

iSHARES INC
Form SC 13G/A
June 26, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

Information to Be Included in Statements Filed Pursuant to Rules 13d-1 (b), (c), and (d) and Amendments Thereto
Filed Pursuant to Rule 13d-2

(Amendment No. 1)*

iShares MSCI Emerging Markets Index Fund
(Name of Issuer)

Exchange Traded Fund
(Title of Class of Securities)

464287234
(CUSIP Number)

March 29, 2013
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but

shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 464287234

13G

1. NAMES OF REPORTING PERSONS

RBS Citizens N.A.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Country of Origin: United States

Registered: United States

SOLE VOTING POWER

5.

NUMBER OF SHARED VOTING POWER
SHARES 6. 432,697
BENEFICIALLY OWNED BY

SOLE DISPOSITIVE POWER

7.

EACH REPORTING PERSON WITH SHARED DISPOSITIVE POWER

8. 432,697

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
432,697

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.037%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 464287234

13G

1. NAMES OF REPORTING PERSONS

RBS Citizens Financial Group, Inc

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
- (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Country of Origin: United States

Registered: United States

SOLE VOTING POWER

5.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6. SHARED VOTING POWER

432,697

7. SOLE DISPOSITIVE POWER

8.

SHARED DISPOSITIVE POWER

8. 432,697

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

432,697

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.037%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC, CO

CUSIP No. 464287234

13G

1. NAMES OF REPORTING PERSONS

RBSG International Holdings Limited

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
- (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Country of Origin: Scotland

Registered: Scotland

SOLE VOTING POWER

5.

NUMBER OF
SHARES
BENEFICIALLY

6. 432,697

SHARED VOTING POWER

OWNED BY
EACH
REPORTING

7.

SOLE DISPOSITIVE POWER

PERSON WITH

8. 432,697

SHARED DISPOSITIVE POWER

- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
432,697

- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.037%

- 12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC, CO

CUSIP No. 464287234

13G

1. NAMES OF REPORTING PERSONS

The Royal Bank of Scotland Plc

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (SEE INSTRUCTIONS)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Country of Origin: United Kingdom

Registered: Scotland

SOLE VOTING POWER

5.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6.

53,286,328

SOLE DISPOSITIVE POWER

7.

SHARED DISPOSITIVE POWER

8. 53,286,328

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

53,286,328

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.57%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 464287234

13G

1. NAMES OF REPORTING PERSONS

The Royal Bank of Scotland Group Plc

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(SEE INSTRUCTIONS)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Country of Origin: United Kingdom

Registered: Scotland

SOLE VOTING POWER

5.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6.

53,719,025

SOLE DISPOSITIVE POWER

7.

SHARED DISPOSITIVE POWER

8. 53,719,025

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

53,719,025

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.61%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC, CO

Item 1(a). Name of Issuer:

iShares MSCI Emerging Markets Index Fund

Item 1(b). Address of Issuer's Principal Executive Offices:

525 Washington Boulevard, Suite 1405, Jersey City, NJ 07310

Item 2(a). Name of Person Filing:

This Schedule 13G is being filed by The Royal Bank of Scotland Group Plc ("RBSG"), a public limited company incorporated in the United Kingdom and registered in Scotland. The persons reporting information on this Schedule 13G include, in addition to RBSG, RBS Citizens N.A. ("RBSC"), a company incorporated and registered in the United States; RBS Citizens Financial Group, Inc. ("RBSCF"), a company incorporated and registered in the United States; RBSG International Holdings Limited ("RBSGIH), a private company incorporated and registered in Scotland; and The Royal Bank of Scotland Plc ("RBS"), a public limited company incorporated and registered in Scotland. RBSG, RBS, RBSGIH and RBSCF are bank holding companies within the meaning of the Bank Holding Company Act of 1956, as amended. All of the shares of RBSC are owned by RBSCF and all of the shares of RBSCF are owned by RBSGIH. All of the shares of RBS and RBSGIH are owned by RBSG.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The registered offices of RBSG and RBS are located at 36 St. Andrew Square, Edinburgh, Scotland EH12 1HQ.

The registered office of RBSGIH is located at 24/25 St. Andrew Square, Edinburgh, Scotland EH2 1AF.

The registered offices of RBSC and RBSCF are located at One Citizens Plaza, Providence, Rhode Island 02903.

Item 2(c). Citizenship:

RBSG, RBSGIH and RBS are organized in the United Kingdom.

RBSC and RBSCF are organized in the United States

Item 2(d). Title of Class of Securities:

Exchange Traded Fund

Item 2(e). CUSIP Number:

464287234

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

(a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);

(b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) o Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);

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- (d) o Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

None of the above.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of issuer identified in Item 1.

- (a) Amount beneficially owned: RBS is the record owner of 53,286,328 shares of the Issuer (the “RBS Record Shares”) as at March 29, 2013. RBSC is the record owner of 432,697 shares of the Issuer (the “RBSC Record Shares”) as at March 29, 2013. As RBSCF holds 100% of RBSC, RBSCF may be deemed to own, beneficially the RBSC Record Shares. As RBSGIH holds 100% of RBSCF, RBSGIH may be deemed to own, beneficially, the RBSC Record Shares. As RBSG holds 100% of the shares of RBSGIH, RBSG may be deemed to own, beneficially, the RBSC Record Shares. As RBSG holds 100% of the shares of RBS, RBSG may be deemed to own, beneficially, the RBS Record Shares.
- (b) Percent of class: See Line 11 of cover sheets. The percentages set forth on the cover sheets are calculated based on 1,166,400,000 shares reported to be outstanding based on iShares MSCI Emerging Markets Index Fund most recent public disclosures.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: See Line 5 of cover sheets
 - (ii) Shared power to vote or to direct the vote: See Line 6 of cover sheets.
 - (iii) Sole power to dispose or to direct the disposition of: See Line 7 of cover sheets.
 - (iv) Shared power to dispose or to direct the disposition of: See Line 8 of cover sheets.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following. [X]

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable. The Reporting Persons expressly disclaim membership in a “group” as used in Rule 13d-1(b)(ii)(J).

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 26, 2013

THE ROYAL BANK OF SCOTLAND GROUP plc, THE
ROYAL BANK OF SCOTLAND plc, RBSG
INTERNATIONAL HOLDINGS LIMITED, RBS CITIZENS
FINANCIAL GROUP, INC., AND RBS CITIZENS N.A.

By: /s/ Richard Hopkins
Name: Richard Hopkins
Title: Manager, Share Aggregation
& Reporting

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that this statement containing the information required by Schedule 13G is filed on behalf of each of the undersigned with respect to the ownership of Exchange Traded Fund Securities of iShares MSCI Emerging Markets Index Fund.

EXECUTED as a sealed instrument this 26th day of June, 2013.

THE ROYAL BANK OF SCOTLAND GROUP plc, THE
ROYAL BANK OF SCOTLAND plc, RBSG
INTERNATIONAL HOLDINGS LIMITED, RBS CITIZENS
FINANCIAL GROUP, INC., AND RBS CITIZENS N.A.

By: /s/ Richard Hopkins
Name: Richard Hopkins
Title: Manager, Share Aggregation
& Reporting