

ROYAL BANK OF SCOTLAND PLC
Form 8-A12B
January 12, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20459

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

The Royal Bank of Scotland Group plc
The Royal Bank of Scotland plc
(Exact name of registrant as specified in its charter)

| | |
|---|---|
| United Kingdom (State of incorporation or organization) | None (I.R.S. Employer Identification No.) |
|---|---|

RBS Gogarburn PO Box 1000
Edinburgh EH12 1HQ
United Kingdom
(Address of principal executive offices)

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|---|
| 3.250% Senior Notes due 2014 6.125% Senior Notes due 2021 | New York Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. : x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. o

Securities Act registration statement file number to which this form relates:
333-162219 and 333-162219-01

Securities to be registered pursuant to Section 12(g) of the Act: None.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

The Registrant has filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933 a prospectus supplement dated January 4, 2011 (the "Prospectus Supplement") to a Prospectus dated May 18, 2010 (the "Prospectus") relating to the securities to be registered hereunder. The Registrant incorporates by reference the Prospectus and the Prospectus Supplement to the extent set forth below.

Item 1. Description of Registrant's Securities to be Registered

The information required by this item is incorporated herein by reference to the information contained in the sections captioned "Description of Debt Securities" on pages 3 through 12 of the Prospectus, and "Description of the Senior Notes" on pages S-6 through S-9 and "Certain U.K. and U.S. Federal Tax Consequences", on pages S-9 through S-12 of the Prospectus Supplement.

Item 2. Exhibits

- 4.1 Amended and Restated Senior Debt Indenture, among the Registrant, as issuer, The Royal Bank of Scotland Group plc, as guarantor, and The Bank of New York Mellon, as Trustee, dated as of August 13, 2010 (the "Indenture") incorporated herein by reference to Exhibit 4.1 of the Form 6-K filed with the Commission on August 13, 2010.
- 4.2 Form of Global Notes relating thereto.
- 4.3 Officer's Certificates of the Registrant pursuant to Section 3.01 of the Indenture setting forth the terms of the Notes.
- 99.1 Prospectus and the Prospectus Supplement (incorporated herein to the extent provided above by reference to the Registrant's filings under Rule 424(b) filed with the Commission on May 18, 2010 and January 4, 2011, respectively).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on behalf by the undersigned, thereunto duly authorised.

The Royal Bank of Scotland plc

Registrant

/s/ Alan Mills

Name: Alan Mills

Title: Authorised Signatory

The Royal Bank of Scotland Group plc

/s/ Alan Mills

Name: Alan Mills

Title: Authorised Signatory

January 12, 2011

EXHIBIT INDEX

| Exhibit No. | Description of Exhibit |
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