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PNC FINANCIAL SERVICES GROUP INC

Form 8-K

October 29, 2001

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

OCTOBER 29, 2001

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 1-9718

PENNSYLVANIA

(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

25-1435979

(I.R.S. EMPLOYER
IDENTIFICATION NO.)

ONE PNC PLAZA
249 FIFTH AVENUE
PITTSBURGH, PENNSYLVANIA 15222-2707

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)
(ZIP CODE)

(412) 762-2000

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

ITEM 5. OTHER EVENTS

On October 23, 2001, PNC Funding Corp ("Funding") and The PNC Financial Services Group, Inc. (the "Corporation") entered into an Underwriting Agreement (the "Underwriting Agreement") with J.P. Morgan Securities Inc. and Salomon Smith Barney Inc., as representatives of the several underwriters, relating to (i) the

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public offering of \$600,000,000 aggregate principal amount of Floating Rate Senior Notes due 2004 of Funding (the "2004 Notes") at a purchase price of 99.775% of their principal amount, plus accrued interest, if any, from October 30, 2001 and (ii) \$400,000,000 aggregate principal amount of 5.75% Senior Notes due 2006 of Funding (the "2006 Notes") at a purchase price of 102.66% of their principal amount, plus accrued interest from August 1, 2001. The 2006 Notes are additional debt securities of Funding issued as part of the same series and with the same CUSIP number as the \$700,000,000 aggregate principal amount of 5.75% Senior Notes due 2006 of Funding issued on August 1, 2001. The 2004 Notes and the 2006 Notes are guaranteed, as to payment of principal and interest, by the Corporation. The closing is expected to occur on October 30, 2001.

The Underwriting Agreement is attached to this Current Report on Form 8-K as Exhibit 1.1.

The 2004 Notes and 2006 Notes are being issued pursuant to a Registration Statement on Form S-3 (No. 333-69576), initially filed with the Securities and Exchange Commission (the "SEC") on September 18, 2001, and declared effective on September 24, 2001. A Prospectus Supplement dated October 23, 2001 relating to the 2004 Notes and the 2006 Notes was filed with the SEC pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended, on October 25, 2001.

The form of the 2004 Notes and the 2006 Notes and the related Guarantees are attached to this Current Report on Form 8-K as Exhibits 4.1, 4.2 and 4.3, respectively.

Application has been made to list the 2004 Notes and the 2006 Notes on the Luxembourg Stock Exchange. The Chase Manhattan Bank, formerly known as Chemical Bank, successor by merger to Manufacturers Hanover Trust Company, is the Trustee. Deutsche Bank Luxembourg S.A. is the Luxembourg Paying and Listing Agent. Deutsche Bank AG London is the Calculation Agent for the 2004 Notes.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

The exhibits listed on the Exhibit Index on page 4 of this Form 8-K are filed herewith.

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SIGNATURES

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 thereunto duly authorized.

THE PNC FINANCIAL SERVICES GROUP, INC.
(Registrant)

Date: October 29, 2001

By: /s/ ROBERT L. HAUNSCHILD

Robert L. Haunschild
Senior Vice President and Chief
Financial Officer

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EXHIBIT INDEX

- 1.1 Underwriting Agreement dated as of October 23, 2001, among PNC Funding Corp, The PNC Financial Services Group, Inc., and the underwriters named therein, filed herewith. (See Item 5).
- 4.1 Form of the 2004 Notes, filed herewith. (See Item 5).
- 4.2 Form of the 2006 Notes, filed herewith. (See Item 5).
- 4.3 Form of the Guarantees related to the 2004 Notes and the 2006 Notes, filed herewith. (See Item 5).