

ING GROEP NV
Form F-6EF
October 04, 2018

As filed with the U.S. Securities and Exchange Commission on October 4, 2018

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM F-6

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

ING GROEP N.V.

(Exact name of issuer of deposited securities as specified in its charter)

ING Group N.V.

(Translation of issuer's name into English)

The Netherlands

(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.

(Exact name of depository as specified in its charter)

383 Madison Avenue, Floor 11, New York, New York 10179

Telephone (800) 990-1135

(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

Depository Management Corporation

570 Lexington Avenue, Suite 2405

New York, New York 10022

(212) 319-4800

(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

**Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP**

570 Lexington Avenue, Suite 2405

New York, New York 10022

(212) 319-7600

It is proposed that this filing become effective under Rule 466

immediately upon filing
on (Date) at (Time)

If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

Title of each class of Securities to be registered	Amount to be registered	Proposed maximum aggregate price per unit ⁽¹⁾	Proposed maximum aggregate offering price ⁽²⁾	Amount of registration fee
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one ordinary share of ING Groep N.V.	150,000,000 American Depositary Shares	\$0.05	\$7,500,000	\$909.00

(1) Each unit represents one American Depositary Share.

Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is (2) computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

Pursuant to Rule 429, the Prospectus contained herein also relates to the American Depositary Shares registered under Form F-6 Registration Statement Nos. 33-62046, 333-7684, 333-13274, 333-113697, 333-145767 and 333-186507. This Registration Statement constitutes Post-Effective Amendment to each of Registration Nos. 33-62046, 333-7684, 333-13274, 333-113697, 333-145767 and 333-186507.

PART I

INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt ("ADR" or "American Depositary Receipt") included as Exhibit A to the Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement, which is incorporated herein by reference.

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

CROSS REFERENCE SHEET

<u>Item Number and Caption</u>	<u>Location in Form of American Depositary Receipt Filed Herewith as Prospectus</u>
(1) Name and address of Depository	Introductory paragraph and bottom of face of American Depositary Receipt
(2) Title of American Depositary Receipts and identity of deposited securities	Face of American Depositary Receipt, top center
Terms of Deposit:	
(i) Amount of deposited securities represented by one unit of American Depositary Shares	Face of American Depositary Receipt, upper right corner
(ii) Procedure for voting, if any, the deposited securities	Paragraph (12)
(iii) Collection and distribution of dividends	Paragraphs (4), (5), (7) and (10)
(iv) Transmission of notices, reports and proxy soliciting material	Paragraphs (3), (8) and (12)
(v) Sale or exercise of rights	Paragraphs (4), (5) and (10)
(vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization	Paragraphs (4), (5), (10) and (13)
(vii)	Paragraphs (16) and (17)

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Amendment, extension or termination of the Deposit Agreement

- (viii) Rights of holders of ADRs to inspect the transfer books of the Depository and the list of Holders of ADRs Paragraph (3)
- (ix) Restrictions upon the right to deposit or withdraw the underlying securities Paragraphs (1), (2), (4), and (5)
- (x) Limitation upon the liability of the Depository Paragraph (14)
- (3) Fees and Charges Paragraph (7)

Item 2. AVAILABLE INFORMATION

<u>Item Number and Caption</u>	Location in Form of American Depositary	<u>Receipt Filed Herewith as Prospectus</u>
<p>Statement that ING Groep N.V. is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly files certain reports with the Securities and Exchange Commission, and that such reports can be inspected by holders of American Depositary Receipts and copied through the EDGAR system or at public reference facilities maintained by the Securities and Exchange Commission in Washington, D.C.</p>	Paragraph (8)	

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

(a) **Form of Deposit Agreement.** Form of Amended and Restated Deposit Agreement dated as of , 2018 among ING Groep N.V., JPMorgan Chase Bank, N.A., as depository (the "Depository"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"), including the Form of American Depositary Receipt, is filed herewith as Exhibit (a).

(b) **Any other agreement to which the Depository is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby.** Not Applicable.

(c) **Every material contract relating to the deposited securities between the Depository and the issuer of the deposited securities in effect at any time within the last three years.** Not Applicable.

(d) **Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depository, as to the legality of the securities being registered.** Filed herewith as Exhibit (d).

(e) **Certification under Rule 466.** Filed herewith as Exhibit (e).

(f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. Set forth on the signature pages hereto.

Item 4. UNDERTAKINGS

(a) The Depository hereby undertakes to make available at the principal office of the Depository in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depository as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b) If the amounts of fees charged are not disclosed in the prospectus, the Depository undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver

promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A. on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on October 4, 2018.

Legal entity created by the form of Deposit Agreement for
the issuance of ADRs evidencing American Depositary
Shares

By: JPMORGAN CHASE BANK, N.A., as Depositary

By: /s/ Timothy E. Green

Name: Timothy E. Green

Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, ING Groep N.V. certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, on October 4, 2018.

ING GROEP N.V.

By: /s/ J.V. (Koos) Timmermans
Name: J.V. (Koos) Timmermans
Title: Chief Financial Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints R.A.J.G. (Ralph) Hamers and J.V. (Koos) Timmermans, jointly and severally, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the capacities indicated as of October 4, 2018.

<u>Signatures</u>	<u>Title</u>
/s/ R.A.J.G. (Ralph) Hamers R.A.J.G. (Ralph) Hamers	Chairman of the Executive Board and Chief Executive Officer
/s/ J.V. (Koos) Timmermans J.V. (Koos) Timmermans	Member of the Executive Board (Chief Financial Officer)
/s/ S.J.A. (Steven) van Rijswijk S.J.A. (Steven) van Rijswijk	Member of the Executive Board (Chief Risk Officer)
/s/ M.W. (Menno) ten Hacken	Principal Accounting Officer

M.W. (Menno) ten Hacken

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Under the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of ING Groep N.V., has signed this Registration Statement on Form F-6 on October 4, 2018.

Authorized U.S.
Representative

By: /s/ Marcy Cohen
Name: Marcy Cohen
– General Counsel
ING Financial
Holdings
Corporation

INDEX TO EXHIBITS

Exhibit
Number

- (a) Form of Amended and Restated Deposit Agreement.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities to be registered.
- (e) Rule 466 Certification