

ING GROEP NV
Form F-6EF
March 17, 2004

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As filed with the U.S. Securities and Exchange Commission on March 17, 2004

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM F-6

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
For Depository Shares Evidenced by American Depository 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

(Exact name of depository as specified in its charter)

4 New York Plaza, New York, NY 10004

Telephone (212) 623-0636

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

Corporation Service Company

80 State Street, 6th Floor

Albany, New York 12207

Attn: David Nickelson

(518) 299-9100

(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, 44th Floor
New York, New York 10022
(212) 319-7600

Andrew D. Soussloff, Esq.
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004
(212) 558-4000

It is proposed that this filing become effective under Rule 466

ý immediately upon filing
o on (Date) at (Time)

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

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 exchangeable bearer depositary receipt issued by Stichting ING Aandelen for ordinary shares with a nominal value of 0.24 Euros each of ING Groep N.V.	200,000,000	\$0.05	\$10,000,000	\$1267

(1) Each unit represents one American Depositary Share.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is 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 American Depositary Shares registered under Form F-6 Registration Statement Nos. 33-62046, 333-7684 and 333-12374. This Registration Statement constitutes Post-Effective Amendment No. 1 to Registration Statement No. 333-12374 and Post-Effective Amendment No. 2 to Registration Statement Nos. 33-62046 and 333-7684.

**PART I
INFORMATION REQUIRED IN PROSPECTUS**

The Prospectus consists of the proposed form of American Depositary Receipt ("ADR", "Receipt" 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.

CROSS REFERENCE SHEET

Item Number and Caption	Location in Form of Receipt Filed Herewith as Prospectus
Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED	
1. Name of depositary and address of its principal executive office	Face, introductory paragraph and bottom.
2. Title of American Depositary Receipts and identity of deposited securities	Face, top center and introductory paragraph
Terms of Deposit	
(i) The amount of deposited securities represented by one unit of American Depositary Receipts	Face, upper right corner and introductory paragraph

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Item Number and Caption	Location in Form of Receipt Filed Herewith as Prospectus
(ii) The procedure for voting, if any, the deposited securities	Reverse, paragraph (14)
(iii) The collection and distribution of dividends	Face, paragraph (4); Reverse, paragraphs (12) and (17)
(iv) The transmission of notices, reports and proxy soliciting material	Face, paragraph (11); Reverse, paragraphs (14) and (16)
(v) The sale or exercise of rights	Face, paragraph (4); Reverse, paragraphs (12) and (17)
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Face, paragraph (4); Reverse, paragraphs (12), (15) and (17)
(vii) Amendment, extension or termination of the deposit agreement	Reverse, paragraphs (20) and (21) (no provision for extension)
(viii) Rights of holders of Receipts to inspect the transfer books of the Depository and the lists of holders of Receipts	Reverse, paragraph (16)
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Face, paragraphs (2), (4), and (5)
(x) Limitation upon the liability of the Depository and/or the Company	Reverse, paragraph (18)
3. Description of all fees and charges which may be imposed directly or indirectly against the holders of Receipts	Face, paragraph (8)

Item 2. AVAILABLE INFORMATION

2(b) Statement that the foreign issuer is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the Securities and Exchange Commission	Face, paragraph (11)
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PART II INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) **Deposit Agreement.** Amended and Restated Deposit Agreement dated as of March , 2004 among ING Groep N.V, Stichting ING Aandelen, as Trustee, JPMorgan Chase Bank, as depository (the "Depository"), and all holders from time to time of American Depository Receipts issued thereunder (the "Deposit Agreement"), including the form of American Depository Receipt. Filed herewith as Exhibit (a).
- (b) **Any other agreement to which the Depository is a party relating to the issuance of the American Depository 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) **Power of Attorney.** Filed herewith.

Item 4. UNDERTAKINGS

(a) The Depositary hereby undertakes to make available at the principal office of the Depositary 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 Depositary 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 Depositary 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, the registrant 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 March 17, 2004.

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

By: JPMORGAN CHASE BANK, as Depositary

By: /s/ JOSEPH M. LEINHAUSER

Name: Joseph M. Leinhauser

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 to be signed on its behalf by the undersigned, thereunto duly authorized, on March 16, 2004.

ING GROEP N.V.

By: /s/ C. MAAS

Name: C. Maas

Title: Chief Financial Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints C. Maas, Cornelius Drabbe and R.M. Fischmann, 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

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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 Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons in the capacities indicated as of March 16, 2004.

Signatures	Title
<hr/> /s/ E. KIST <hr/> E. Kist	Chairman of the Executive Board (Principal Executive Officer)
<hr/> /s/ MICHEL TILMANT <hr/> Michel Tilmant	Vice Chairman of the Executive Board
<hr/> /s/ C. MASS <hr/> C. Maas	Member of the Executive Board (Principal Financial Officer)
<hr/> /s/ J.H. VAN BARNEVELD <hr/> J. H. van Barneveld	(Principal Accounting Officer)
<hr/> /s/ FRED HUBBELL <hr/> Fred Hubbell	Member of the Executive Board
<hr/> /s/ ALEXANDER RINNOOY KAN <hr/> Alexander Rinnooy Kan	Member of the Executive Board
<hr/> /s/ ANDREW DRUCH <hr/> Andrew Druch	Authorized Representative in the United States

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Stichting ING Aandelen, 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, on March 16, 2004.

STICHTING ING AANDELEN

By: /s/ J.W.M. SIMONS

Name: J.W.M. Simons

Title: Chairman of the Executive Committee

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints J.W.M. Simons and R.M. Fischmann, 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

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons in the capacities indicated as of March 16, 2004.

Signatures	Title
<hr/> /s/ J.W.M. SIMONS <hr/>	Chairman of the Executive Committee
J.W.M. Simons	
<hr/> /s/ H.J. BLAISSE <hr/>	Member of the Executive Committee
H.J. Blaisse	
<hr/> /s/ T. REGUTIJT <hr/>	Member of the Executive Committee
T. Regutijt	
<hr/> /s/ A.H.J. RISSEEUW <hr/>	Member of the Executive Committee
A.H.J. Risseeuw	
<hr/> /s/ J.J.M. VERAART <hr/>	Member of the Executive Committee
J.J.M. Veraart	

INDEX TO EXHIBITS

Exhibit Number	Sequentially Numbered Page
(a)	Form of Amended and Restated Deposit Agreement.
(d)	Opinion of Counsel to the Depositary
(e)	Certification under Rule 466

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