

Edgar Filing: PNC FINANCIAL SERVICES GROUP INC - Form S-8

PNC FINANCIAL SERVICES GROUP INC  
Form S-8  
July 13, 2001

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As filed with the Securities and Exchange Commission on July 13, 2001  
Registration Statement No. \_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

THE PNC FINANCIAL SERVICES GROUP, INC.  
(Exact name of registrant as specified in its charter)

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Pennsylvania  
(State or other jurisdiction of  
incorporation or organization)

25-1435979  
(IRS Employer Identification No.)

One PNC Plaza  
249 Fifth Avenue  
Pittsburgh, Pennsylvania 15222-2707  
(412) 762-1553  
(Address, including zip code, and telephone number, including area  
code, of registrant's principal executive offices)

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THE PNC FINANCIAL SERVICES GROUP, INC.  
SUPPLEMENTAL INCENTIVE SAVINGS PLAN  
THE PNC FINANCIAL SERVICES GROUP, INC.  
AND AFFILIATES DEFERRED COMPENSATION PLAN  
(Full title of the plans)

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Walter E. Gregg, Jr.  
Vice Chairman  
The PNC Financial Services Group, Inc.  
One PNC Plaza  
249 Fifth Avenue  
Pittsburgh, Pennsylvania 15222-2707  
(412) 762-2281  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Copy to:  
Steven Kaplan, Esq.  
Arnold & Porter  
555 Twelfth Street, N.W.  
Washington, D.C. 20004  
(202) 942-5000

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Calculation of Registration Fee

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Title of securities to be registered	Amount to be registered (1) (2)	Proposed maximum offering price per share	Proposed maximum aggregate offering price (1)	A reg
Deferred Compensation Obligations (3)	\$50,000,000	N/A	\$50,000,000	
Deferred Compensation Obligations (4)	\$67,000,000	N/A	\$67,000,000	
Total Registration Fee				

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Securities Act of 1933, as amended (the "Securities Act"), Rule 457(h).
- (2) In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan(s) described herein.
- (3) The Deferred Compensation Obligations are unsecured obligations of The PNC Financial Services Group, Inc. to pay deferred compensation in the future in accordance with the terms of The PNC Financial Services Group, Inc. Supplemental Incentive Savings Plan.
- (4) The Deferred Compensation Obligations are unsecured obligations of The PNC Financial Services Group, Inc. to pay deferred compensation in the future in accordance with the terms of The PNC Financial Services Group, Inc. and Affiliates Deferred Compensation Plan.

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INTRODUCTION

The PNC Financial Services Group, Inc. (the "Registrant") is filing this Registration Statement because of the uncertainty as to whether the Deferred Compensation Obligations would or should be considered "securities" or be subject to registration under the Securities Act. The filing of this Registration Statement is not an admission by the Registrant that the Deferred Compensation Obligations are securities or are subject to the registration requirements of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The purpose of this Registration Statement is to register an additional \$50,000,000 of Deferred Compensation Obligations in The PNC Financial Services Group, Inc. Supplemental Incentive Savings Plan, an additional \$67,000,000 of

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Deferred Compensation Obligations in The PNC Financial Services Group, Inc. and Affiliates Deferred Compensation Plan, and an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan(s) described herein. Pursuant to General Instruction E to Form S-8, except as set forth below, the contents of Registration Statement No. 333-18069 are incorporated herein by reference.

### ITEM 8. EXHIBITS

- Exhibit 4.1            The PNC Financial Services Group, Inc. Supplemental Incentive Savings Plan, incorporated by reference from Exhibit 10.4 to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1999. (File No. 1-9718).
- Exhibit 4.2            The PNC Financial Services Group, Inc. and Affiliates Deferred Compensation Plan, incorporated by reference from Exhibit 10.11 to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1999.
- Exhibit 5              Opinion of Henry Howarth III, Senior Counsel, The PNC Financial Services Group, Inc., filed herewith.
- Exhibit 23.1           Consent of Henry Howarth III, Senior Counsel, The PNC Financial Services Group, Inc., included in the opinion filed as Exhibit 5 hereto.
- Exhibit 23.2           Consent of Ernst & Young, LLP, filed herewith.
- Exhibit 24             Powers of Attorney, filed herewith.

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### SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on July 13th, 2001.

THE PNC FINANCIAL SERVICES GROUP, INC.  
(Registrant)

By: /s/ Robert L. Haunschild

-----  
(Signature and Title)  
Robert L. Haunschild,  
Senior Vice President and  
Chief Financial Officer

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Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date(s) indicated:

SIGNATURE	TITLE	DATE
* ----- James E. Rohr	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)	July 5, 2012
/s/ Robert L. Haunschild ----- Robert L. Haunschild	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	July 13, 2012
* ----- Samuel R. Patterson	Controller (Principal Accounting Officer)	July 5, 2012

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SIGNATURE	TITLE	DATE
* ----- Walter E. Gregg, Jr.	Vice Chairman and Director	July 5, 2012
* ----- Paul W. Chellgren	Director	July 5, 2012
* ----- Robert N. Clay	Director	July 5, 2012
* ----- George A. Davidson, Jr.	Director	July 5, 2012

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\* \_\_\_\_\_ Director July 5, 2012  
David F. Girard-diCarlo

\* \_\_\_\_\_ Director July 5, 2012  
William R. Johnson

\* \_\_\_\_\_ Director July 5, 2012  
Bruce C. Lindsay

\* \_\_\_\_\_ Director July 5, 2012  
W. Craig McClelland

\* \_\_\_\_\_ Director July 5, 2012  
Thomas H. O'Brien

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SIGNATURE	TITLE	DATE
* _____ Jane G. Pepper	Director	July 5, 2012

* _____ Lorene K. Steffes	Director	July 5, 2012
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* _____ Thomas J. Usher	Director	July 5, 2012
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Director

July 5, 2

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Milton A. Washington

\*

Director

July 5, 2

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Helge H. Wehmeier

\*By: /s/ Thomas R. Moore

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Thomas R. Moore, Attorney-in-Fact,  
pursuant to Powers of Attorney filed  
herewith

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The Plan. Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefits plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on this July 13th, 2001.

THE PNC FINANCIAL SERVICES  
GROUP, INC. SUPPLEMENTAL  
INCENTIVE SAVINGS PLAN  
(Plan)

By: /s/ James S. Gehlke

-----  
(Signature and Title)  
James S. Gehlke,  
Plan Manager/Administrator

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The Plan. Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefits plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on this July 13th, 2001.

THE PNC FINANCIAL SERVICES  
GROUP, INC. AND AFFILIATES  
DEFERRED COMPENSATION PLAN  
(Plan)

By: /s/ James S. Gehlke

-----  
(Signature and Title)

James S. Gehlke,  
Plan Manager/Administrator

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INDEX TO EXHIBITS

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- Exhibit 24       Powers of Attorney, filed herewith.

