

Edgar Filing: PNC FINANCIAL SERVICES GROUP INC - Form S-8

PNC FINANCIAL SERVICES GROUP INC

Form S-8

July 13, 2001

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As filed with the Securities and Exchange Commission on July 13, 2001
Registration Statement No. _____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
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.)

One PNC Plaza
249 Fifth Avenue
Pittsburgh, Pennsylvania 15222-2707
(412) 762-1553
(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

THE PNC FINANCIAL SERVICES GROUP, INC. INCENTIVE SAVINGS PLAN
PNC RETIREMENT SAVINGS PLAN
(Full title of the plans)

Walter E. Gregg, Jr.
Vice Chairman
The PNC Financial Services Group, Inc.
One PNC Plaza
249 Fifth Avenue
Pittsburgh, Pennsylvania 15222-2707
(412) 762-2281
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copy to:
Steven Kaplan, Esq.
Arnold & Porter
555 Twelfth Street, N.W.
Washington, D.C. 20004
(202) 942-5000

Calculation of Registration Fee

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| Title of securities to be registered | Amount to be registered (1) (2) | Proposed maximum offering price per share (3) | Proposed maximum aggregate offering price (3) | Amount to be registered (3) (4) |
|--------------------------------------|---------------------------------|---|---|---------------------------------|
| Common Stock, \$5.00 Par Value (4) | 5,000,000 (5) | \$62.47 | \$312,350,000 | \$78,000,000 |

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan(s) described herein.
- (2) Pursuant to Rule 416 under the Securities Act, this Registration Statement also covers any additional securities which may become issuable pursuant to stock splits, stock dividends or similar transactions, without the need for any post-effective amendment.
- (3) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(h). Calculated on the basis of the average of the high and low sale prices of the Registrant's Common Stock as reported on July 11, 2001 on the New York Stock Exchange, which date is within 5 business days prior to the date of the filing of this Registration Statement.
- (4) Each share of Common Stock includes a Preferred Share Purchase Right pursuant to the Registrant's Rights Agreement.
- (5) This Registration Statement also relates to the shares registered under Form S-8 Registration Statement No. 33-25140, and Post-Effective Amendment No. 1 thereto, and to the shares registered under Form S-8 Registration Statement No. 333-03901. Shares issuable under The PNC Financial Services Group, Inc. Incentive Savings Plan and under the PNC Retirement Savings Plan have been previously registered under the Securities Act, of which 758,384 are being carried forward pursuant to this Registration Statement.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The purpose of this Registration Statement is to register an additional 5,000,000 shares of Common Stock for issuance pursuant to The PNC Financial Services Group, Inc. Incentive Savings Plan and the PNC Retirement Savings Plan, and an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan(s) described herein. Pursuant to General Instruction E to Form S-8, except as set forth below, the contents of Registration Statement No. 33-25140, and Post-Effective Amendment No. 1 thereto, are incorporated herein by reference.

ITEM 8. EXHIBITS

Exhibit 4.1 Articles of Incorporation of the Corporation, as amended and restated as of April 24, 2001, incorporated by reference from

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- Exhibit 3.1 to the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2001. (File No. 1-9718).
- Exhibit 4.2 By-Laws of the Corporation, as amended, incorporated by reference from Exhibit 3.2 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2000.
- Exhibit 4.3 Rights Agreement, dated as of May 15, 2000, between the Corporation and The Chase Manhattan Bank, which includes the form of Right Certificate as Exhibit B and the Summary of Rights to Purchase Preferred Shares as Exhibit C, incorporated by reference from Exhibit 1 to the Corporation's Report on Form 8-A filed May 23, 2000.
- Exhibit 5.1* Determination Letter of the Internal Revenue Service, dated June 21, 1995, with respect to the Corporation's Incentive Savings Plan.
- Exhibit 5.2 Determination Letter of the Internal Revenue Service, dated May 28, 1998, with respect to the PNC Retirement Savings Plan, filed herewith.
- Exhibit 23 Consent of Ernst & Young, LLP, filed herewith.
- Exhibit 24 Powers of Attorney, filed herewith.

* Previously filed

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on July 13th, 2001.

THE PNC FINANCIAL SERVICES GROUP, INC.
(Registrant)

By: /s/ Robert L. Haunschild

(Signature and Title)
Robert L. Haunschild,
Senior Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date(s) indicated:

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| SIGNATURE | TITLE | DATE |
|---|---|--------|
| * ----- James E. Rohr | Chairman, President, Chief Executive Officer and Director (Principal Executive Officer) | July 5 |
| /s/ Robert L. Haunschild ----- Robert L. Haunschild | Senior Vice President and Chief Financial Officer (Principal Financial Officer) | July 1 |
| * ----- Samuel R. Patterson | Controller (Principal Accounting Officer) | July 5 |

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| SIGNATURE | TITLE | DATE |
|---------------------------------------|----------------------------|--------|
| * ----- Walter E. Gregg, Jr. | Vice Chairman and Director | July 5 |
| * ----- Paul W. Chellgren | Director | July 5 |
| * ----- Robert N. Clay | Director | July 5 |
| * ----- George A. Davidson, Jr. | Director | July 5 |
| * ----- | Director | July 5 |

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David F. Girard-diCarlo

* Director July 5

William R. Johnson

* Director July 5

Bruce C. Lindsay

* Director July 5

W. Craig McClelland

* Director July 5

Thomas H. O'Brien

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| SIGNATURE | TITLE | DATE |
|------------------------------------|----------|--------|
| * ----- Jane G. Pepper | Director | July 5 |
| * ----- Lorene K. Steffes | Director | July 5 |
| * ----- Thomas J. Usher | Director | July 5 |
| * ----- Milton A. Washington | Director | July 5 |
| * ----- | Director | July 5 |

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Helge H. Wehmeier

*By: /s/ Thomas R. Moore

Thomas R. Moore, Attorney-in-Fact,
pursuant to Powers of Attorney filed
herewith

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The Plan. Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefits plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on this July 13th, 2001.

THE PNC FINANCIAL SERVICES
GROUP, INC. INCENTIVE SAVINGS PLAN
(Plan)

By: /s/ James S. Gehlke

(Signature and Title)
James S. Gehlke,
Plan Manager/Administrator

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The Plan. Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefits plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on this July 13th, 2001.

PNC RETIREMENT SAVINGS PLAN
(Plan)

By: /s/ James S. Gehlke

(Signature and Title)
James S. Gehlke,
Plan Manager/Administrator

INDEX TO EXHIBITS

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