

ING GROEP NV
Form 8-A12B
March 29, 2017

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)

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- 202880

(If applicable)

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 |
| 3.150% Fixed Rate Senior Notes due 2022 | New York Stock Exchange |
| 3.950% Fixed Rate Senior Notes due 2027 | New York Stock Exchange |
| Floating Rate Senior Notes due 2022 | New York Stock Exchange |

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) 3.150% Fixed Rate Senior Notes due 2022 (the 2022 Notes), (ii) 3.950% Fixed Rate Senior Notes due 2027 (the 2027 Notes) and (iii) Floating Rate Senior Notes due 2022 (the Floating Rate Notes , and together with the 2022 Notes and the 2027 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 March 21, 2017, included within the Registrant's registration statement on Form F-3 (File No. 333-202880) (the F-3), as supplemented by the information under the caption Description of Notes in the prospectus supplement dated March 21, 2017 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. The First Supplemental Indenture, dated as of March 29, 2017, between the Company and the Trustee (incorporated by reference from Exhibit 4.2 to the Registrant's report on Form 6-K filed with the Commission on March 29, 2017).
4. Form of 3.150% Senior Notes due 2022 (incorporated by reference from Exhibit 4.2 to the Registrant's report on Form 6-K filed with the Commission on March 29, 2017).
5. Form of 3.950% Senior Notes due 2027 (incorporated by reference from Exhibit 4.2 to the Registrant's report on Form 6-K filed with the Commission on March 29, 2017).
3. Form of Floating Rate Senior Notes due 2027 (incorporated by reference from Exhibit 4.2 to the Registrant's report on Form 6-K filed with the Commission on March 29, 2017).

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.

ING Groep N.V.

Date: March 29, 2017

By: /s/ K.I.D. Tuinstra

Name: K.I.D. Tuinstra

Title: Authorised Officer

By: /s/ P.G. van der Linde

Name: P.G. van der Linde

Title: Authorised Officer