

PNC FINANCIAL SERVICES GROUP, INC.

Form 8-K

September 05, 2018

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

August 30, 2018

Date of Report (Date of earliest event reported)

THE PNC FINANCIAL SERVICES GROUP, INC.

(Exact name of registrant as specified in its charter)

Commission File Number 001-09718

Pennsylvania
(State or other jurisdiction)

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

of incorporation)

Identification No.)

The Tower at PNC Plaza

300 Fifth Avenue

Pittsburgh, Pennsylvania 15222-2401

(Address of principal executive offices, including zip code)

(888) 762-2265

(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))
Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 8.01 Other Events.

On September 5, 2018, The PNC Financial Services Group, Inc. (the Corporation) completed the public offer and sale of \$500,000,000 aggregate principal amount of its 3.250% Senior Notes due September 3, 2021 (the Notes). The Notes were sold pursuant to an Underwriting Agreement, dated August 30, 2018 (the Underwriting Agreement), entered into by the Corporation, 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 Notes were issued under an Indenture, dated September 6, 2012 (the Indenture), between the Corporation and The Bank of New York Mellon, as trustee.

The underwritten offering described in this Current Report on Form 8-K is more fully described in the prospectus supplement, dated August 30, 2018 and filed with the Securities and Exchange Commission (the Commission) on August 31, 2018, to the accompanying prospectus filed with the Commission on February 29, 2016, as part of the Corporation s Registration Statement on Form S-3ASR (File No. 333-209782) (the Registration Statement). The above description of the Underwriting Agreement and the Indenture is qualified in its entirety by reference to the full text of such agreements. Copies of the Underwriting Agreement, the Indenture, and the Form of Note are filed or incorporated by reference as Exhibits 1.1, 4.1 and 4.2, respectively.

A copy of the legality opinion delivered by Alicia G. Powell, counsel to the Corporation in connection with the issuance of the Notes, is attached hereto as Exhibit 5.1.

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

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Number | Description |
|--------|----------------------------------------------------------------------------------------------------------|
| 1.1 | <u>Underwriting Agreement, dated as of August 30, 2018</u> |
| 4.1 | <u>Indenture, dated as of September 6, 2012, between the Corporation and The Bank of New York Mellon</u> |
| 4.2 | <u>Form of 3.250% Senior Note due September 3, 2021</u> |
| 5.1 | <u>Opinion of Alicia G. Powell</u> |
| 23.1 | <u>Consent of Alicia G. Powell (included in Exhibit 5.1)</u> |

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: September 5, 2018

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