

PNC FINANCIAL SERVICES GROUP INC  
Form S-8 POS  
June 17, 2010

As filed with the Securities and Exchange Commission on June 17, 2010

Registration No. 033-25140

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

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

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**THE PNC FINANCIAL SERVICES GROUP, INC.**

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(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**

(Address, including zip code, of registrant's principal executive offices)

**PNC Bank Corp. Incentive Savings Plan**

(Full title of the plan)

**Richard J. Johnson**

**Executive Vice President and Chief Financial Officer**

**The PNC Financial Services Group, Inc.**

**One PNC Plaza**

**249 Fifth Avenue**

**Pittsburgh, Pennsylvania 15222-2707**

**(412) 762-2000**

(Name, address, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-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.

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Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

**EXPLANATORY STATEMENT**

Effective January 1, 2010, participants in The PNC Financial Services Group, Inc. Incentive Savings Plan (the ISP, formerly the PNC Bank Corp. Incentive Savings Plan) were no longer permitted to invest their contributions in The PNC Financial Services Group, Inc. common stock.

Therefore, The PNC Financial Services Group, Inc. (PNC, formerly PNC Bank Corp.) and the ISP are filing this Post-Effective Amendment No. 2 to the Registration Statement to deregister all Plan interests that were registered thereunder for the ISP and to deregister any remaining shares of PNC common stock issuable under this Registration Statement.

PNC is acting pursuant to the power conferred on PNC in accordance with the provisions of Rule 478 under the Securities Act of 1933, as amended, to reduce the amount of securities registered, pursuant to its undertaking contained in Part II, Item 9 of Post-Effective Amendment No. 1 to the Registration Statement as filed November 22, 1995.

**SIGNATURES**

The Registrant. Pursuant to the requirements of the Securities Act of 1933, PNC has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, June 17, 2010.

THE PNC FINANCIAL SERVICES GROUP, INC.

(Registrant)

By: /s/ SAMUEL R. PATTERSON  
(Signature and Title)  
Samuel R. Patterson,  
Senior Vice President and Controller

The ISP. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the ISP) have duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, June 17, 2010.

THE PNC FINANCIAL SERVICES GROUP, INC.  
INCENTIVE SAVINGS PLAN

By: /s/ JAMES S. GEHLKE  
(Signature and Title)  
James S. Gehlke,  
Plan Administrator for The PNC Financial  
Services Group, Inc. Incentive Savings Plan

By: /s/ KERRY ALLEN  
(Signature and Title)  
Kerry Allen,  
Plan Manager for The PNC Financial Services

Group, Inc. Incentive Savings Plan

r liquidation of the Company. The Loan may be prepaid in whole or in part at any time by the Company without penalty. The Senior Note contains financial covenants which require the Company to meet certain minimum targets for earnings before interest, taxes and non-cash expenses, including depreciation, amortization and stock-based compensation (“EBITDAS”).

The Company granted the Lender a first priority security interest in all of the Company’s assets, in order to secure the Company’s obligation to repay the Loan, including a Deposit Account Control Agreement, dated as of August 18, 2014, which grants the Lender a security interest in certain bank accounts of the Company. The Loan Agreement contains customary negative covenants restricting the Company’s ability to take certain actions without the Lender’s consent, including incurring additional indebtedness, transferring or encumbering assets, paying dividends or making certain other payments, and acquiring other businesses. Upon the occurrence of an event of default, the Lender has the right to impose interest at a rate equal to five percent (5.0%) per annum above the otherwise applicable interest rate (the “Default Rate”). The repayment of the Loan may be accelerated prior to the maturity date upon certain specified events of default, including failure to pay, bankruptcy, breach of covenant, and breach of representations and warranties.

On March 9, 2015, the Company and the Lender entered into an Amended and Restated Promissory Note, effective March 1, 2015, pursuant to which the Lender agreed to extend the maturity date of the Senior Note from March 1, 2015 to September 1, 2015. As part of the extension, financial covenants were set which require the Company to meet certain minimum targets for EBITDAS for the calendar quarters ending on March 31 and June 30, 2015. In consideration of the Lender extending the maturity date of the Senior Note, the Company granted the Lender a five-year warrant to purchase 500,000 shares of common stock of the Company at an exercise price of \$0.10 per share (the "Warrant"). The Warrant contains customary anti-dilution provisions.

On September 8, 2015, the Company and the Lender amended the Amended and Restated Promissory Note to extend the maturity date to November 1, 2015. As part of the extension, financial covenants were set which require the Company to meet a certain minimum target for EBITDAS for the calendar quarter ending on September 30, 2015.

Item 9.01 Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits

The following exhibits are included herewith.

Exhibit Number	Description
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10.1	<u>Amendment to Amended and Restated Promissory Note</u>
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SIGNATURES

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 thereunto duly authorized.

HEALTHWAREHOUSE.COM, INC.

Date: September 10, 2015    By: /s/ Lalit Dhadphale  
Lalit Dhadphale  
President and Chief Executive Officer

