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. 333-149076

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 ON FORM S-8

TO

FORM S-4 REGISTRATION STATEMENT

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 incorporation or organization)	**(IRS Employer Identification No.)**

The Tower at PNC Plaza

300 Fifth Avenue

Pittsburgh, Pennsylvania 15222-2401

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

Sterling Financial Corporation 1996 Stock Incentive 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.

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 this Post-Effective Amendment No. 2 to deregister any and all shares of the Registrant s common stock, par value $5.00 per share (the Securities), registered but unissued or unsold as of the date hereof under the Registration Statement on Form S-4, as amended by Post-Effective Amendment No. 1 on Form S-8 (File No. 333-149076) filed by the Registrant (as amended, the Registration Statement), relating to the Sterling Financial Corporation s 1996 Stock Incentive Plan (the Sterling Incentive Plan). In connection with the 2008 merger of Sterling Financial Corporation (Sterling) with and into the Registrant, shares of common stock of Sterling, par value $5.00 per share, issuable upon the exercise or settlement of options granted under the Sterling Incentive Plan were converted into corresponding awards relating to the Securities. This Post-Effective Amendment is made in accordance with undertakings by the Registrant in Part II of the Registration Statement 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 securities pursuant to the Registration Statement, and hereby terminates the effectiveness of the Registration Statement and removes from registration any and all Securities registered but unissued or unsold thereunder as of the date hereof.

Item 8. Exhibits

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 on Form S-8 to Registration Statement filed on Form S-4, as amended, 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 the Registration Statement 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, President and Chief Executive Officer and Director (Principal Executive Officer)	December 20, 2017
/s/ Robert Q. Reilly Robert Q. Reilly	Executive Vice President and 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
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	Director	

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