

Lloyds Banking Group plc  
Form 6-K  
December 15, 2011

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934

December 15, 2011

LLOYDS BANKING GROUP plc

5th Floor  
25 Gresham Street  
London  
EC2V 7HN  
United Kingdom

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports  
under cover Form 20-F or Form 40-F.

Form 20-F..X..Form 40-F.....

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 ..X..

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with  
Rule  
12g3-2(b): 82- \_\_\_\_\_

This report on Form 6-K shall be deemed incorporated by reference into the company's  
Registration Statement on Form F-3 (File Nos. 333-167844 and 333-167844-01) and to be a part  
thereof from the date on which this report is filed, to the extent not superseded by documents or  
reports subsequently filed or furnished.



## EXPLANATORY NOTE

In connection with the proposed issuance by Lloyds TSB Bank plc of (i) US\$1,050,000 aggregate principal amount of its 3.05% Retail Notes due 15 December 2014, (ii) US\$1,000,000 aggregate principal amount of its 4.20% Retail Notes due 15 December 2016 and (iii) US\$1,235,000 aggregate principal amount of its 5.20% Retail Notes due 15 December 2021, each of which are fully and unconditionally guaranteed by Lloyds Banking Group plc. Lloyds Banking Group plc is filing the following opinions of counsel solely for incorporation into its Registration Statement on Form F-3 (File Nos. 333-167844 and 333-167844-01):

5.1 Opinion of Dundas & Wilson CS LLP

5.2 Opinion of Linklaters LLP

5.3 Opinion of Davis Polk & Wardwell LLP

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Signature

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.

LLOYDS BANKING GROUP plc  
(Registrant)

By: /s/ Simon White  
Name: Simon White  
Title: Head of Senior Issuance

December 15, 2011