

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

PNC FINANCIAL SERVICES GROUP INC

Form S-8

July 13, 2001

1

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

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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)

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)

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)

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

Calculation of Registration Fee

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

| 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.

2

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

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

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. |

-2-

3

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

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

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 |

-3-

4

| 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 |

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

| | | |
|---------------------------------------|----------|--------------|
| * ----- 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 | Director | July 5, 2012 |

| SIGNATURE | TITLE | DATE |
|---------------------------------|----------|--------------|
| * ----- Jane G. Pepper | Director | July 5, 2012 |
| * ----- Lorene K. Steffes | Director | July 5, 2012 |
| * ----- Thomas J. Usher | Director | July 5, 2012 |

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

*

Director

July 5, 2001

Milton A. Washington

*

Director

July 5, 2001

Helge H. Wehmeier

*By: /s/ Thomas R. Moore

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

-5-

6

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

-6-

7

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

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

-7-

8

INDEX TO 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. |

