

ROYAL BANK OF SCOTLAND GROUP PLC

Form 6-K

August 10, 2015

**FORM 6-K**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

For August 10, 2015

Commission File Number: 001-10306

The Royal Bank of Scotland Group plc

RBS, Gogarburn, PO Box 1000

Edinburgh EH12 1HQ

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(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-  
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This report on Form 6-K shall be deemed incorporated by reference into the company's Registration Statement on Form F-3 (File Nos. 333-203157 and 333-203157-01) and to be a part thereof from the date which it was filed, to the extent not superseded by documents or reports subsequently filed or furnished.

## Index of Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement between The Royal Bank of Scotland Group plc and RBS Securities Inc. dated as of July 31, 2015.
1.2	Pricing Agreement between The Royal Bank of Scotland Group plc and RBS Securities Inc. dated as of August 5, 2015.
4.1	Contingent Convertible Securities Indenture between The Royal Bank of Scotland Group plc and The Bank of New York Mellon dated as of August 10, 2015.
4.2	First Supplemental Indenture between The Royal Bank of Scotland Group plc and The Bank of New York Mellon dated as of August 10, 2015.
4.3	Second Supplemental Indenture between The Royal Bank of Scotland Group plc and The Bank of New York Mellon dated as of August 10, 2015.
4.4	Form of Global Note for the \$2,000,000,000 7.500% Perpetual Subordinated Contingent Convertible Additional Tier 1 Capital Notes (Callable August 10, 2020 and Every Five Years Thereafter) (included in Exhibit 4.2 hereof).
4.5	Form of Global Note for the \$1,150,000,000 8.000% Perpetual Subordinated Contingent Convertible Additional Tier 1 Capital Notes (Callable August 10, 2025 and Every Five Years Thereafter) (included in Exhibit 4.3 hereof).
5.1	Opinion of CMS Cameron McKenna LLP, Scottish legal advisors to The Royal Bank of Scotland Group plc as to the validity of the Contingent Convertible Securities of The Royal Bank of Scotland Group plc, to be issued on August 10, 2015, as to certain matters of Scots law.
5.2	Opinion of Davis Polk & Wardwell London LLP, U.S. legal advisors to The Royal Bank of Scotland Group plc as to the validity of the Contingent Convertible Securities of The Royal Bank of Scotland Group plc, to be issued on August 10, 2015, as to certain matters of New York law.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on behalf by the undersigned, thereunto duly authorized.

The Royal Bank of  
Scotland Group plc  
(Registrant)

Date: August 10, 2015      By:     /s/ Alan  
   Ewing Mills  
   Name: Alan Ewing  
   Mills  
   Title: Assistant  
   Secretary

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