

**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 2, 2023

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))
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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>
Common Stock, par value \$5.00		PNC	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

Item 8.01 Other Events.

On October 2, 2023, The PNC Financial Services Group, Inc. (“PNC”) issued a press release announcing the redemption on November 1, 2023 of \$1,000,000,000 of Depositary Shares (CUSIP: 693475 AK1) (the “Depositary Shares”) representing interests in PNC’s Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series O (the “Series O Preferred Stock”). Each Depositary Share represents a 1/100th interest in a share of the Series O Preferred Stock. All 1,000,000 Depositary Shares currently outstanding will be redeemed. The Depositary Shares will be redeemed at a redemption price of \$1,000 per Depositary Share. Such redemption price does not include the regular quarterly dividend on the Depositary Shares that was separately declared and will be paid separately on November 1, 2023 to holders of record on the record date for such dividend payment in the customary manner.

The Depositary Shares are held through the Depository Trust Company (“DTC”) and will be redeemed in accordance with the procedures of DTC. Payment to DTC will be made by Computershare Trust Company, N.A., the Depository, in accordance with the Deposit Agreement governing the Depositary Shares.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Number</u>	<u>Description</u>	<u>Method of Filing</u>
99.1	Press Release dated October 2, 2023	Filed herewith
104	The cover page of this Current Report on Form 8-K, formatted as an inline XBRL.	

CONTACTS:

Exhibit 99.1

MEDIA:

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PNC Announces Redemption Of All Depositary Shares Representing Interests In Series O Stock

PITTSBURGH, Oct. 2, 2023 – The PNC Financial Services Group, Inc. (NYSE: PNC) today announced the redemption on Nov. 1, 2023, of \$1,000,000,000 of Depositary Shares (CUSIP: 693475AK1) (the “Depositary Shares”) representing interests in PNC’s Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series O (the “Series O Preferred Stock”). Each Depositary Share represents a 1/100th interest in a share of the Series O Preferred Stock. All 1,000,000 Depositary Shares currently outstanding will be redeemed.

The Depositary Shares will be redeemed at a redemption price of \$1,000 per Depositary Share. Such redemption price does not include the regular quarterly dividend on the Depositary Shares that was separately declared and will be paid separately Nov. 1, 2023, to holders of record on the record date for such dividend payment in the customary manner.

The Depositary Shares are held through the Depositary Trust Company (“DTC”) and will be redeemed in accordance with the procedures of DTC. Payment to DTC will be made by Computershare Trust Company, N.A., the Depositary, in accordance with the Deposit Agreement governing the Depositary Shares. The address for Computershare Trust Company, N.A. is P.O. Box 43078, Providence, RI 02940 or, for courier delivery, 150 Royall Street, Canton, MA 02021.

The PNC Financial Services Group, Inc. is one of the largest diversified financial services institutions in the United States, organized around its customers and communities for strong relationships and local delivery of retail and business banking including a full range of lending products; specialized services for corporations and government entities, including corporate banking, real estate finance and asset-based lending; wealth management and asset management. For information about PNC, visit www.pnc.com.

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