

PNC FINANCIAL SERVICES GROUP, INC.  
Form 8-K  
January 06, 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**

**January 6, 2012**

**Date of Report (date of earliest event reported)**

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

**(Exact name of registrant as specified in its charter)**

**Pennsylvania**  
**(State or other jurisdiction of**

**001-09718**  
**(Commission File Number)**

**25-1435979**  
**(I.R.S. Employer**

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incorporation or organization)

Identification Number)

**One PNC Plaza**

**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.**

On July 27, 2011, The PNC Financial Services Group, Inc. (the Corporation ) completed the public offering of 1,000,000 depositary shares each representing a 1/100th ownership interest in a share of the Corporation s Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series O, \$1.00 par value, pursuant to a Registration Statement on Form S-3ASR (File Nos. 333-164364 and 333-164364-01) (the Registration Statement ).

On September 19, 2011, PNC Funding Corp, an indirect, wholly owned subsidiary of the Corporation, completed the public offering of \$1,250,000,000 aggregate principal amount of its 2.70% Senior Notes due September 19, 2016, unconditionally guaranteed by the Corporation pursuant to the Registration Statement.

This Current Report on Form 8-K is being filed for the purpose of filing the attached exhibits 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, 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)*

Date: January 6, 2012

By: /s/ Gregory H. Kozich  
Gregory H. Kozich  
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 |