

PNC FINANCIAL SERVICES GROUP, INC.

Form S-8 POS

December 20, 2017

As filed with the Securities and Exchange Commission on December 20, 2017

Registration No. 333-74666

Registration No. 333-172930

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-8 REGISTRATION STATEMENT NO. 333-74666

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-8 REGISTRATION STATEMENT NO. 333-172930

UNDER THE

SECURITIES ACT OF 1933

THE PNC FINANCIAL SERVICES GROUP, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania **25-1435979**
(State or other jurisdiction of **(IRS Employer**
incorporation or organization) **Identification No.)**

The Tower at PNC Plaza

300 Fifth Avenue

Pittsburgh, Pennsylvania 15222-2401

(Address, including zip code, of registrant's principal executive offices)

The PNC Financial Services Group Inc. 1996 Executive Incentive Award Plan

(Full titles of the plan)

Robert Q. Reilly

Executive Vice President and Chief Financial Officer

The PNC Financial Services Group, Inc.

The Tower at PNC Plaza

300 Fifth Avenue

Pittsburgh, Pennsylvania 15222-2401

(Name and address for agent for service)

(888) 762-2265

(Telephone number, including area code, of agent for service of process)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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 7(a)(2)(B) of the Securities Act

EXPLANATORY NOTE

The PNC Financial Services Group, Inc. (the Registrant) is filing these Post-Effective Amendments No. 1 (the Post-Effective Amendments) to deregister any and all shares of the Registrant s common stock, \$5.00 par value per share (the Securities), registered but unissued or unsold as of the date hereof under the Registration Statements on Form S-8 filed by the Registrant with the Securities and Exchange Commission on December 6, 2001 (File No. 333-74666) and March 18, 2011 (File No. 333-172930) (together, the Registration Statements). These Post-Effective Amendments are made in accordance with undertakings by the Registrant in Part II of the Registration Statements to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance but remained unsold at the termination of the offering.

The Registrant has terminated the offering of its Securities pursuant to the Registration Statements, and hereby terminates the effectiveness of the Registration Statements and removes from registration any and all Securities registered but unissued or unsold thereunder as of the date hereof.

Exhibit 24.1 Powers of Attorney

Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on December 20, 2017.

THE PNC FINANCIAL SERVICES GROUP,
INC.

By: /s/ Gregory H. Kozich
Gregory H. Kozich
Senior Vice President and Controller

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to Registration Statements has been signed by the following persons in the capacities and on the date indicated:

| Signature | Title | Date |
|--|---|-------------------|
| /s/ William S. Demchak William S. Demchak | Chairman, Chief Executive Officer and Director (Principal Executive Officer) | December 20, 2017 |
| /s/ Robert Q. Reilly Robert Q. Reilly | Chief Financial Officer (Principal Financial Officer) | December 20, 2017 |
| /s/ Gregory H. Kozich Gregory H. Kozich | Controller (Principal Accounting Officer) | December 20, 2017 |
| * Charles E. Bunch | Director | December 20, 2017 |
| * Debra A. Cafaro | Director | December 20, 2017 |
| * Marjorie Rodgers Cheshire | Director | December 20, 2017 |
| * Andrew T. Feldstein | Director | December 20, 2017 |
| * | Director | December 20, 2017 |

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Daniel R. Hesse

*
Director December 20, 2017

Kay C. James

*
Director December 20, 2017

Richard B. Kelson

*
Director December 20, 2017

Jane G. Pepper

*
Director December 20, 2017

Donald J. Shepard

*
Director December 20, 2017

Lorene K. Steffes

*
Director December 20, 2017

Dennis F. Strigl

*
Director December 20, 2017

Michael J. Ward

*
Director December 20, 2017

Gregory D. Wasson

*By: /s/ Christi Davis
Christi Davis, Attorney-in-Fact, pursuant
to Powers of Attorney filed herewith