

**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 1, 2020**

**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 of  
incorporation)

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

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

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
<b>Common Stock, par value \$5.00</b>	PNC	New York Stock Exchange
<b>Depository Shares Each Representing a 1/4,000 Interest in a Share of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series P</b>	PNC P	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On October 1, 2020, the Board of Directors (the “Board”) of The PNC Financial Services Group, Inc. (“PNC”) increased the number of directors to 13 and appointed David L. Cohen, Senior Executive Vice President at Comcast Corporation, to serve on the Board effective immediately. Mr. Cohen was appointed to the Audit Committee and the Personnel and Compensation Committee, and was also appointed as a director of PNC Bank, National Association (“PNC Bank”).

The Board determined that Mr. Cohen is independent under the director independence standards established by the New York Stock Exchange. Mr. Cohen will receive compensation in accordance with PNC’s non-employee director compensation program described in PNC’s 2020 Proxy Statement filed with the U.S. Securities and Exchange Commission on March 17, 2020.

Comcast Corporation has a variety of ordinary course credit relationships with PNC Bank. These lending relationships were entered into in the ordinary course of business, on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with other customers, and did not involve more than the normal risk of collectability or present other unfavorable features.

**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.

Date: October 1, 2020

**THE PNC FINANCIAL SERVICES GROUP, INC.**  
*(Registrant)*

By: /s/ Gregory H. Kozich

Gregory H. Kozich

*Senior Vice President and Controller*