# 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**

**November 5, 2026**
**Date of Report (Date of earliest event reported)**

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

**Commission File Number 001-09718**

| **Pennsylvania** | **25-1435979** |
|---|---|
| **(State or other jurisdiction of incorporation)** | **(I.R.S. Employer Identification No.)** |

**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)**

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))

Securities registered pursuant to 12(b) of the Act:

| Title of Each Class | Trading Symbol(s) | Name of Each Exchange on Which Registered |
|---|---|---|
| **Common Stock, par value $5.00** | PNC | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). 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 13(a) of the Exchange Act. ☐

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 5, 2026, the Board of Directors of The PNC Financial Services Group, Inc. (the "Corporation") appointed Alexander E. C. Overstrom, currently Executive Vice President and Head of Retail Banking of the Corporation, to be the Corporation's Executive Vice President and Chief Financial Officer, effective March 1, 2027. Mr. Overstrom will succeed Robert Q. Reilly, who has accepted the position of Executive Vice Chairman, effective as of the same date.

Mr. Overstrom, 42, joined the Corporation in 2014 and assumed his current position in July 2022. Prior to his current role, he held numerous management roles, including Head of Small Business, Deputy Head of Retail Banking, Head of Merchant Services and Chief Operating Officer of Corporate & Institutional Banking and Asset Management. Prior to joining the Corporation, he worked in strategy and investment banking at Goldman Sachs.

Mr. Overstrom has not been involved in any transactions with the Corporation that would require disclosure under Item 404(a) of Regulation S-K. There are no arrangements or understandings between Mr. Overstrom and any other person pursuant to which he was selected as Chief Financial Officer. There are also no family relationships between Mr. Overstrom and any other director or executive officer of the Corporation.

**Item 7.01. Regulation FD Disclosure.**

A copy of the related press release issued by the Corporation announcing the leadership changes described above is furnished herewith as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Number | Description | Method of Filing |
|---|---|---|
| 99.1 | Press Release dated November 5, 2026 | Furnished herewith |
| 104 | The cover page of this Current Report on Form 8-K, formatted as an inline XBRL. | |

**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.

**THE PNC FINANCIAL SERVICES GROUP, INC.**
*(Registrant)*

Date: November 5, 2026

By: /s/ Gregory H. Kozich
Gregory H. Kozich
*Senior Vice President and Controller*

# News Release

**CONTACTS**

**Exhibit 99.1**

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## PNC Announces Chief Financial Officer Transition Plans

Robert Q. Reilly to be elevated to Executive Vice Chairman in March 2027
Alexander E.C. Overstrom to become CFO

PITTSBURGH, Nov. 5, 2026 – The PNC Financial Services Group, Inc. (NYSE: PNC) announced today that it will begin the process of transitioning the role of Chief Financial Officer from Robert Q. Reilly to Alexander E.C. Overstrom.

Reilly will remain CFO until March 1, 2027, when he will be elevated to Executive Vice Chairman. In this role, Reilly will serve as a senior executive advisor to Chairman and CEO William S. Demchak, and will have responsibility for advising on strategic initiatives and operating priorities, and driving key stakeholder engagement with clients across the firm.

"Rob is an invaluable member of the executive team and a critical partner to me," said Demchak. "During the past 13 years as CFO Rob has guided PNC through challenging times, and pivotal transactions and has been a driving force behind the growth and results we see today. His leadership and commitment to the firm have consistently helped us deliver on our long-term plan and strengthen our performance. In this new role, he will remain a key advisor to me as we continue to drive our strategy and expansion."

Reilly joined PNC in 1987 and was appointed chief financial officer in 2013. He previously led PNC's Asset Management Group and held executive roles in Corporate Banking and Credit, with management experience spanning asset management, investment banking and commercial banking. As CFO, he oversees PNC's finances, asset and liability management, strategic planning, investor relations, corporate treasury, corporate tax, the chief investment office, supply chain and realty services. During his tenure as CFO, PNC completed acquisitions of BBVA USA in June 2021 and Colorado-based FirstBank Holding Company, including its banking subsidiary, FirstBank, in January 2026.

"It's been an absolute privilege being PNC's CFO for the past 13 years," said Reilly. "I look forward to this new role as Executive Vice Chairman with equal enthusiasm."

Overstrom will officially assume the CFO role March 1, 2027, following the filing of PNC's 2026 year-end financial reports. As executive vice president and head of Retail Banking for PNC since 2022, Overstrom leads all consumer and small business banking areas as well as home lending and consumer lending businesses, payments and digital, and PNC Wealth Management. In addition, he is responsible for enterprise customer advocacy and the corporate strategy team.

Overstrom joined PNC in 2014 from Goldman Sachs where he spent eight years in Firmwide Strategy and Investment Banking. Since joining PNC, he has held a variety of roles across the company, including head of PNC Merchant Services, chief operating officer of Corporate & Institutional Banking and Asset Management, and head of PNC Aviation Finance.

- more -

Permanent succession for PNC Retail Banking will be named in the near future.

“I’m excited to take on the CFO role from Rob, who has been a mentor to me throughout my career at PNC,” said Overstrom. “We’re in a strong position today, and I look forward to continuing that progress and advancing our strategy from this next seat.”

“PNC’s strategy is working, and Alex is the right leader to help us through its next phase of growth,” said Demchak. “In addition to the basic requirement of stellar financial acumen, this role demands someone who is analytical, strategic and a true operator. Alex’s experience in growing our retail business over the last several years proves those skills, and I know he’ll continue to be a key partner to me and the rest of the leadership team. We are ending a year of significant growth with great momentum for 2027. This change showcases our deep leadership bench and allows us to leverage the experience of a longtime leader to help us further drive our strategy across the bank.”

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 including a full range of lending products; 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.

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