

ROYAL BANK OF SCOTLAND GROUP PLC
Form 6-K
September 07, 2007

FORM 6-K
SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

Report of Foreign Private Issuer

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

For the month of September 2007

Commission File Number: 001-10306

The Royal Bank of Scotland Group plc

Business House F, Level 2
RBS, Gogarburn, PO Box 1000
Edinburgh EH12 1HQ, DEPOT CODE: 045

(Address of principal executive offices)

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): 82-

The following information was issued as Company announcements, in London, England and is furnished pursuant to General Instruction B to the General Instructions to Form 6-K: _____

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Following the filing by ABN AMRO of its Form 6-K on 31 August 2007, including a reconciliation equity to US GAAP for the 6 months ended 30 June 2007, Fortis, RBS and Santander (collectively) filed an amendment to the Form F-4 with the SEC. The Form F-4 was first filed on 20 July 2007 for ABN AMRO. The amendments to the Form F-4 include the addition of pro forma combined US GAAP and RBS as of and for the 6 months ended 30 June 2007.

Copies of the offer documents and of documents incorporated by reference in the offer document subject to the same restrictions as apply to the offers, by contacting the Dutch exchange agent at the addresses and telephone numbers below.

The Dutch exchange agent:

Fortis Bank (Nederland) N.V.
Rokin 55
1012 KK Amsterdam
The Netherlands
Tel: +31 20 527 24 67

The global information agent:

D.F. King & Co., Inc.
2 London Wall Buildings, 2nd Floor
London Wall, London EC2M 5PP
United Kingdom
European Toll Free Help Line: 00
48 Wall Street, 22nd Floor
New York, NY 10005
United States
North American Toll Free Help Line

Important Information

This announcement is made pursuant to article 9b(1) of the Dutch Decree on the Supervision of the

In connection with the offer for ABN AMRO, RBS has filed with the U.S. Securities and Exchange Commission a Statement on Form F-4, which includes a preliminary version of the prospectus, and the Banks' Statement on Schedule TO and other relevant materials. The Form F-4 has not yet become effective. THIS ANNOUNCEMENT DOES NOT CONSTITUTE AN OFFER OF SECURITIES. INVESTORS SHOULD READ THE OFFER DOCUMENTS REGARDING THE OFFER BECAUSE THEY CONTAIN IMPORTANT INFORMATION. Investors may obtain a copy of the Form F-4, without charge, at the SEC's website (<http://www.sec.gov/>). Copies of all documents filed in connection with the offer are available from each Bank, without charge.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction in which such offer, solicitation or sale would be prohibited by the qualification under the securities laws of any such jurisdiction. This press release is not an offer in the United States. No offering of securities shall be made in the United States except pursuant to the Securities Act of 1933, as amended, or an exemption therefrom.

Forward-Looking Statements

This announcement includes certain "forward-looking statements". These statements are based on current expectations and are naturally subject to uncertainty and changes in certain circumstances. Forward-looking statements and, without limitation, other statements typically containing words such as "targets", "plans", "estimates" and words of similar import. By their nature, forward-looking statements are subject to change because they relate to events and depend on circumstances that will occur in the future. The actual results and developments may differ materially from those expressed or implied by such statements. Factors that may cause actual results and developments to differ materially from those expressed or implied by such statements include, but are not limited to, the presence of a competitive offer for ABN AMRO, whether or not a definitive agreement with respect to the potential acquisition of ABN AMRO is reached, the receipt of required regulatory and anti-trust approvals, the successful completion of the compulsory acquisition procedure, the anticipated benefits of the offer (including anticipated synergies and integration of ABN AMRO and its assets among the Banks being materially delayed), and other factors, such as changes in economic conditions, changes in the interest and exchange rates, the outcome of litigation and government actions. Other unknown factors may cause actual results to differ materially from those in the forward-looking statements. None of the forward-looking statements are intended to be updated publicly or revised forward-looking statements, whether as a result of new information, or to the extent legally required.

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Fortis N.V., Archimedeslaan 6, 3584 BA Utrecht, Netherlands; Fortis S.A./N.V., Rue Royale 20, 1000

The Royal Bank of Scotland Group plc, Head Office, Gogarburn, Edinburgh EH12 1HQ, UK. Registered in Scotland No 45551

Banco Santander, S.A., Ciudad Grupo Santander, Avenida de Cantabria, s/n, 28660 Boadilla del Monte, Madrid, Spain

END

Signatures

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.

Date: 07/09/07

THE ROYAL BANK OF SCOTLAND
GROUP plc (Registrant)

By: /s/ H Campbell

Name: H Campbell
Title: Head of Group Secretariat