

ROYAL BANK OF SCOTLAND GROUP PLC
Form 6-K
June 26, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13A-16 OR 15D-16
OF THE SECURITIES EXCHANGE ACT OF 1934**

June 25, 2018

The Royal Bank of Scotland Group plc

RBS Gogarburn

PO Box 1000

Edinburgh EH12 1HQ

United Kingdom

(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):

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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-_____

This report on Form 6-K shall be deemed incorporated by reference into the company's Registration Statement on Form F-3 (File No. 333-222022) and to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

Index of Exhibits

| Exhibit No. | Description |
|--------------------|---|
| <u>1.1</u> | <u>Underwriting Agreement between The Royal Bank of Scotland Group plc, NatWest Markets Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, dated as of June 20, 2018.</u> |
| <u>1.2</u> | <u>Pricing Agreement between The Royal Bank of Scotland Group plc, NatWest Markets Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, dated as of June 20, 2018.</u> |
| <u>4.1</u> | <u>Amended and Restated Indenture between The Royal Bank of Scotland Group plc, as issuer, and The Bank of New York Mellon, as trustee, dated as of December 13, 2017 (incorporated herein by reference to Exhibit 4.3 of the Registrant's Registration Statement on Form F-3 (File No. 001-10306) filed with the Commission on December 13, 2017).</u> |
| <u>4.2</u> | <u>Second Supplemental Indenture between The Royal Bank of Scotland Group plc, as issuer, and The Bank of New York Mellon, as trustee, dated as of June 25, 2018.</u> |
| <u>4.3</u> | <u>Form of Global Note for the \$1,250,000,000 4.519% Fixed Rate/Floating Rate Notes due 2024 (included in Exhibit 4.2 hereof).</u> |
| <u>4.4</u> | <u>Form of Global Note for the \$750,000,000 Floating Rate Notes due 2024 (included in Exhibit 4.2 hereof).</u> |
| <u>5.1</u> | <u>Opinion of CMS Cameron McKenna LLP, Scottish legal advisors to The Royal Bank of Scotland Group plc as to the validity of the 4.519% Fixed Rate/Floating Rate Notes due 2024 and the Floating Rate Notes due 2024 of The Royal Bank of Scotland Group plc, to be issued on June 25, 2018, as to certain matters of Scots law.</u> |
| <u>5.2</u> | <u>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 4.519% Fixed Rate/Floating Rate Notes due 2024 and the Floating Rate Notes due 2024 of The Royal Bank of Scotland Group plc, to be issued on June 25, 2018, as to certain matters of New York law.</u> |

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: June 25, 2018 By: /s/ Sally Jane Sutherland
Name: Sally Jane Sutherland
Title: Assistant Secretary