 | 1.23 | 1.20 |
| | ROATCE(3) | 14.4 | 15.0 | 14.5 |
| | NCOs / Average Loans | 0.13 % | 0.11 % | 0.12 |
| Credit / Capital | NALs / Total Loans | 0.06 | 0.06 | 0.08 |

Net Interest Margin

CET1 / Tier 1

Core excludes certain gains, expenses and one-time items. See annual and quarterly non-GAAP reconciliations of core net income, core net interest income, core noninterest income

(\$ in millions)

and core noninterest expense used to calculate core ratios in the appendix.

Core efficiency ratio is a non-GAAP financial measure. We compute our core efficiency ratio as the ratio of core noninterest expense to the sum of core net interest income and core noninterest income. Reconcilitation of the components of our core efficiency ratio to comparable GAAP measures are provided in the appendix.

ROATA (return on average tangible assets) and ROATCE (return on average tangible common equity) are non-GAAP financial measures. A reconciliation to the comparable GAAP measure is provided in the appendix.

12.5

2.87 %

OPPORTUNITIES FOR INCREASED SHAREHOLDER RETURNS



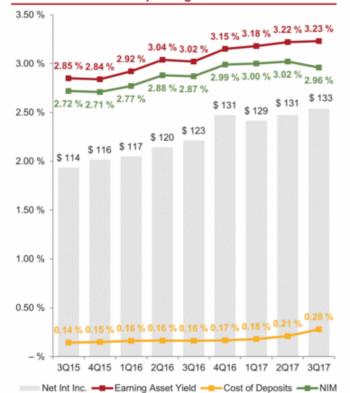
- 1 Rising Interest Rates
 - · Well positioned for NIM improvement in rising interest rate environment
- 2 Opportunity to Reduce Effective Tax Rate
 - · Tax optimization strategies
 - · Tax reform
- 3 Capital Distribution
 - · Strong annual capital generation
 - Ability to consider increasing dividends and/or share repurchases, subject to receipt of necessary regulatory approvals
- Separation from BNP Paribas

Drivers of Returns

WELL POSITIONED FOR NIM IMPROVEMENT IN RISING RATE ENVIRONMENT

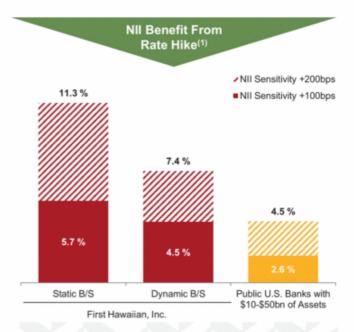






Well Positioned for Rising Rates

- · 98% of balance sheet funded with deposits
- Hawaii has experienced lower deposit costs and had a lower deposit beta in the last rate cycle



Source: Public filings and SNL Financial

Note: Financial data as of 30-Sep-17, \$10-\$50bn banks constituted as of 31-Dec-16; excludes merger targets.

(1) FHB results based on instantaneous shift in rates; \$10-\$50bn bank results on an as reported basis (includes both instantaneous and gradual rate shock scenarios based on reporting).

POTENTIAL TAX OPPORTUNITIES



Potential Tax Optimization Opportunities

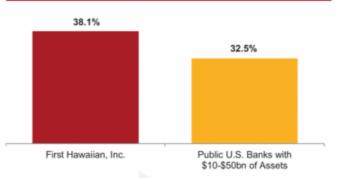
- · Tax credit investment
 - Low income housing tax credits of ~\$4.5mm for 2017 and ~\$4.8mm for 2018
- Tax exempt securities
 - o No municipal bonds held in current portfolio
- Tax reform
 - o Time and impact remains uncertain

Potential Financial Impact(1)

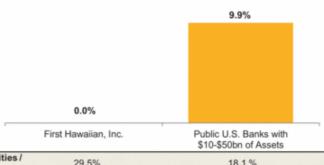
Each 1% lower tax rate equals a yearly addition of:

- · ~\$3.7mm of net income
- ~\$0.03 of EPS
- ~24bps of ROATCE





Municipal Securities (as a % of Securities Portfolio)(1)



Avg. Securities / 29.5% 18.1 %

Source: Public filings and SNL Financial

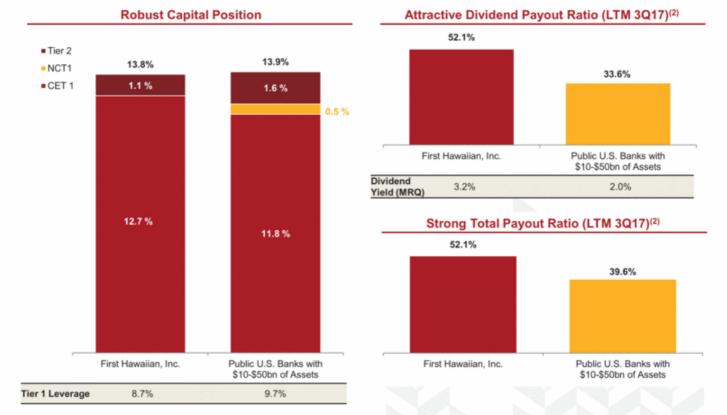
Note: Financial data as of 30-Sep-17, \$10-\$50bn banks constituted as of 31-Dec-16; excludes merger targets.

(1) Based on 3Q17 year-to-date annualized.

CAPITAL DISTRIBUTION



Robust capital levels and strong capital generation support an attractive return opportunity for shareholders through organic growth, dividends and/or share repurchases(1)



Source: Public filings and SNL Financial

Note: Financial data as of 30-Sep-17. Market data as of 24-Nov-17. \$10-\$50bn banks constituted as of 31-Dec-16; excludes merger targets.

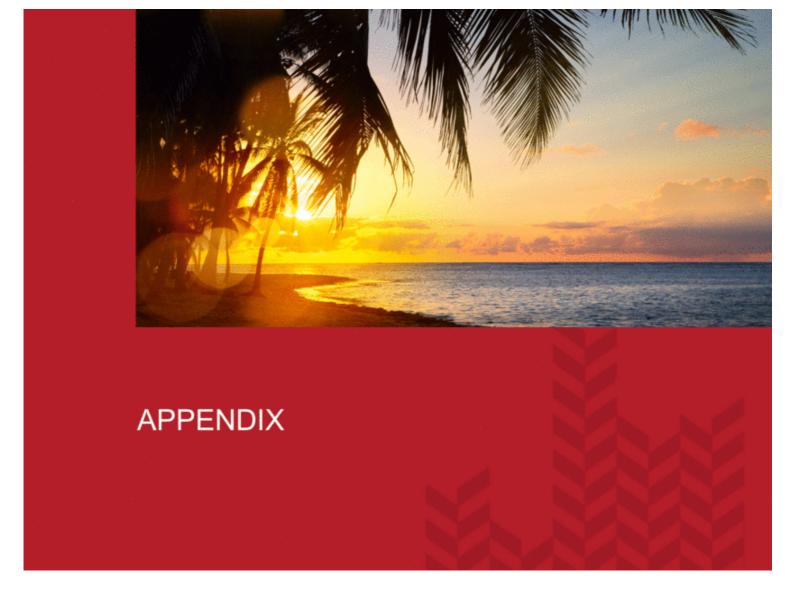
(1) Dividends and share repurchases are subject to approval of FHB's board of directors, future capital needs and regulatory approvals.

(2) FHB dividend payout ratio and total payout ratio are based on 3Q17 LTM earnings and a \$0.86 per share cash dividend for the last-twelve months ended 30-Sep-17.

DELIVERING VALUE THROUGH OPERATIONAL EXCELLENCE



- 1 Growing core deposit base
- 2 Consistent high quality loan growth
- 3 Best-in-class credit performance
- 4 Well positioned for rising rates
- 5 Disciplined expense culture focused on driving operating leverage
- 6 Delivering low volatility earnings and top quartile return profile
- 7 Focused on maximizing shareholder return



GROWING, LOW-COST CORE DEPOSIT BASE



Strong brand, deep ties to the community and a leading market share position have driven an attractive, low-cost deposit base

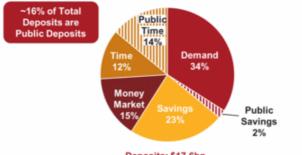
Consistent Deposit Growth (\$bn)

\$16.8 \$16.8 \$16.1 \$16.8 \$16.1 \$16.8 \$16.1



Year Ended December 31,

Deposit Portfolio Composition (3Q17)



Deposits: \$17.6bn 3Q17 YTD Deposit Cost: 0.22%

Best-in-Class Cost of Deposits



Source: Public filings and SNL Financial

'06 '07 '08 '09 '10 '11 '12 '13

Note: Financial data as of 30-Sep-17. \$10-\$50bn banks constituted as of 31-Dec-16; excludes merger targets.

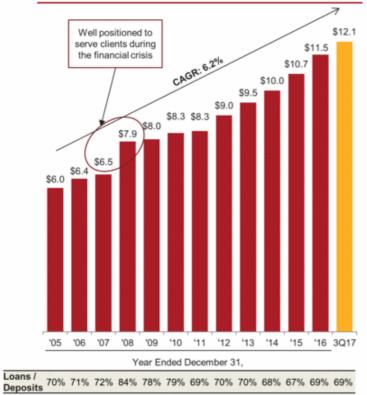
'14 '15

STEADY ORGANIC GROWTH AND BALANCED LOAN PORTFOLIO



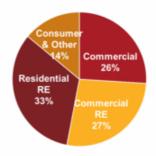
Steady through the cycle organic loan growth and balanced loan portfolio with attractive forward growth opportunities





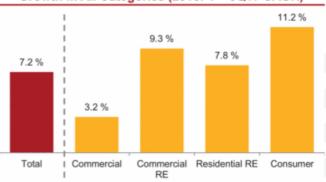
Source: Public filings and SNL Financial Note: Financial data as of 30-Sep-17.

Balanced Loan Portfolio (3Q17)



Loans: \$12.1bn 3Q17 YTD Loan Yield: 3.86%

Growth in All Categories (2013FY - 3Q17 CAGR)

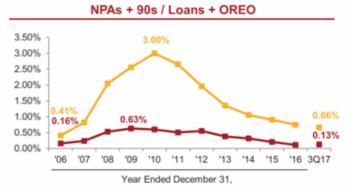


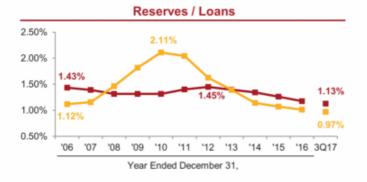
PROVEN, CONSISTENT, AND CONSERVATIVE CREDIT RISK MANAGEMENT

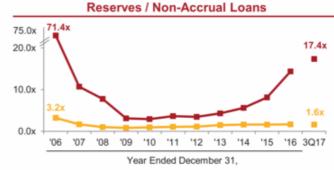


Strong through the cycle credit performance driven by conservative approach to credit risk management









First Hawaiian, Inc.

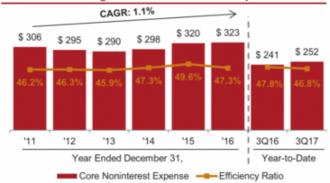
Public U.S. Banks with \$10-\$50bn of Assets

Source: Public filings and SNL Financial
Note: Financial data as of 30-Sep-17, \$10-\$50bn banks constituted as of 31-Dec-16; excludes merger targets.

OPERATING LEVERAGE THROUGH PRUDENT EXPENSE MANAGEMENT



Well Managed Core Noninterest Expense(1)



Driving Future Operating Leverage

- · Improving margins and benefit from rising rates
- Additional operating capacity
- Scalable fee businesses
- · Close management of expenses through transition
 - Expect ~47% efficiency ratio in 2017
 - Expect ~47 48% efficiency ratio in 2018

Source: Public filings and SNL Financial

Note: Financial data as of 30-Sep-17. \$10-\$50bn banks constituted as of 31-Dec-16; excludes merger targets.

(1) FHB measures shown as core. Core excludes certain gains, expenses and one-time items. See annual and quarterly non-GAAP reconciliations of core net income, core net interest

income, core noninterest income and core noninterest expense used to calculate core ratios in the appendix.

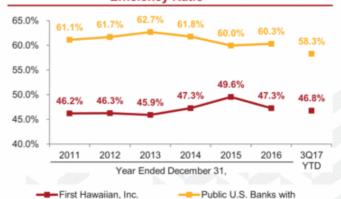
(2) Core efficiency ratio is a non-GAAP financial measure. We compute our core efficiency ratio as the ratio of core noninterest expense to the sum of core net interest income and core

noninterest income. Reconciliation of the components of our core efficiency ratio to comparable GAAP measures are provided in the appendix.

Non-Interest Expense / Average Assets(1)



Efficiency Ratio(1), (2)

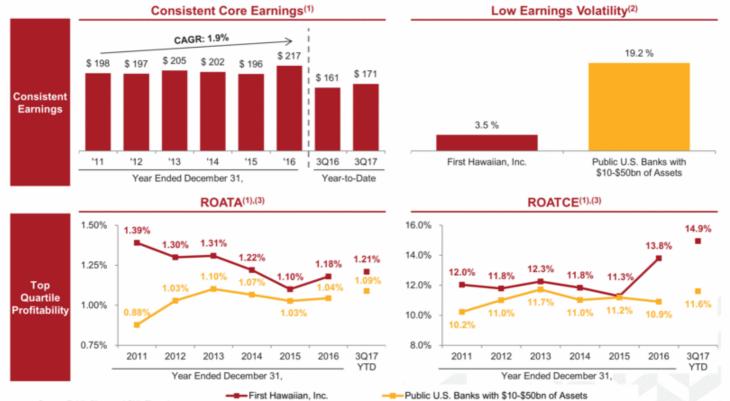


\$10-\$50bn of Assets

SUSTAINED, CONSISTENT TRACK RECORD OF STRONG PROFITABILITY



Focused on maintaining peer leading profitability through stable, consistent growth



Source: Public filings and SNL Financia

income, core noninterest income and core noninterest expense used to calculate core ratios in the appendix. Volatility of earnings calculated as the standard deviation in the change in earnings between 2011-2016.

Note: Financial data as of 30-Sep-17. \$10-\$50bn banks constituted as of 31-Dec-16; excludes merger targets.

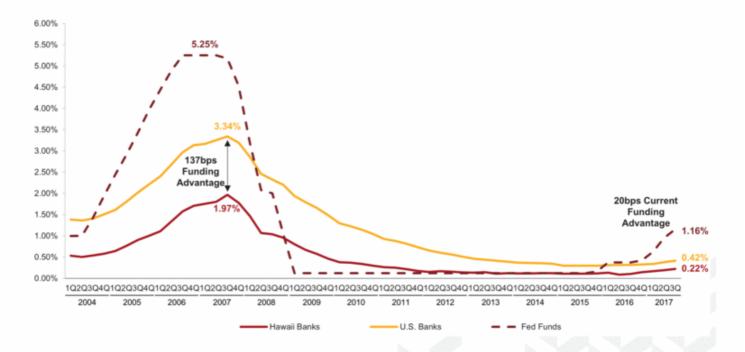
(1) FHB measures shown as core. Core excludes certain gains, expenses and one-time items. See annual and quarterly non-GAAP reconciliations of core net income, core net interest

ROATA (return on average tangible assets) and ROATCE (return on average tangible common equity) are non-GAAP financial measures. A reconciliation to the comparable GAAP measures are provided in the appendix.

HAWAII BANKS HAVE A SIGNIFICANT DEPOSIT **ADVANTAGE**



Hawaii banks experience more favorable deposit behavior across all rate cycles; Hawaii banks experienced a deposit beta(1) of ~34% vs. ~47% for broader U.S. banks during the last rising rate cycle



Source: SNL Financial and the Federal Reserve website

(1) Deposit beta is defined as the change in deposit costs as a percentage of the change in Fed Funds over a particular period. Deposit cost uses starting point (2Q04) to peak (3Q07); one quarter lag.

(2) Includes First Hawaiian, Bank of Hawaii, American Savings, Central Pacific, Territorial Bancorp, Hawaii National.

(3) Includes all U.S. bank holding companies excluding Hawaii-based banks. 19



GAAP TO NON-GAAP RECONCILIATIONS



We present net interest income, noninterest income, noninterest expense, net income, earnings per share and the related ratios described below, on an adjusted, or "core," basis, each a non-GAAP financial measure. These core measures exclude from the corresponding GAAP measure the impact of certain items that we do not believe are representative of our financial results. We believe that the presentation of these non-GAAP financial measures helps identify underlying trends in our business from period to period that could otherwise be distorted by the effect of certain expenses, gains and other items included in our operating results.

Core net interest margin, core return on average total assets and core return on average total stockholders' equity are non-GAAP financial measures. We compute our core net interest margin as the ratio of core net interest income to average earning assets. We compute our core return on average total assets as the ratio of core net income to average total assets. We compute our core return on average total stockholders' equity as the ratio of core net income to average stockholders' equity.

Core efficiency ratio is a non-GAAP financial measure. We compute our core efficiency ratio as the ratio of core noninterest expense to the sum of core net interest income and core noninterest income.

Return on average tangible stockholders' equity, core return on average tangible stockholders' equity, return on average tangible assets, core return on average tangible assets, core return on average tangible stockholders' equity to tangible assets are non-GAAP financial measures. We compute our return on average tangible stockholders' equity as the ratio of net income to average tangible stockholders' equity, which is calculated by subtracting (and thereby effectively excluding) amounts related to the effect of goodwill from our average total stockholders' equity, which is calculated by subtracting (and thereby effectively excluding) amounts related to the effect of goodwill from our average total stockholders' equity. We compute our return on average tangible assets as the ratio of net income to average tangible assets, which is calculated by subtracting (and thereby effectively excluding) amounts related to the effect of goodwill from our average total assets. We compute our core return on average tangible assets as the ratio of core net income to average tangible assets. We compute our tangible assets as the ratio of tangible stockholders' equity to tangible assets, each of which we calculate by subtracting (and thereby effectively excluding) amounts related to our goodwill.

We believe that these core measures provide useful information about our operating results and enhance the overall understanding of our past performance and future performance. Although these non-GAAP financial measures are frequently used by stakeholders in the evaluation of a company, they have limitations as analytical tools and should not be considered in isolation or as a substitute for analysis of our results or financial condition as reported under GAAP. Investors should consider our performance and financial condition as reported under GAAP and all other relevant information when assessing our performance or financial condition.

The following tables provide a reconciliation of these non-GAAP financial measures with their most closely related GAAP measures.

GAAP TO NON-GAAP RECONCILIATION



| | For the Nine Months Ended | | As of and for the Twelve Months Ended December 31, | | | | | | |
|--|---------------------------|------------------|--|------------|------------|------------|------------|------------|--|
| (Dollars in millions, except per share data) | Sept 30, 2017 | Sept 30, 2016 | 2016 | 2015 | 2014 | 2013 | 2012 | 2011 | |
| Net Income | \$ 172.0 | \$ 173.6 | \$230.2 | \$213.8 | \$216.7 | \$214.5 | \$211.1 | \$199.7 | |
| Average Total Stockholders' Equity | \$ 2,527.4 | \$ 2,588.6 | \$2,568.2 | \$2,735.8 | \$2,698.4 | \$2,667.4 | \$2,664.2 | \$2,640.6 | |
| Less: Average Goodwill | 995.5 | 995.5 | 995.5 | 995.5 | 995.5 | 995.5 | 995.5 | 995.5 | |
| Average Tangible Stockholders' Equity | \$ 1,531.9 | \$ 1,593.1 | \$1,572.7 | \$1,740.3 | \$1,702.9 | \$1,672.0 | \$1,668.7 | \$1,645.1 | |
| Total Stockholders' Equity | 2,581.9 | 2,524.00 | 2,476.5 | 2,736.9 | 2,675.0 | 2,651.1 | 2,654.2 | 2,677.4 | |
| Less: Goodwill | 995.5 | 995.5 | 995.5 | 995.5 | 995.5 | 995.5 | 995.5 | 995.5 | |
| Tangible Stockholders' Equity | \$ 1,586.4 | \$ 1,528.5 | \$1,481.0 | \$1,741.4 | \$1,679.5 | \$1,655.6 | \$1,658.7 | \$1,681.9 | |
| Average Total Assets | 19,858.2 | 19,185.5 | 19,334.7 | 18,785.7 | 17,493.2 | 16,653.6 | 16,085.7 | 15,246.8 | |
| Less: Average Goodwill | 995.5 | 995.5 | 995.5 | 995.5 | 995.5 | 995.5 | 995.5 | 995.5 | |
| Average Tangible Assets | \$ 18,862.7 | \$ 18,190.0 | \$18,339.2 | \$17,790.2 | \$16,497.7 | \$15,658.1 | \$15,090.2 | \$14,251.3 | |
| Total Assets | 20,565.6 | 19,892.7 | 19,661.8 | 19,352.7 | 18,133.7 | 17,118.8 | 16,646.7 | 15,839.4 | |
| Less: Goodwill | 995.5 | 995.5 | 995.5 | 995.5 | 995.5 | 995.5 | 995.5 | 995.5 | |
| Tangible Assets | \$ 19,570.1 | \$ 18,897.2 | \$18,666.3 | \$18,357.2 | \$17,138.2 | \$16,123.3 | \$15,651.2 | \$14,843.9 | |
| Return on Average Total Stockholders' Equity(1) | 9.10% | 8.96% | 8.96% | 7.81% | 8.03% | 8.04% | 7.92% | 7.56% | |
| Return on Average Tangible Stockholders' Equity (non-GAAP) (1) | 15.01% | 14.56% | 14.64% | 12.28% | 12.72% | 12.83% | 12.65% | 12.14% | |
| Return on Average Total Assets ⁽¹⁾ | 1.16 | 1.21 | 1.19 | 1.14 | 1.24 | 1.29 | 1.31 | 1.31 | |
| Return on Average Tangible Assets (non-GAAP) (1) | 1.22 % | 1.28% | 1.26% | 1.20% | 1.31% | 1.37% | 1.40% | 1.40% | |

Note: Totals may not sum due to rounding. (1) Annualized for the nine month periods.

GAAP TO NON-GAAP RECONCILIATION



| | For the Nine Mo | For the Fiscal Year Ended December 31, | | | | | | |
|--|------------------|--|---------|---------|---------|---------|---------|---------|
| (Dollars in millions, except per share data) | Sept 30, 2017 | Sept 30, 2016 | 2016 | 2015 | 2014 | 2013 | 2012 | 2011 |
| Net Interest Income | \$ 393.9 | \$ 360.4 | \$491.7 | \$461.3 | \$443.8 | \$439.0 | \$447.5 | \$470.0 |
| Accounting Change (ASC 310 Adjustment) | - | - | - | - | - | (4.3) | - | - |
| Early Buyout on Lease | - | - | - | - | (3.1) | - | - | - |
| Early Loan Termination(1) | _ | _ | - | (4.8) | - | - | - | - |
| Core Net Interest Income (Non-GAAP) | \$ 393.9 | \$ 360.4 | \$491.7 | \$456.5 | \$440.7 | \$434.7 | \$447.5 | \$470.0 |
| Noninterest Income | \$ 146.8 | \$ 168.6 | \$217.6 | \$211.4 | \$209.2 | \$208.4 | \$212.8 | \$194.6 |
| Gain on Sale of Securities | _ | (3.1) | (4.6) | (7.7) | - | (0.2) | (16.7) | (1.7) |
| Gain on Sale of Stock (Visa/MasterCard) | _ | (22.7) | (22.7) | (4.6) | (20.8) | (11.1) | - | - |
| Gain on Sale of Bank Properties | (2.7) | _ | - | (3.4) | - | (0.4) | (6.4) | - |
| Other Adjustments(1),(2) | - | - | - | (7.5) | - | - | - | (0.9) |
| Core Noninterest Income (Non-GAAP) | \$ 144.1 | \$142.9 | \$190.4 | \$188.2 | \$188.4 | \$196.6 | \$189.7 | \$192.0 |
| Noninterest Expense | \$ 253.2 | \$ 246.3 | \$328.8 | \$319.6 | \$297.7 | \$290.7 | 295.6 | 306.1 |
| Non-Recurring Items(3) | (1.4) | (5.6) | (6.2) | - | - | (0.7) | (0.7) | - |
| Core Noninterest Expense (Non-GAAP) | \$ 251.9 | \$ 240.7 | \$322.6 | \$319.6 | \$297.7 | \$290.0 | \$294.9 | \$306.1 |
| Net Income | \$ 172.0 | \$ 173.6 | \$230.2 | \$213.8 | \$216.7 | \$214.5 | \$211.1 | \$199.7 |
| Accounting Change (ASC 310 Adjustment) | _ | _ | - | - | | (4.3) | _ | _ |
| Early Buyout on Lease | _ | - | - | - | (3.1) | - | - | - |
| Early Loan Termination | _ | _ | - | (4.8) | - | | - | - |
| Gain on Sale of Securities | - | (3.1) | (4.6) | (7.7) | - | (0.2) | (16.7) | (1.7) |
| Gain on Sale of Stock (Visa/MasterCard) | - | (22.7) | (22.7) | (4.6) | (20.8) | (11.1) | - | - 4 |
| Gain on Sale of Bank Properties | (2.7) | - | - | (3.4) | 10 4 | (0.4) | (6.4) | - |
| Other Adjustments(1),(2) | _ | - | - | (7.5) | | - | - | (0.9) |
| Non-Recurring Items ⁽³⁾ | 1.4 | 5.6 | 6.2 | - | - M | 0.7 | 0.7 | 1 |
| Tax Adjustments ⁽⁴⁾ | 0.5 | 7.6 | 8.0 | 10.6 | 8.9 | 5.8 | 8.1 | 1.0 |
| Total Core Adjustments | (0.8) | (12.5) | (13.1) | (17.5) | (15.0) | (9.5) | (14.3) | (1.7) |
| Core Net Income (Non-GAAP) | \$ 171.2 | \$ 161.1 | \$217.1 | \$196.3 | \$201.6 | \$205.0 | \$196.7 | \$198.0 |
| Core Basic EPS (Non-GAAP) | \$ 1.23 | \$ 1.16 | \$1.56 | \$1.41 | \$1.45 | \$1.47 | \$1.57 | \$1.79 |
| Core Diluted EPS (Non-GAAP) | \$ 1.23 | \$ 1.16 | \$1.56 | \$1.41 | \$1.45 | \$1.47 | \$1.57 | \$1.79 |

Note: Totals may not sum due to rounding.

(1) Adjustments that are not material to our financial results have not been presented for certain periods.

(2) Other adjustments include a one-time MasterCard signing bonus and a recovery of an investment that was previously written down.

(3) Include non-recurring public company transition costs.

(4) Represents the adjustments to net income, tax effected at the Company's effective tax rate for the respective period.