

ROYAL BANK OF SCOTLAND GROUP PLC  
Form 6-K  
January 04, 2010

**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 December 2009

Commission File Number: 001-10306

The Royal Bank of Scotland Group plc

RBS, Gogarburn, PO Box 1000  
Edinburgh EH12 1HQ

(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-  
\_\_\_\_\_

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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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- Exhibit No. 1 Publication of Prospectus dated 30 November 2009
- Exhibit No. 2 Publication of Prospectus dated 02 December 2009
- Exhibit No. 3 Director/PDMR Shareholding dated 08 December 2009
- Exhibit No. 4 Director/PDMR Shareholding dated 16 December 2009
- Exhibit No. 5 Director Declaration dated 16 December 2009
- Exhibit No. 6 Publication of Prospectus dated 16 December 2009
- Exhibit No. 7 Publication of Prospectus dated 16 December 2009
- Exhibit No. 8 Holding(s) in Company dated 29 December 2009
- Exhibit No. 9 Rule 8.3- (Kenmore European Industrial Fund Ltd) dated 30 December 2009

Exhibit No. 1

### **Publication of Prospectus**

The following prospectus has been approved by the UK Listing Authority and is available for viewing:

*Supplementary Prospectus to The Royal Bank of Scotland Group plc and The Royal Bank of Scotland plc  
£90,000,000,000 Euro Medium Term Note Programme dated 30 November 2009*

To view the full document, please paste the following URL into the address bar of your browser.

[http://www.rns-pdf.londonstockexchange.com/rns/3341D\\_-2009-11-30.pdf](http://www.rns-pdf.londonstockexchange.com/rns/3341D_-2009-11-30.pdf)

The document above is also available to the public for inspection at the UK Listing Authority's Document Viewing Facility, 25 The North Colonnade, Canary Wharf, London E14 5HS.

For further information, please contact:

David O'Loan  
Head of Group Capital Management  
The Royal Bank of Scotland Group plc  
5<sup>th</sup> Floor  
280 Bishopsgate  
London EC2M 4RB

TEL: 020 7085 4925

FAX: 020 7293 9966

### **DISCLAIMER - INTENDED ADDRESSEES**

Please note that the information contained in the Supplementary Prospectus (and the Prospectus to which it relates) may be addressed to and/or targeted at persons who are residents of particular countries (specified in the Prospectus) only and is not intended for use and should not be relied upon by any person outside these countries

and/or to whom the offer contained in the Prospectus and the Supplementary Prospectus is not addressed. Prior to relying on the information contained in the Prospectus and the Supplementary Prospectus you must ascertain from the Prospectus whether or not you are part of the intended addressees of the information contained therein.

Your right to access this service is conditional upon complying with the above requirement.

Exhibit No. 2

### **Publication of Prospectus**

The following prospectus has been approved by the UK Listing Authority and is available for viewing:

*Supplementary Offering Memorandum to The Royal Bank of Scotland Group plc and The Royal Bank of Scotland plc U.S.\$35,000,000,000 Medium-Term Note Program dated 1 December 2009*

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[http://www.rns-pdf.londonstockexchange.com/rns/4500D\\_-2009-12-2.pdf](http://www.rns-pdf.londonstockexchange.com/rns/4500D_-2009-12-2.pdf)

The document above is also available to the public for inspection at the UK Listing Authority's Document Viewing Facility, 25 The North Colonnade, Canary Wharf, London E14 5HS.

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Exhibit No. 3

**NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS**

This form is intended for use by an issuer to make a RIS notification required by DR 3.3

- (1) An issuer making a notification in respect of a transaction relating to the shares or debentures of the issuer should complete boxes 1 to 16, 23 and 24.
- (2) An issuer making a notification in respect of a derivative relating to the shares of the issuer should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.
- (3) An issuer making a notification in respect of options granted to a director/person discharging managerial responsibilities should complete boxes 1 to 3 and 17 to 24.
- (4) An issuer making a notification in respect of a financial instrument relating to the shares of the issuer (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes in block capital letters.

1. Name of the issuer

The Royal Bank of Scotland Group plc

2. State whether the notification relates to (i) a transaction notified in accordance with DTR 3.1.2 R, (ii) a disclosure made in accordance LR 9.8.6R(1) or (iii) a disclosure made in accordance with section 793 of the Companies Act (2006).

i

3. Name of person discharging managerial responsibilities/director

Christopher Paul Sullivan

4. State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person

N/A

5. Indicate whether the notification is in respect of a holding of the person referred to in 3 or 4 above or in respect of a non-beneficial interest

In respect of a holding of the person referred to in 3

6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares

Ordinary shares of £0.25

7. Name of registered shareholders(s) and, if more than one, the number of shares held by each of them

The Royal Bank of Scotland plc Trustee Account BAYE and Profit Sharing

8. State the nature of the transaction

Participation in The Royal Bank of Scotland Group plc Share Incentive Plan

9. Number of shares, debentures or financial instruments relating to shares acquired

368

10. Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)

-

11. Number of shares, debentures or financial instruments relating to shares disposed

-

12. Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)

-

13. Price per share or value of transaction

£0.3402

14. Date and place of transaction

7 December 2009

15. Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)

20,428 shares 0.00003%

16. Date issuer informed of transaction

7 December 2009

**If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes**

17. Date of grant

-

18. Period during which or date on which it can be exercised

-

19. Total amount paid (if any) for grant of the option

-

20. Description of shares or debentures involved (class and number)

-

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

-

22. Total number of shares or debentures over which options held following notification

-

23. Any additional information

-

24. Name of contact and telephone number for queries

Aileen Taylor, Deputy Secretary

0131 626 4099

**Name and signature of duly authorised officer of issuer responsible for making notification**

Aileen Taylor, Deputy Secretary

**Date of notification**

8 December 2009

Exhibit No.4

**NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS**

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(1) An issuer making a notification in respect of a transaction relating to the shares or debentures of the issuer should complete boxes 1 to 16, 23 and 24.

(2) An issuer making a notification in respect of a derivative relating to the shares of the issuer should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.

(3) An issuer making a notification in respect of options granted to a director/person discharging managerial responsibilities should complete boxes 1 to 3 and 17 to 24.

(4) An issuer making a notification in respect of a financial instrument relating to the shares of the issuer (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes in block capital letters.

1. Name of the issuer

The Royal Bank of Scotland Group plc

2. State whether the notification relates to (i) a transaction notified in accordance with DTR 3.1.2 R, (ii) a disclosure made in accordance LR 9.8.6R(1) or (iii) a disclosure made in accordance with section 793 of the Companies Act (2006).

i

3. Name of person discharging managerial responsibilities/director

Sir Alexander Maxwell Crombie

4. State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person

-

5. Indicate whether the notification is in respect of a holding of the person referred to in 3 or 4 above or in respect of a non-beneficial interest

In respect of a holding of the person referred to in 3

6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares

Ordinary shares of £0.25

7. Name of registered shareholder(s) and, if more than one, the number of shares held by each of them

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Sir Alexander Maxwell Crombie

8 State the nature of the transaction

Purchase of shares

9. Number of shares, debentures or financial instruments relating to shares acquired

200,000

10. Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)

0.00035%

11. Number of shares, debentures or financial instruments relating to shares disposed

12. Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)

-

13. Price per share or value of transaction

£0.3168

14. Date and place of transaction

15 December 2009

15. Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)

200,000 0.00035%

16. Date issuer informed of transaction

15 December 2009

If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes

17 Date of grant

-

18. Period during which or date on which it can be exercised

-

19. Total amount paid (if any) for grant of the option

-

20. Description of shares or debentures involved (class and number)

-

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

-

22. Total number of shares or debentures over which options held following notification

-

23. Any additional information



-  
24. Name of contact and telephone number for queries

Aileen Taylor, Head of Group Secretariat

0131 626 4099

Name and signature of duly authorised officer of issuer responsible for making notification

Aileen Taylor, Head of Group Secretariat

Date of notification

16 December 2009

Exhibit No. 5

### **COMPANY ANNOUNCEMENT**

#### **The Royal Bank of Scotland Group plc - Director Declaration**

The Royal Bank of Scotland Group plc announces that Penny Hughes, who will join the Board as a Non-Executive Director on 1 January 2010, has been appointed a Non-executive Director of Wm Morrison Supermarkets PLC, with effect from 15 December 2009.

For further information please contact:-

Fiona MacRae

Group Communications

Tel: 0131 523 5659

Exhibit No. 6

### **Publication of Prospectus**

The following prospectus has been approved by the UK Listing Authority and is available for viewing:

*Supplementary Offering Memorandum to The Royal Bank of Scotland Group plc and The Royal Bank of Scotland plc U.S.\$35,000,000,000 Medium-Term Note Program dated 16 December 2009*

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<http://www.rns-pdf.londonstockexchange.com/rns/2613E -2009-12-16.pdf>

The document above is also available to the public for inspection at the UK Listing Authority's Document Viewing Facility, 25 The North Colonnade, Canary Wharf, London E14 5HS.

For further information, please contact:

David O'Loan  
Head of Group Capital Management  
The Royal Bank of Scotland Group plc  
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TEL: 020 7085 4925

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16 December 2009

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£90,000,000,000 Euro Medium Term Note Programme dated 16 December 2009*

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16 December 2009

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Exhibit No. 8

**For filings with the FSA include the annex**

**For filings with issuer exclude the annex**

#### **TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES<sup>i</sup>**

**1. Identity of the issuer or the underlying issuer  
of existing shares to which voting rights are  
attached:** <sup>ii</sup>

The Royal Bank of Scotland Group plc

**2 Reason for the notification** (please tick the appropriate box or boxes):

An acquisition or disposal of voting rights

An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached

An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments

**Yes**

An event changing the breakdown of voting rights

Other (please specify):

The Commissioners of Her Majesty's Treasury

**3. Full name of person(s) subject to the notification obligation:** <sup>iii</sup>

**4. Full name of shareholder(s)**  
(if different from 3.):<sup>iv</sup>

The Solicitor for the affairs of Her Majesty's Treasury

**5. Date of the transaction and date on which the threshold is crossed or reached:** <sup>v</sup>

22 December 2009

**6. Date on which issuer notified:**

24 December 2009

**7. Threshold(s) that is/are crossed or reached:** <sup>vi, vii</sup>

84%



**8. Notified details:****A: Voting rights attached to shares** <sup>viii, ix</sup>

| Class/type of shares<br>if possible using the ISIN CODE | Situation previous to the triggering transaction |                         | Resulting situation after the triggering transaction |                         |                                 |        |          |
|---|--|-------------------------|--|-------------------------|---------------------------------|--------|----------|
|   | Number of Shares                                 | Number of Voting Rights | Number of shares                                     | Number of voting rights | % of voting rights <sup>x</sup> |        |          |
|   |  |                         | Direct   | Direct <sup>xi</sup>    | Indirect <sup>xii</sup>         | Direct | Indirect |
| GB0007547838  | 39,644,835,194                                   | 39,644,835,194          | 39,644,835,194                                       | 39,644,835,194          |                                 | 70.33% |          |

**B: Qualifying Financial Instruments****Resulting situation after the triggering transaction**

| Type of financial instrument | Expiration date <sup>xiii</sup> | Exercise/ Conversion Period <sup>xiv</sup> | Number of voting rights that may be acquired if the instrument is exercised/ converted. | % of voting rights |
|------------------------------|---------------------------------|--|---|--------------------|
|                              |                                 |  |   |                    |

**C: Financial Instruments with similar economic effect to Qualifying Financial Instruments** <sup>xv, xvi</sup>**Resulting situation after the triggering transaction**

| Type of financial instrument | Exercise price                | Expiration date <sup>xvii</sup> | Exercise/ Conversion period <sup>xviii</sup> | Number of voting rights instrument refers to                                  | % of voting rights <sup>xix, xx</sup> |   |
|------------------------------|-------------------------------|---------------------------------|--|---|---------------------------------------|---|
|                              |                               |                                 |  |   | Nominal                               | Delta                                       |
| Series 1 class B shares      | £0.50 (subject to adjustment) | -                               | Any time                                     | Up to 51,000,000,000 (depending on extent of conversion into ordinary shares) | Up to 47.49%                          | (on a diluted basis – see section 13 below) |

**Total (A+B+C)****Number of voting rights**

90,644,835,194

**Percentage of voting rights**

Up to 84.92% (on a diluted basis – see section 13 below)



**9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable:** <sup>xxi</sup>

UK Financial Investments Limited, a company wholly-owned by Her Majesty's Treasury, is entitled to exercise control over the voting rights which are the subject of this notification (pursuant to certain management arrangements agreed with Her Majesty's Treasury)

**Proxy Voting:**

**10. Name of the proxy holder:**

**11. Number of voting rights proxy holder will cease to hold:**

**12. Date on which proxy holder will cease to hold voting rights:**

**13. Additional information:**

The conversion of the non-voting series 1 class B shares into ordinary shares will be effected by the issue by The Royal Bank of Scotland Group plc of new ordinary shares. The total percentage of voting rights is therefore shown in this form on a diluted basis.

The Solicitor for the affairs of Her Majesty's Treasury is acting as nominee for Her Majesty's Treasury

**14. Contact name:**

Mridul Hegde

**15. Contact telephone number:**

+44 (0)20 7270 4750

Exhibit No. 9

**FORM 8.3**

**DEALINGS BY PERSONS WITH INTERESTS IN SECURITIES REPRESENTING 1% OR MORE**

**(Rule 8.3 of the City Code on Takeovers and Mergers)**

**1. KEY INFORMATION**

|   |  |
|---|--|
| <b>Name of person dealing</b> (Note 1)  | Royal Bank of Scotland Group Plc         |
| <b>Company dealt in</b>   | Kenmore European Industrial Fund Limited |
| <b>Class of relevant security to which the dealings being disclosed relate</b> (Note 2) | Ordinary NPV                             |
| <b>Date of dealing</b>  | 23 December 2009                         |

**2. INTERESTS, SHORT POSITIONS AND RIGHTS TO SUBSCRIBE**



**(a) Interests and short positions (following dealing) in the class of relevant security dealt in** (Note 3)

|  | <b>Long</b>      |                | <b>Short</b>  |             |
|--|------------------|----------------|---------------|-------------|
|  | <b>Number</b>    | <b>(%)</b>     | <b>Number</b> | <b>(%)</b>  |
| <b>(1) Relevant securities</b>                     | <b>6,096,360</b> | <b>4.3545%</b> | <b>0</b>      | <b>0.0%</b> |
| <b>(2) Derivatives (other than options)</b>        | <b>0</b>         | <b>0.0%</b>    | <b>0</b>      | <b>0.0%</b> |
| <b>(3) Options and agreements to purchase/sell</b> | <b>0</b>         | <b>0.0%</b>    | <b>0</b>      | <b>0.0%</b> |
| <b>Total</b>                                       | <b>6,096,360</b> | <b>4.3545%</b> | <b>0</b>      | <b>0.0%</b> |

**(b) Interests and short positions in relevant securities of the company, other than the class dealt in** (Note 3)

| <b>Class of relevant security:</b>                 | <b>Long</b>   |             | <b>Short</b>  |             |
|--|---------------|-------------|---------------|-------------|
|  | <b>Number</b> | <b>(%)</b>  | <b>Number</b> | <b>(%)</b>  |
| <b>(1) Relevant securities</b>                     | <b>0</b>      | <b>0.0%</b> | <b>0</b>      | <b>0.0%</b> |
| <b>(2) Derivatives (other than options)</b>        | <b>0</b>      | <b>0.0%</b> | <b>0</b>      | <b>0.0%</b> |
| <b>(3) Options and agreements to purchase/sell</b> | <b>0</b>      | <b>0.0%</b> | <b>0</b>      | <b>0.0%</b> |
| <b>Total</b>                                       | <b>0</b>      | <b>0.0%</b> | <b>0</b>      | <b>0.0%</b> |

**(c) Rights to subscribe** (Note 3)

| <b>Class of relevant security:</b> | <b>Details</b> |
|------------------------------------|----------------|
|------------------------------------|----------------|

**3. DEALINGS** (Note 4)**(a) Purchases and sales**

| <b>Purchase/sale</b> | <b>Number of securities</b> | <b>Price per unit</b> (Note 5) |
|----------------------|-----------------------------|--------------------------------|
| <b>Sale</b>          | <b>3,623</b>                | <b>GBP 0.4000</b>              |

**(b) Derivatives transactions (other than options)**

| <b>Product name,</b> | <b>Long/short</b> (Note 6) | <b>Number of securities</b> (Note 7) | <b>Price per unit</b> (Note 5) |
|----------------------|----------------------------|--------------------------------------|--------------------------------|
|----------------------|----------------------------|--------------------------------------|--------------------------------|

e.g. CFD

(c) Options transactions in respect of existing securities

(i) Writing, selling, purchasing or varying

| Product name, e.g. call option | Writing, selling, purchasing, varying etc. | Number of securities to which the option relates (Note 7) | Exercise price | Type, e.g. American, European etc. | Expiry date | Option money paid/received per unit (Note 5) |
|--------------------------------|--|---|----------------|------------------------------------|-------------|--|
|--------------------------------|--|---|----------------|------------------------------------|-------------|--|

(ii) Exercising

| Product name, e.g. call option | Number of securities | Exercise price per unit (Note 5) |
|--------------------------------|----------------------|----------------------------------|
|--------------------------------|----------------------|----------------------------------|

(d) Other dealings (including new securities) (Note 4)

| Nature of transaction (Note 8) | Details | Price per unit (if applicable) (Note 5) |
|--------------------------------|---------|---|
|--------------------------------|---------|---|

4. OTHER INFORMATION

Agreements, arrangements or understandings relating to options or derivatives

Full details of any agreement, arrangement or understanding between the person disclosing and any other person relating to the voting rights of any relevant securities under any option referred to on this form or relating to the voting rights or future acquisition or disposal of any relevant securities to which any derivative referred to on this form is referenced. If none, this should be stated.

Is a Supplemental Form 8 attached? (Note 9) YES/NO

Date of disclosure 30 December 2009  
 Contact name Richard Hopkins  
 Telephone number (020) 7672 0354  
 If a connected EFM, name of offeree/with which connected N/A  
 N/A

**If a connected EFM, state nature of connection** (Note 10)

*Notes:* The Notes on Form 8.3 can be viewed on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk)

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### 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: 4 January 2010

THE ROYAL BANK OF SCOTLAND  
GROUP plc (Registrant)

By: /s/ A N Taylor

Name: A N Taylor

Title: Head of Group Secretariat