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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934

January 30, 2017  
Date of Report (date of earliest event reported)

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

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Pennsylvania  
(state or other jurisdiction of  
incorporation or organization)

001-09718  
Commission  
File Number

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

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)

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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 January 30, 2017, The PNC Financial Services Group, Inc. (“PNC”) issued a press release announcing a \$300 million increase in its common stock share repurchase programs for the four-quarter period ending June 30, 2017. This amount is in addition to the share repurchase programs of up to \$2.0 billion during this period authorized as part of PNC’s 2016 capital plan under the Federal Reserve’s Comprehensive Capital Analysis and Review, which included up to \$200 million related to employee benefit plans. PNC’s board of directors authorized the increase and the Board of Governors of the Federal Reserve System did not object to the additional amount of share repurchases.

PNC’s common share repurchases may be executed through the open market or in privately negotiated transactions, including under Rule 10b5-1 plans. The timing and exact amount of repurchases will be based on market conditions and other factors.

A copy of the press release is attached hereto as Exhibit 99.1 and is furnished herewith.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The exhibit listed on the Exhibit Index accompanying this Form 8-K is furnished herewith.

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**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: January 30, 2017

The PNC Financial Services Group, Inc.

By: /s/ Gregory H. Kozich

Name: Gregory H. Kozich

Title: Senior Vice President and Controller

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**EXHIBIT INDEX**

<u>Number</u>	<u>Description</u>	<u>Method of Filing</u>
99.1	Press Release dated January 30, 2017	Furnished herewith



## NEWS RELEASE

**CONTACTS:****MEDIA:**

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**PNC ANNOUNCES \$300 MILLION INCREASE TO  
PLANNED SHARE REPURCHASES**

PITTSBURGH, Jan. 30, 2017 – The PNC Financial Services Group, Inc. (NYSE: PNC) announced a \$300 million increase in its common stock share repurchase programs for the four-quarter period ending June 30, 2017. This amount is in addition to the share repurchase programs of up to \$2.0 billion during this period authorized as part of PNC’s 2016 capital plan under the Federal Reserve’s Comprehensive Capital Analysis and Review, which included up to \$200 million related to employee benefit plans. PNC’s board of directors authorized the increase and the Board of Governors of the Federal Reserve System did not object to the additional amount of share repurchases.

“Today’s announcement reflects our commitment to return more capital to shareholders,” said William S. Demchak, PNC chairman, president and chief executive officer. “Our capital levels and consistent performance have allowed us to support the growth of our businesses while delivering strong capital returns and creating long-term value.”

PNC’s common share repurchases may be executed through the open market or in privately negotiated transactions, including under Rule 10b5-1 plans. The timing and exact amount of repurchases will be based on market conditions and other factors.

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; 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. For information about PNC, visit [www.pnc.com](http://www.pnc.com).

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