

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

**Post-Effective Amendment No. 1 to  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**THE PNC FINANCIAL SERVICES GROUP, INC.**  
(Exact name of each registrant as specified in its articles of incorporation)

**Pennsylvania**  
(State or other jurisdiction of  
incorporation or organization)

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

**The Tower at PNC Plaza  
300 Fifth Avenue  
Pittsburgh, Pennsylvania 15222-2401  
(888) 762-2265**  
(Address, including zip code, and telephone number including code, of registrant's principal executive offices)

**Robert Q. Reilly  
Chief Financial Officer  
The PNC Financial Services Group, Inc.  
The Tower at PNC Plaza  
300 Fifth Avenue  
Pittsburgh, Pennsylvania 15222-2401  
(412) 762-2000**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copy to:*  
**Edward S. Rosenthal  
Deputy General Counsel  
The PNC Financial Services Group, Inc.  
The Tower at PNC Plaza  
300 Fifth Avenue  
Pittsburgh, Pennsylvania 15222-2401  
(412) 762-2000**

**Approximate date of commencement of proposed sale to the public: Not Applicable.**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act (Check one):

- |                         |  |                           |                          |
|-------------------------|--|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/>                                    | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |
|                         |  | Emerging growth company   | <input type="checkbox"/> |

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 7(a)(2)(B) of the Securities Act.

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**EXPLANATORY NOTE**

The PNC Financial Services Group, Inc. (the “Registrant”) is filing this Post-Effective Amendment No. 1 (the “Post-Effective Amendment”) to deregister any and all shares of the Registrant’s common stock, \$5.00 par value per share, and related Preferred Share Purchase Rights (together, the “Securities”) registered but unissued or unsold as of the date hereof under the Registration Statement on Form S-3 filed by the Registrant with the Securities and Exchange Commission on December 29, 2005 (File No. 333-130744) (the “Registration Statement”). This Post-Effective Amendment is made in accordance with an undertaking by the Registrant in Part II of the Registration Statement to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance but remained unsold at the termination of the offering.

The Registrant has terminated the offering of its Securities pursuant to the Registration Statement, and hereby terminates the effectiveness of the Registration Statement and removes from registration any and all Securities registered but unissued or unsold thereunder as of the date hereof.

**Item 16. Exhibits**

Exhibit 24.1 [Powers of Attorney](#)

Filed herewith

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this post-effective amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on December 20, 2017.

THE PNC FINANCIAL SERVICES GROUP, INC.

By: /s/ Gregory H. Kozich

Gregory H. Kozich  
Senior Vice President and Controller

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to the Registration Statement has been signed by the following persons in the capacities and on the date indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ William S. Demchak</u> William S. Demchak	Chairman, President and Chief Executive Officer and Director (Principal Executive Officer)	December 20, 2017
<u>/s/ Robert Q. Reilly</u> Robert Q. Reilly	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	December 20, 2017
<u>/s/ Gregory H. Kozich</u> Gregory H. Kozich	Controller (Principal Accounting Officer)	December 20, 2017
* <u>Charles E. Bunch</u>	Director	December 20, 2017
* <u>Debra A. Cafaro</u>	Director	December 20, 2017
* <u>Marjorie Rodgers Cheshire</u>	Director	December 20, 2017
* <u>Andrew T. Feldstein</u>	Director	December 20, 2017
* <u>Daniel R. Hesse</u>	Director	December 20, 2017
* <u>Kay C. James</u>	Director	December 20, 2017
* <u>Richard B. Kelson</u>	Director	December 20, 2017
* <u>Jane G. Pepper</u>	Director	December 20, 2017
* <u>Donald J. Shepard</u>	Director	December 20, 2017
* <u>Lorene K. Steffes</u>	Director	December 20, 2017
* <u>Dennis F. Strigl</u>	Director	December 20, 2017
* <u>Michael J. Ward</u>	Director	December 20, 2017
* <u>Gregory D. Wasson</u>	Director	December 20, 2017

\*By: /s/ Christi Davis

Christi Davis, Attorney-in-Fact, pursuant to Powers of Attorney filed herewith

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

Each of the undersigned directors and/or officers of The PNC Financial Services Group, Inc. (the "Corporation"), a Pennsylvania corporation, hereby names, constitutes and appoints Robert Q. Reilly, Vicki C. Henn, Edward S. Rosenthal, and Christi Davis and each of them individually, the undersigned's true and lawful attorney-in-fact and agent, with full power to act with or without the others and with full power of substitution and resubstitution, for and on behalf of him or her and in his or her name, in any and all capacities, to (i) execute any and all amendments to the Registration Statements on Form S-4 and Form S-8 (Registration Nos. 333-149076, 33-28828, 33-54960, 333-53806, 333-110758, 333-74666, 333-172930 and 333-149076) and Form S-3 (Registration No. 333-130744), and any and all subsequent amendments to such Registration Statements, including post-effective amendments, and (ii) perform any and all acts and do all things that said attorneys-in-fact and agents and each of them may deem necessary or desirable to enable the Corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations or requirements of the Securities and Exchange Commission in respect thereof, 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, with each of the undersigned hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute therefor, lawfully does or causes to be done by virtue hereof. This Power of Attorney does not revoke any prior powers of attorney.

IN WITNESS WHEREOF, the following persons have duly signed this Power of Attorney as of this 14th day of November, 2017.

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

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<u>/s/ Debra A. Cafaro</u> Debra A. Cafaro	Director
<u>/s/ Marjorie Rodgers Cheshire</u> Marjorie Rodgers Cheshire	Director
<u>/s/ Andrew T. Feldstein</u> Andrew T. Feldstein	Director
<u>/s/ Daniel R. Hesse</u> Daniel R. Hesse	Director
<u>/s/ Kay Coles James</u> Kay Coles James	Director
<u>/s/ Richard B. Kelson</u> Richard B. Kelson	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/ Michael J. Ward</u> Michael J. Ward	Director
<u>/s/ Gregory D. Wasson</u> Gregory D. Wasson	Director