

**UNITED STATES
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**
(Address, including zip code, of registrant's principal executive offices)

The PNC Financial Services Group, Inc. and Affiliates Deferred Compensation and Incentive Plan
(Full title of the plan)

Robert Q. Reilly
Executive Vice President and Chief Financial Officer
The PNC Financial Services Group, Inc.
One PNC Plaza
249 Fifth Avenue
Pittsburgh, Pennsylvania 15222-2707
(Name and address for agent for service)

(412) 762-2000
(Telephone number, including area code, of agent for service of process)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price (2)	Amount of registration fee
Deferred Compensation Obligations (1)	\$60,000,000	100%	\$60,000,000	\$7,728

- (1) 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 and Incentive Plan.
- (2) Estimated pursuant to Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this registration statement on Form S-8 (the "Registration Statement") is being filed in order to register an additional \$60,000,000 of Deferred Compensation Obligations of the Registrant under The PNC Financial Services Group, Inc. and Affiliates Deferred Compensation and Incentive Plan (the "DCIP"), which are securities of the same class and relate to the same employee benefit plan as those securities registered on the Registrant's registration statement on Form S-8 previously filed with the Commission on November 10, 2011 (Registration No. 333-177896), which is hereby incorporated by reference.

PART II

Item 3. Incorporation by Reference.

The following documents, each as filed by The PNC Financial Services Group, Inc. ("PNC" or the "Registrant") with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended ("Exchange Act"), are incorporated herein by reference:

- PNC's annual report on Form 10-K for the year ended December 31, 2013;
- PNC's quarterly reports on Form 10-Q for the quarters ended March 31, 2014 and June 30, 2014; and
- PNC's current reports on Form 8-K filed with the Commission on: February 20, 2014; March 3, 2014 (with respect to Item 5.02(e) only); April 4, 2014; April 25, 2014; and April 28, 2014.

All documents filed by PNC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment hereto, which indicates that all securities offered hereunder have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any report, document or portion thereof that is furnished to, but not filed with, the Commission is not incorporated by reference.

Any statement contained in a document incorporated or deemed to be incorporated by reference or deemed to be part of this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any other subsequently filed document that also is, or is deemed to be, incorporated by reference in this Registration Statement modifies or replaces such statement. Any statement contained in a document that is deemed to be incorporated by reference or deemed to be part of this Registration Statement after the most recent effective date may modify or replace existing statements contained in this Registration Statement. Any such statement so modified or replaced shall not be deemed, except as so modified or replaced, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

The legal opinion regarding the validity of the securities to be issued is rendered by Christi Davis, Corporate Secretary and Senior Counsel of PNC. Ms. Davis beneficially owns or has the rights to acquire an aggregate of less than 1% of PNC's common stock.

Item 8. Exhibits.

The Exhibit Index of this Registration Statement, filed herewith, is incorporated herein by reference. The file number of all filings referenced in the Exhibit Index is 001-09718.

Item 9. Undertakings.

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers are being made, a post-effective amendment to this Registration Statement:
 - (a) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the "Act");
 - (b) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and
 - (c) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;provided, however, that Paragraphs 1(a) and 1(b) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the registration statement.
- (2) That, for the purpose of determining any liability under the Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and each filing of the DCIP's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

_____*_____
Dennis F. Strigl Director August 28, 2014

_____*_____
Thomas J. Usher Director August 28, 2014

_____*_____
George H. Walls, Jr. Director August 28, 2014

_____*_____
Helge H. Wehmeier Director August 28, 2014

*By: /s/ Christi Davis
Christi Davis, Attorney-in-Fact,
pursuant to Powers of Attorney filed
herewith

INDEX TO EXHIBITS

Exhibit 4.1	The PNC Financial Services Group, Inc. Articles of Incorporation, as amended effective as of January 2, 2009	Incorporated herein by reference to Exhibit 3.1 of PNC's annual report on Form 10-K for the year ended December 31, 2008
Exhibit 4.2	Statement with Respect to Shares for Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series O dated July 21, 2011	Incorporated by reference to Exhibit 3.1 of PNC's Current Report on Form 8-K filed July 27, 2011
Exhibit 4.3	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 PNC's Current Report on Form 8-K filed April 24, 2012
Exhibit 4.4	Statement with Respect to Shares of 5.375% Non-Cumulative Perpetual Preferred Stock, Series Q dated September 14, 2012	Incorporated herein by reference to Exhibit 3.1 of PNC's Current Report on Form 8-K filed September 21, 2012
Exhibit 4.5	Statement with Respect to Shares of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series R dated May 2, 2013	Incorporated herein by reference to Exhibit 3.1 of PNC's Current Report on Form 8-K filed May 7, 2013
Exhibit 4.3	By-Laws of The PNC Financial Services Group, Inc., as amended and restated effective as of August 15, 2013	Incorporated herein by reference to Exhibit 3.2 of PNC's Current Report on Form 8-K filed August 15, 2013
Exhibit 4.4	The PNC Financial Services Group, Inc. and Affiliates Deferred Compensation and Incentive Plan effective as of January 1, 2012	Incorporated herein by reference to Exhibit 4.4 of PNC's Registration Statement on Form S-8 (No.333-177896) filed November 10, 2011
Exhibit 4.5	Amendment 2013-1 to The PNC Financial Services Group, Inc. and Affiliates Deferred Compensation and Incentive Plan, effective as of January 1, 2012	Incorporated herein by reference to Exhibit 10.6.2 to PNC's Annual Report on Form 10-K for the year ended December 31, 2013
Exhibit 5.1	Opinion of Christi Davis	Filed herewith
Exhibit 23.1	Consent of PricewaterhouseCoopers LLP, relating to The PNC Financial Services Group, Inc.	Filed herewith
Exhibit 23.2	Consent of Deloitte & Touche LLP, relating to BlackRock, Inc.	Filed herewith
Exhibit 23.3	Consent of Christi Davis	Included in the opinion filed as Exhibit 5.1 hereto
Exhibit 24.1	Powers of Attorney	Filed herewith

August 28, 2014

The PNC Financial Services Group, Inc.
249 Fifth Avenue
Pittsburgh, Pennsylvania 15222-2707

Re: The PNC Financial Services Group, Inc.
Registration Statement on Form S-8 Relating to The PNC Financial
Services Group, Inc. and Affiliates Deferred Compensation and Incentive Plan

Ladies and Gentlemen:

This opinion is being submitted in connection with a Registration Statement on Form S-8 ("Registration Statement") of The PNC Financial Services Group, Inc. ("PNC") being filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), related to the registration of \$60,000,000 of deferred compensation obligations ("Deferred Compensation Obligations") offered pursuant to The PNC Financial Services Group, Inc. and Affiliates Deferred Compensation and Incentive Plan, as amended (the "Deferred Compensation Plan").

In my capacity as Senior Counsel and Corporate Secretary of PNC, I have been requested to furnish an opinion to be included as Exhibit 5.1 to the Registration Statement. In conjunction with the furnishing of this opinion, I have examined: (i) PNC's Articles of Incorporation and By-laws, each as amended to date; (ii) the Registration Statement; (iii) the Deferred Compensation Plan; and (iv) such other documents, records, and other instruments as I have deemed appropriate for the purposes of the opinion set forth herein.

In making such examination and rendering the opinions set forth below, I have assumed: (i) the genuineness and authenticity of all signatures on original documents; (ii) the authenticity of all documents submitted to me as originals; (iii) the conformity to originals of all documents submitted to me as certified, telecopied or reproduced copies and the authenticity of the originals of such documents; (iv) the accuracy, completeness and authenticity of certificates or letters of public officials; and (v) the due authorization, execution and delivery of all documents (except the due authorization, execution and delivery by the Company), where authorization, execution and delivery are prerequisites to the effectiveness of such documents.

I am a member of the Bar of the Commonwealth of Pennsylvania and I express no opinion as to the laws of any jurisdiction other than the federal laws of the United States and the laws of the Commonwealth of Pennsylvania.

Based on and subject to the foregoing, I am of the opinion that the Deferred Compensation Obligations, when issued by PNC in the manner provided pursuant to the Deferred Compensation Plan, will be valid and binding obligations of PNC, enforceable against PNC in accordance with the terms of the Deferred Compensation Plan, subject to the qualification that the enforceability of obligations of PNC thereunder may be limited by bankruptcy, insolvency, fraudulent conveyance and similar laws affecting rights and remedies of creditors generally, and by general principles of equity.

I hereby consent to the filing of a copy of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, I do not hereby admit that I am in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Christi Davis

Christi Davis
Senior Counsel and Corporate Secretary
The PNC Financial Services Group, Inc.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 28, 2014 relating to the financial statements, and the effectiveness of internal control over financial reporting, which appears in The PNC Financial Services Group Inc.'s Annual Report on Form 10-K for the year ended December 31, 2013.

/s/ PricewaterhouseCoopers LLP

Pittsburgh, PA

August 28, 2014

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference of our report dated February 28, 2014, relating to the consolidated financial statements of BlackRock, Inc. appearing in Exhibit 99.1 to the Annual Report on Form 10-K of The PNC Financial Services Group, Inc. (the "Corporation") for the year ended December 31, 2013 in this Registration Statement on Form S-8 of the Corporation.

/s/ Deloitte & Touche LLP

New York, New York

August 28, 2014

POWER OF ATTORNEY**The PNC Financial Services Group, Inc.**

Each of the undersigned directors and/or officers of The PNC Financial Services Group, Inc. ("PNC"), a Pennsylvania corporation, hereby names, constitutes and appoints Robert Q. Reilly, Gregory H. Kozich, Christi Davis, and Edward S. Rosenthal, and each of them individually, with full power to act without the others and with full power of substitution and resubstitution, the undersigned's true and lawful attorney-in-fact and agent to execute for the undersigned and in his or her name, place and stead, in any and all capacities, one or more Registration Statements on Form S-8 (or other appropriate form) to be filed for the registration of deferred compensation obligations pursuant to The PNC Financial Services Group, Inc. Deferred Compensation and Incentive Plan, and any successor plan or plans, and any and all amendments (including post-effective amendments) to such Registration Statement or Registration Statements, and to file the same, with all exhibits thereto, and any and all other documents in connection therewith, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulating body, hereby granting to said attorneys-in-fact and agents, and each of them acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith as fully to all intents and purposes as the undersigned might or could do in person;

And each of the undersigned hereby ratifies and confirms all that any said attorney-in-fact and agent, or any substitute, lawfully does or causes to be done by virtue hereof.

IN WITNESS WHEREOF, the following persons have duly signed this Power of Attorney as of this 26th day of August, 2014.

<u>Name/Signature</u>	<u>Capacity</u>
<u>/s/ William S. Demchak</u> William S. Demchak	Chairman, President, Chief Executive Officer (Principal Executive Officer) and Director
<u>/s/ Robert Q. Reilly</u> Robert Q. Reilly	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Gregory H. Kozich</u> Gregory H. Kozich	Senior Vice President and Controller (Principal Accounting Officer)
<u>/s/ Richard O. Berndt</u> Richard O. Berndt	Director
<u>/s/ Charles E. Bunch</u> Charles E. Bunch	Director

<u>/s/ Paul W. Chellgren</u> Paul W. Chellgren	Director
<u>/s/ Andrew T. Feldstein</u> Andrew T. Feldstein	Director
<u>/s/ Kay Cole James</u> Kay Coles James	Director
<u>/s/ Richard B. Kelson</u> Richard B. Kelson	Director
<u>/s/ Anthony A. Massaro</u> Anthony A. Massaro	Director
<u>/s/ Jane G. Pepper</u> Jane G. Pepper	Director
<u>/s/ Donald J. Shepard</u> Donald J. Shepard	Director
<u>/s/ Lorene K. Steffes</u> Lorene K. Steffes	Director
<u>/s/ Dennis F. Strigl</u> Dennis F. Strigl	Director
<u>/s/ Thomas J. Usher</u> Thomas J. Usher	Director
<u>/s/ George H. Walls, Jr.</u> George H. Walls, Jr.	Director
<u>/s/ Helge H. Wehmeier</u> Helge H. Wehmeier	Director