

PNC FINANCIAL SERVICES GROUP INC
Form 425
February 19, 2008

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

Date of Report (Date of Earliest Event Reported):

February 13, 2008

Sterling Financial Corporation

(Exact name of registrant as specified in its charter)

Pennsylvania

0-16276

23-2449551

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

101 North Pointe Boulevard, Lancaster,
Pennsylvania

17601-4133

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

717-581-6030

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))

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Item 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

On February 11, 2008, The PNC Financial Services Group, Inc. (PNC) filed an amended registration statement on Form S-4 regarding the proposed merger of Sterling Financial Corporation (Sterling) into PNC. The registration statement includes Sterling's definitive proxy statement and was mailed to Sterling shareholders on or about February 13, 2008. Included with the proxy materials mailed on February 13, 2008 to the Sterling Financial Corporation 401(k) Retirement Plan participants and to all Sterling directors and executive officers, was a notice that a Blackout Period would occur in connection with the proposed merger. The Blackout Period will begin as of noon EST on March 24, 2008 and is expected to end on April 7, 2008. A copy of each of the Blackout Notices to the 401(k) Plan participants and to the Sterling directors and executive officers, which includes the information specified in Rule 104(b) of Regulation BTR, are attached hereto as Exhibits 99.1 and 99.2 respectively, and are incorporated herein by reference.

Item 8.01 Other Events.

The PNC Financial Services Group, Inc. has filed a registration statement with the United States Securities and Exchange Commission (the "SEC") that contains a proxy statement/prospectus concerning the merger that has been mailed to Sterling shareholders, and each of the companies plans to file with the SEC other documents regarding the proposed transaction. **WE URGE INVESTORS TO READ THE PROXY STATEMENT/PROSPECTUS, AS WELL AS ANY OTHER DOCUMENTS TO BE FILED WITH THE SEC IN CONNECTION WITH THE MERGER OR INCORPORATED BY REFERENCE IN THE PROXY STATEMENT/PROSPECTUS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Investors can obtain the proxy statement/prospectus, as well as other documents containing information about PNC and Sterling, free of charge at the SEC's web site (www.sec.gov). In addition, documents filed with the SEC by The PNC Financial Services Group, Inc. are available free of charge from Shareholder Relations at (800) 843-2206. Documents filed with the SEC by Sterling Financial Corporation are available free of charge from Sterling Financial Corporation by contacting Shareholder Relations at (717) 735-4066.

The directors, executive officers, and certain other members of management and employees of Sterling Financial Corporation are participants in the solicitation of proxies in favor of the merger from the shareholders of Sterling Financial Corporation. Information about the directors and executive officers of Sterling Financial Corporation is set forth in the proxy statement for its 2007 annual meeting of shareholders, which was filed with the SEC on April 2, 2007. Additional information regarding the interests of such participants is included in the proxy statement/prospectus concerning the merger. You may obtain free copies of these documents as described in the preceding paragraph.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Blackout Notice to 401(k) Participants

99.2 Blackout Notice to Directors and Executive Officers

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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 hereunto duly authorized.

Sterling Financial Corporation

February 19, 2008

By: *Jean Svoboda*

Name: Jean Svoboda

Title: Senior Vice President, General Counsel

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Sterling Financial Corporation 401(k) Plan Participant Blackout Notice
99.2	Sterling Financial Corporation Officer and Director Blackout Notice

=>Title: Executive Vice President, General Counsel and Corporate Secretary

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
(a)(1)(i)	Offer to Purchase, dated July 10, 2006.*
(a)(1)(ii)	Letter of Transmittal.*
(a)(1)(iii)	Notice of Guaranteed Delivery.*
(a)(1)(iv)	Letter to Shareholders, dated July 10, 2006.*
(a)(1)(v)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(vi)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(2)-(4)	Not applicable.
(a)(5)(i)	Press Release, dated July 10, 2006.*
(a)(5)(ii)	Summary Advertisement, dated July 10, 2006.*
(a)(5)(iii)	Questions and Answers for employees regarding stock buy back.*
(a)(5)(iv)	Letter to employees regarding stock buy back.*
(a)(5)(v)	Memo to Equity Plan Participants about participation in the tender offer.**
(a)(5)(vi)	Notice to Canadian holders and related certification, dated July 13, 2006.***
(a)(5)(vii)	Submission to Jurisdiction and Appointment of Agent for Service of Process, dated July 13, 2006.***
(a)(5)(viii)	Report under Section 189.1.3 of the Regulations pursuant to Section 147.21(2) of the Securities Act (Quebec), R.S.Q., c. V-1.1, as amended, dated July 13, 2006.***
(a)(5)(ix)	Certificate of Eligibility, dated July 13, 2006.***
(a)(5)(x)	Press Release, dated August 8, 2006.*****
(a)(5)(xi)	Press Release, dated August 11, 2006.
(b)	Commitment Letter dated July 5, 2006, by and among Laidlaw International, Inc., Citigroup Global Markets Inc., UBS Securities LLC and Morgan Stanley Senior Funding, Inc.*
(b)(2)	Credit Agreement dated July 31, 2006 by and among Laidlaw International, Inc., Citigroup Global Markets Inc., UBS Securities LLC and Morgan Stanley Senior Funding, Inc.*****

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(d) Rights Agreement, dated June 23, 2003, by and between Laidlaw International, Inc. and Wells Fargo Bank Minnesota, National Association, as Rights Agent (filed as Exhibit 4.3 to the Form 8-K filed on July 9, 2003 and incorporated herein by reference).*

(g) Not applicable.

(h) Not applicable.

* Previously filed on
Schedule TO-I on
July 10, 2006.

** Previously filed on
Amendment No. 1
to Schedule TO-I
on July 11, 2006.

*** Previously filed on
Amendment No. 2
to Schedule TO-I
on July 14, 2006.

**** Previously filed on
Amendment No. 4
to Schedule TO-I
on July 31, 2006.

***** Previously filed on
Amendment No. 5
to Schedule TO-I
on August 8, 2006.