

PNC FINANCIAL SERVICES GROUP, INC.

Form 8-K

March 08, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 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) March 8, 2012**

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

**(Exact Name of Registrant as Specified in Its Charter)**

**Pennsylvania**

**(State or Other Jurisdiction of Incorporation)**

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**001-09718**  
(Commission

**25-1435979**  
(IRS Employer

File Number)

Identification No.)

**One PNC Plaza**  
**249 Fifth Avenue**  
**Pittsburgh, Pennsylvania**  
(Address of Principal Executive Offices)

**15222-2707**  
(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 (*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 8.01 Other Events.**

On March 8, 2012 PNC Funding Corp ( Funding ), an indirect, wholly owned subsidiary of The PNC Financial Services Group, Inc. (the Corporation ), completed the public offer and sale of \$1,000,000,000 aggregate principal amount of its 3.30% Senior Notes due March 8, 2022 (the Senior Notes ), unconditionally guaranteed by the Corporation (the Guarantees and together with the Senior Notes, the Debt Securities ). The Debt Securities were sold pursuant to an Underwriting Agreement dated March 5, 2012 (the Underwriting Agreement ) by and among Funding, the Corporation, and, as representatives of the several underwriters named therein, J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and PNC Capital Markets LLC. The Underwriting Agreement is attached to this Current Report on Form 8-K as Exhibit 1.1 and is incorporated into this Item 8.01 by reference.

The underwritten offering described in this Current Report on Form 8-K is more fully described in the prospectus supplement, dated March 5, 2012 and filed with the Securities and Exchange Commission (the Commission ) on March 6, 2012, to the accompanying prospectus filed with the Commission on January 15, 2010, as part of the Company 's Registration Statement on Form S-3ASR (File Nos. 333-164364 and 333-164364-01) (the Registration Statement ). The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to Exhibit 1.1.

The form of the Senior Notes is attached to this Current Report on Form 8-K as Exhibit 4.1. The form of the related Guarantees for the Senior Notes is attached to this Current Report on Form 8-K as Exhibit 4.2. These Exhibits are incorporated into this Item 8.01 by reference.

A copy of the legality opinion delivered by George P. Long, III, counsel to the Corporation and Funding in connection with the issuance of the Debt Securities, is attached hereto as Exhibits 5.1.

This Current Report on Form 8-K is being filed for the purpose of filing the attached documents in connection with the issuance of the Debt Securities as exhibits to the Registration Statement and such exhibits are hereby incorporated by reference into the Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The exhibits listed on the Exhibit Index accompanying this Form 8-K are filed herewith.

**SIGNATURE**

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

THE PNC FINANCIAL SERVICES GROUP, INC.

(Registrant)

By: /s/ Gregory H. Kozich

Name: Gregory H. Kozich

Title: Senior Vice President and Controller

Date: March 8, 2012

**EXHIBIT INDEX**

Number	Description	Method of Filing
1.1	Underwriting Agreement, dated March 5, 2012, by and among PNC Funding Corp, The PNC Financial Services Group, Inc., and, as representatives of the several underwriters named therein, J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and PNC Capital Markets LLC	Filed herewith.
4.1	Form of 3.30% Senior Notes due March 8, 2022	Filed herewith.
4.2	Form of Guarantee related to 3.30% Senior Notes due March 8, 2022	Filed herewith.
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.