
**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

April 2, 2015
Date of Report (date of earliest event reported)

THE PNC FINANCIAL SERVICES GROUP, INC.
(exact name of registrant as specified in its charter)

Pennsylvania
(state or other jurisdiction
of incorporation)

001-09718
Commission
File Number

25-1435979
(I.R.S. Employer
Identification Number)

One PNC Plaza
249 Fifth Avenue
Pittsburgh, Pennsylvania 15222-2707
(Address of principal executive offices, including zip code)

(412) 762-2000
(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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Item 8.01 Other Events.

On April 2, 2015, The PNC Financial Services Group, Inc. ("PNC") issued a press release announcing the redemption on May 4, 2015 of \$500,000,000 of Depositary Shares (CUSIP: 693475 AJ4) (the "Depositary Shares") representing interests in PNC's Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series K (the "Series K Preferred Stock"). Each Depositary Share represents a 1/10 interest in a share of the Series K Preferred Stock. All 500,000 Depositary Shares currently outstanding will be redeemed. The Depositary Shares will be redeemed at a redemption price of \$1,000 per Depositary Share plus declared and unpaid dividends of \$8.963 per Depositary Share, representing the dividend for the period from February 21, 2015 to but excluding May 4, 2015.

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 PNC Bank, National Association, 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. The exhibit listed on the Exhibit Index accompanying this Form 8-K is filed herewith.

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: April 2, 2015

The PNC Financial Services Group, Inc.

By: /s/ Gregory H. Kozich

Name: Gregory H. Kozich

Title: Senior Vice President and Controller

EXHIBIT INDEX

<u>Number</u>	<u>Description</u>	<u>Method of Filing</u>
99.1	Press Release dated April 2, 2015	Filed herewith



NEWS RELEASE

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PNC RAISES COMMON STOCK DIVIDEND TO 51 CENTS PER SHARE

Announces Redemption of All Depositary Shares Representing Interests in Series K Stock

PITTSBURGH, April 2, 2015 – The board of directors of The PNC Financial Services Group, Inc. (NYSE: PNC) declared a quarterly cash dividend on the common stock of 51 cents per share, an increase of 3 cents per share, or 6 percent, from the first quarter dividend of 48 cents per share. The dividend is payable on May 5, 2015 to shareholders of record at the close of business April 15, 2015.

“Today’s board action reflects our strong capital levels and commitment to enhancing shareholder value,” said William S. Demchak, PNC’s chairman, president and chief executive officer. “We have performed consistently through time, and we are making solid progress on our strategic priorities, which positions the company to continue to create long-term value for our shareholders.”

The board also declared a cash dividend on the following series of preferred stocks:

- **Series B:** a quarterly dividend of 45 cents per share will be payable on June 10, 2015 to shareholders of record at the close of business May 22, 2015.
- **Series P:** a quarterly dividend of \$1,531.25 per share (\$.3828125 per each depositary share, 4,000 of which represent one share of Series P preferred stock) will be payable on May 1, 2015 to shareholders of record at the close of business April 15, 2015.
- **Series Q:** a quarterly dividend of \$1,343.75 per share (\$.3359375 per each depositary share, 4,000 of which represent one share of Series Q preferred stock) will be payable on June 1, 2015 to shareholders of record at the close of business May 15, 2015.
- **Series R:** a semi-annual dividend of \$2,425.00 per share (\$24.25 per each depositary share, 100 of which represent one share of Series R preferred stock) will be payable on June 1, 2015 to shareholders of record at the close of business May 15, 2015.

Additionally today, PNC announced the redemption on May 4, 2015 of \$500,000,000 of Depositary Shares (CUSIP: 693475 AJ4) (the “Depositary Shares”) representing interests in PNC’s Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series K (the “Series K Preferred Stock”). Each Depositary Share represents a 1/10 interest in a share of the Series K Preferred Stock. All 500,000 Depositary Shares currently outstanding will be redeemed.

The Depositary Shares will be redeemed at a redemption price of \$1,000 per Depositary Share plus declared and unpaid dividends of \$8.963 per Depositary Share, representing the dividend for the period from February 21, 2015 to but excluding May 4, 2015.

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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 PNC Bank, National Association, the Depository, in accordance with the Deposit Agreement governing the Depositary Shares.

The PNC Financial Services Group, Inc. (www.pnc.com) is one of the United States’ largest diversified financial services organizations providing retail and business banking; residential mortgage banking; specialized services for corporations and government entities, including corporate banking, real estate finance and asset-based lending; wealth management and asset management.

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