

ING GROEP NV
Form 8-A12B
April 09, 2019

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR 12(g) OF

THE SECURITIES EXCHANGE ACT OF 1934

ING Groep N.V.

(Exact Name of Registrant as Specified in Its Charter)

The Netherlands
(State or Other Jurisdiction of Incorporation or
Organization)

Not Applicable
(I.R.S. Employer Identification no.)

Bijlmerplein 888
1102 MG Amsterdam

The Netherlands

Not Applicable

(Address of Principal Executive Offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which
to be so Registered	Each Class is to be Registered
3.550% Fixed Rate Senior Notes due 2024	New York Stock Exchange
4.050% Fixed Rate Senior Notes due 2029	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box:

Securities Act registration statement file number to which this form relates:

333-227391

(If applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered

The titles of each class of securities to be registered hereby are: (i) 3.550% Fixed Rate Senior Notes due 2024 (the 2024 Notes) and (ii) 4.050% Fixed Rate Senior Notes due 2029 (the 2029 Notes and, together with the 2024 Notes, the Securities). The description of the Securities is incorporated by reference to the description that appears under the caption Description of Debt Securities in the Prospectus, dated as of September 18, 2018, included within the Registrant's registration statement on Form F-3 (File No. 333-227391) (the F-3), as supplemented by the information under the caption Description of Notes in the prospectus supplement dated April 2, 2019 and filed pursuant to Rule 424(b), under the Securities Act of 1933, as amended (the Act). Any form of the prospectus or the prospectus supplement that includes such description that is subsequently filed by the Registrant as part of an amendment to the F-3 or otherwise pursuant to Rule 424(b) under the Securities Act is hereby incorporated by reference into this Registration Statement and deemed to be a part hereof.

Item 2. Exhibits.

1. Indenture, dated as of March 29, 2017, between the Company and The Bank of New York Mellon, London Branch, as trustee (the Trustee) (incorporated by reference from Exhibit 4.1 to the Registrant's report on Form 6-K filed with the Commission on March 29, 2017).
2. Third Supplemental Indenture, dated as of April 9, 2019 between the Company and the Trustee (incorporated by reference from Exhibit 4.1 to the Registrant's report on Form 6-K filed with the Commission on April 9, 2019).
3. Form of 3.550% Senior Notes due 2024 (incorporated by reference from Exhibit 4.1 to the Registrant's report on Form 6-K filed with the Commission on April 9, 2019).
4. Form of 4.050% Senior Notes due 2029 (incorporated by reference from Exhibit 4.1 to the Registrant's report on Form 6-K filed with the Commission on April 9, 2019).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: April 9, 2019

ING Groep N.V.

By: /s/ K.I.D. Tuinstra
Name: K.I.D. Tuinstra
Title: Authorised signatory

By: /s/ P.G van der Linde
Name: P.G van der Linde
Title: Authorised signatory