

PNC FINANCIAL SERVICES GROUP, INC.

Form 8-K

October 09, 2012

**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

October 9, 2012

Date of Report (date of earliest event reported)

**THE PNC FINANCIAL SERVICES GROUP, INC.**

(exact name of registrant as specified in its charter)

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|   |   |  |
|---|---|--|
| (state or other jurisdiction of<br>incorporation or organization) | Commission<br><br>File Number<br><b>One PNC Plaza</b> | (I.R.S. Employer<br>Identification Number) |
|---|---|--|

**249 Fifth Avenue**

**Pittsburgh, Pennsylvania 15222-2707**

(Address of principal executive offices, including zip code)

**(412) 762-2000**

(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)
- ..  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 8.01 Other Events.**

Pursuant to the Underwriting Agreement, dated September 14, 2012 (the Agreement), with Morgan Stanley & Co. LLC, Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and PNC Capital Markets LLC (collectively, Underwriters), on October 9, 2012, The PNC Financial Services Group, Inc. issued 1,200,000 Depositary Shares each representing a 1/4,000<sup>th</sup> ownership interest in a share of 5.375% Non-Cumulative Perpetual Preferred Stock, Series Q (the Series Q Preferred Stock) in satisfaction of an option granted to the Underwriters in the Agreement to cover over-allotments.

The Depositary Shares and the Series Q Preferred Stock have been registered under the Securities Act of 1933, as amended, by a registration statement on Form S-3 (File No. 333-164364) (the Registration Statement). The validity opinion with respect to the Depositary Shares and the Series Q Preferred Stock is being filed with this report and incorporated by reference into the Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The exhibit listed on the Exhibit Index accompanying this Form 8-K is filed herewith.

**SIGNATURE**

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.

Date: October 9, 2012

The PNC Financial Services Group, Inc.

By: /s/ Gregory H. Kozich

Name: Gregory H. Kozich

Title: Senior Vice President and Controller

**EXHIBIT INDEX**

| <b>Number</b> | <b>Description</b>  | <b>Method of Filing</b> |
|---------------|---|-------------------------|
| 5.1           | Opinion of George P. Long, III                            | Filed herewith          |
| 23.1          | Consent of George P. Long, III (included in Exhibit 5.1). | Filed herewith          |