

CITIZENS FINANCIAL GROUP INC/RI  
Form 8-K  
November 23, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): November 23, 2015**

**CITIZENS FINANCIAL GROUP, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation )**

**One Citizens Plaza**

**001-36636**  
**(Commission**

**File No.)**

**05-0412693**  
**(IRS Employer**

**Identification No.)**

**02903**

**Providence, RI**  
**(Address of principal executive offices)** **(Zip code)**  
**Registrant's telephone number, including area code: (401) 456-7000**

**Not Applicable**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On November 23, 2015, Citizens Financial Group, Inc. issued a press release announcing an agreement with respect to subordinated notes held by The Royal Bank of Scotland Group plc.

A copy of the press release is being furnished as Exhibit 99.1 to this report and incorporated by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibit 99.1 Citizens Financial Group, Inc. press release dated November 23, 2015

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 hereunto duly authorized.

CITIZENS FINANCIAL GROUP, INC.

By: /s/ Eric Aboaf  
Eric Aboaf  
Chief Financial Officer

Date: November 23, 2015

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Citizens Financial Group, Inc. press release dated November 23, 2015