

PNC FINANCIAL SERVICES GROUP, INC.
Form 8-A12B
September 21, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO
SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

THE PNC FINANCIAL SERVICES GROUP, INC.

(Exact Name of Registrant as Specified in Its Charter)

Pennsylvania
(State of incorporation or organization)

25-1435979
(IRS Employer Identification No.)

One PNC Plaza

249 Fifth Avenue

Pittsburgh, Pennsylvania
(Address of Principal Executive Offices)

15222-2707
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class

**Name of Each Exchange on Which
Each Class is to be Registered**

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to be so Registered

Depository Shares each representing a 1/4,000th interest in a share of 5.375% Non-Cumulative Perpetual Preferred Stock, Series Q

New York Stock Exchange, Inc.

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. x.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. ..

Securities Act registration statement file number to which this form relates: 333-164364

Securities to be registered pursuant to Section 12(g) of the Act: None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The descriptions of the general terms and provisions of the 5.375% Non-Cumulative Perpetual Preferred Stock, Series Q, par value \$1.00 per share (the Series Q Preferred Stock) of The PNC Financial Services Group, Inc. (the Registrant) as well as the Registrant's depository shares each representing a 1/4,000th interest in a share of the Series Q Preferred Stock to be registered hereunder are incorporated herein by reference to the descriptions included under the captions "Description of Preferred Stock" and "Description of Depository Shares" in the Prospectus Supplement dated September 14, 2012, as filed with the Securities and Exchange Commission (the SEC) on September 18, 2012 pursuant to Rule 424(b)(2) under the Securities Act of 1933, as amended, to the prospectus in the Registration Statement on Form S-3 (No. 333-164364) of the Registrant, as filed with the SEC on January 15, 2010 and as amended on September 6, 2012. Such sections are incorporated herein by reference.

Item 2. Exhibits.

- 3.1 Articles of Incorporation of the Registrant, as amended effective as of January 2, 2009 (incorporated herein by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2008).
- 3.2 Statement with Respect to Shares of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series O dated July 21, 2011 (incorporated herein by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed July 27, 2011).
- 3.3 Statement with Respect to Shares of Fixed-To-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series P dated April 19, 2012 (incorporated herein by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed April 24, 2012).
- 3.4 By-Laws of the Registrant, as amended and restated effective as of February 12, 2009 (incorporated herein by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K filed February 19, 2009).
- 3.5 and 4.1 Statement with Respect to Shares of 5.375% Non-Cumulative Perpetual Preferred Stock, Series Q (incorporated herein by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed September 21, 2012).
- 4.2 Deposit Agreement, dated September 21, 2012, by and among the Registrant, Computershare Trust Company, N.A., as depository, Computershare Inc., and the holders from time to time of the depository receipts described therein (incorporated herein by reference to Exhibit 4.2 of the Registrant's Current Report on Form 8-K filed September 21, 2012).
- 4.3 Form of certificate representing the Series Q Preferred Stock (incorporated herein by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed September 21, 2012).
- 4.4 Form of depository receipt representing the depository shares (included as part of Exhibit 4.2).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: September 21, 2012

The PNC Financial Services Group, Inc.

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

EXHIBIT INDEX

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