

ROYAL BANK OF SCOTLAND GROUP PLC  
Form S-8  
March 07, 2012

As filed with the Securities and Exchange Commission on March 7, 2012

Registration No. 333-

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1

TO

## FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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## THE ROYAL BANK OF SCOTLAND GROUP plc

**Scotland**

(State or Other Jurisdiction of  
Incorporation or Organization)

**None**

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

**RBS Gogarburn**

**PO Box 1000**

**Edinburgh EH12 1HQ**

**United Kingdom**

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(Address of Principal Executive Offices)

**The 2010 LTIP**

**The RBS 2010 Deferral Plan**

(Full Title of the Plans)

**Citizens Financial Group  
One Citizens Plaza  
Providence, RI 02903**

(Name and Address of Agent for Service)

**(401) 456-7000**

(Telephone Number, Including Area Code, of Agent for Service)

**Copies of Communications to:**

**Bindu M. Culas**

Linklaters LLP

1345 Avenue of the Americas

New York, NY 10105  
212-903-9000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities to Be Registered	Amount to Be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
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Ordinary Shares of 25 pence each to be issued under the 2010 LTIP	450,000,000	\$	0.45	\$	202,500,000.00	\$	23,206.50
Ordinary Shares of 25 pence each to be issued under the RBS 2010 Deferral Plan	970,209,225	\$	0.45	\$	436,594,151.25	\$	50,033.69

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional ordinary shares of the Registrant that may become issuable under the 2010 LTIP or the RBS 2010 Deferral Plan as a result of any stock split, stock dividend or similar transaction.

(2) Stated for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h)(1) under the Securities Act of 1933, as amended. Such price has been computed based on the average of the high and low sales prices for American depositary shares (ADSs) of The Royal Bank of Scotland Group plc on the New York Stock Exchange on March 1, 2012. The ratio of ADSs of The Royal Bank of Scotland Group plc to ordinary shares is 20:1.

**PART II**

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on December 17, 2010 (Registration Statement No. 333-171227) (the Registration Statement ) is being filed to register an additional 450,000,000 and 970,209,225 ordinary shares of The Royal Bank of Scotland Group plc (the Registrant ) in connection with its 2010 LTIP and RBS 2010 Deferral Plan, respectively.

In addition, the Registrant has amended the RBS 2010 Deferral Plan, and is filing such amended RBS 2010 Deferral Plan herewith.

The contents of the Registration Statement are otherwise incorporated by reference into this Post-Effective Amendment No. 1 to the Registration Statement, except as described herein. Required opinions, consents and signatures are included in this amendment.

**ITEM 8. EXHIBITS.**

4. Memorandum and Articles of Association of The Royal Bank of Scotland Group plc.\*
5. Opinion of Dundas & Wilson CS LLP, counsel to Registrant, as to the legality of the securities being registered.
- 23.1 Consent of Dundas & Wilson CS LLP (included in Exhibit 5).
- 23.2 Consent of Deloitte LLP.
24. Power of Attorney.\*\*
- 99.1 The 2010 LTIP.\*
- 99.2 The RBS 2010 Deferral Plan.

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\* Previously filed as an exhibit to the Registration Statement.

\*\* Previously included on the signature page of the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Edinburgh, Scotland, on March 7, 2012.

THE ROYAL BANK OF SCOTLAND GROUP PLC

By: /s/ AILEEN TAYLOR  
Name: Aileen Taylor  
Title: Group Secretary

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the following capacities as of the date indicated above.

<b>Name</b>	<b>Title</b>
* Philip Hampton	Chairman
* Stephen Hester	Director and Group Chief Executive (Principal Executive Officer)
* Bruce van Saun	Director and Group Finance Director (Principal Financial and Accounting Officer)
* Sir Sandy Crombie	Director
Alison Davis	Director
Tony Di Iorio	Director
* Penny Hughes	Director

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Joseph Patrick MacHale

Director

\*

John McFarlane

Director

Name	Title
* Brendan Nelson	Director
Baroness Noakes	Director
Arthur Ryan	Director
Philip Scott	Director
* John Fawcett	Authorized U.S. Representative

\* By: /s/ AILEEN TAYLOR  
Aileen Taylor  
as Attorney-in-fact



**Exhibit Index**

- Exhibit 4: Memorandum and Articles of Association of The Royal Bank of Scotland Group plc., filed as Exhibit 4 to the Registration Statement (File No. 333-171227).
- Exhibit 5: Opinion of Dundas & Wilson CS LLP, counsel to Registrant, as to the legality of the securities being registered.\*
- Exhibit 23.1: Consent of Dundas & Wilson CS LLP (included in Exhibit 5).\*
- Exhibit 23.2: Consent of Deloitte LLP.\*
- Exhibit 24: Power of Attorney, previously included on the signature page of the Registration Statement (File No. 333-171227).
- Exhibit 99.1: The 2010 LTIP, filed as Exhibit 99.1 to the Registration Statement (File No. 333-171227).
- Exhibit 99.2: The RBS 2010 Deferral Plan.\*

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\* Filed electronically herewith.