

ING GROEP NV  
Form 6-K  
December 22, 2011

# **SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

## **FORM 6-K**

**Report of Foreign Private Issuer**

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

**For December 21, 2011**

**Commission File Number 1-14642**

# **ING Groep N.V.**

**Amstelveenseweg 500**

**1081-KL Amsterdam**

**The Netherlands**

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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).

This Report contains a copy of the following:

- (1) The Press Release issued on December 21, 2011.

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**PRESS RELEASE**

Amsterdam, 21 December 2011

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**ING successfully completes US Tender Offers and Institutional EUR and GBP Exchange Offers**

66% of holders have accepted the offers

Take up will result in a capital gain after tax of approximately EUR 515 million

Results of retail Euro exchange offer will be published on 23 December 2011 and are expected to further improve ING's capital position. On 12 December 2011 ING announced the launch of three separate exchange offers in Europe and tender offers in the United States of America, on a total of seven series of subordinated securities of ING entities with a total nominal value of approximately EUR 5.8 billion at current exchange rates.

The expiration date for the institutional exchange and tender offers was 20 December 2011. The tender offers were made on the terms and conditions as set out in the Offer to Purchase dated 12 December 2011.

The US tender offers and the institutional Euro and Sterling exchange offers have been successfully completed with an average participation of 66%. This will result in a capital gain after-tax of approximately EUR 515 million, including related hedge results and estimated transaction costs.

The US Dollar tender offers for cash relate to the following securities:

ING Capital Funding Trust III Perp NC Dec-10 USD 1,500 million Tier 1 securities, offer price 80%, take up rate 65%

ING Groep NV Perp NC Dec-15 USD 1,000 million Tier 1 securities, offer price 80%, take up rate 64%

In addition to the tender offers for cash in the United States, two exchange offers for five tranches of subordinated debt securities in EUR and GBP have been conducted in Europe. Take up rates for the retail Euro exchange offers will be published on 23 December 2011.

This document is not an offer of securities for sale, a solicitation of offers to buy securities or a tender offer for securities in the United States or any other jurisdiction. The exchange offers were not made within the United States or to any U.S. person (as defined in Regulation S under the United States Securities Act of 1933, as amended (the "Securities Act")). Securities may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The new securities to be issued in connection with the exchange offers have not been, and will not be, registered under the Securities Act or the securities laws of any U.S. state or other jurisdiction of the United States and may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons.

**Press enquiries**

Frans Middendorff  
+31 20 541 6516  
[frans.middendorff@ing.com](mailto:frans.middendorff@ing.com)

**Investor enquiries**

ING Group Investor Relations  
+31 20 541 5460  
[investor.relations@ing.com](mailto:investor.relations@ing.com)

**ING PROFILE**

ING is a global financial institution of Dutch origin, offering banking, investments, life insurance and retirement services to meet the needs of a broad customer base. Going forward, we will concentrate on our position as an international retail, direct and commercial bank, while creating an optimal base for an independent future for our insurance and investment management operations

**IMPORTANT LEGAL INFORMATION**

Certain of the statements contained herein are not historical facts, including, without limitation, certain statements made of future expectations and other forward-looking statements that are based on management's current views and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements. Actual results, performance or events may differ materially from those in such statements due to, without limitation: (1) changes in general economic conditions, in particular economic conditions in ING's core markets, (2) changes in performance of financial markets, including developing markets, (3) the implementation of ING's restructuring plan to separate banking and insurance operations, (4) changes in the availability of, and costs associated with, sources of liquidity such as interbank funding, as well as conditions in the credit markets generally, including changes in borrower and counterparty creditworthiness, (5) the frequency and severity of insured loss events, (6) changes affecting mortality and morbidity levels and trends, (7) changes affecting persistency levels, (8) changes affecting interest rate levels, (9) changes affecting currency exchange rates, (10) changes in customer and policyholder behaviour, (11) changes in general competitive factors, (12) changes in laws and regulations, (13) changes in the policies of governments and/or regulatory authorities, (14) conclusions with regard to purchase accounting assumptions and methodologies, (15) changes in ownership that could affect the future availability to us of net operating loss, net capital and built-in loss carry forwards, and (16) ING's ability to achieve projected operational synergies. ING assumes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information or for any other reason. This document does not constitute an offer to sell, or a solicitation of an offer to buy, any securities.

**SIGNATURE**

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

ING Groep N.V.  
(Registrant)

By: /s/ H. van Barneveld

H. van Barneveld  
General Manager Group Finance & Control

By: /s/ C. Blokbergen

C. Blokbergen  
Head Legal Department

Dated: December 21, 2011