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

**POST-EFFECTIVE AMENDMENT NO. 2 ON FORM S-8
TO
FORM S-4 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.)

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

Sterling Financial Corporation 1996 Stock Incentive Plan
(Full titles of the plan)

Robert Q. Reilly
Executive Vice President and Chief Financial Officer
The PNC Financial Services Group, Inc.
The Tower at PNC Plaza
300 Fifth Avenue
Pittsburgh, Pennsylvania 15222-2401
(Name and address for agent for service)

(888) 762-2265
(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, anon-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
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act

EXPLANATORY NOTE

The PNC Financial Services Group, Inc. (the “Registrant”) is filing this Post-Effective Amendment No. 2 to deregister any and all shares of the Registrant’s common stock, par value \$5.00 per share (the “Securities”), registered but unissued or unsold as of the date hereof under the Registration Statement on Form S-4, as amended by Post-Effective Amendment No. 1 on Form S-8 (File No. 333-149076) filed by the Registrant (as amended, the “Registration Statement”), relating to the Sterling Financial Corporation’s 1996 Stock Incentive Plan (the “Sterling Incentive Plan”). In connection with the 2008 merger of Sterling Financial Corporation (“Sterling”) with and into the Registrant, shares of common stock of Sterling, par value \$5.00 per share, issuable upon the exercise or settlement of options granted under the Sterling Incentive Plan were converted into corresponding awards relating to the Securities. This Post-Effective Amendment is made in accordance with undertakings 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 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 8. 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-8 and has duly caused this post-effective amendment on Form S-8 to Registration Statement filed on Form S-4, as amended, 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:

Signature	Title	Date
<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.

<u>Name/Signature</u>	<u>Capacity</u>
<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

<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