

ROYAL BANK OF SCOTLAND GROUP PLC

Form 8-A12B

September 27, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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**

(Exact name of registrant as specified in this charter)

**Great Britain**

**None**

(State of Incorporation of Organization)

(I.R.S. Employer Identification No.)

**RBS Gogaburn PO Box 1000**

**Edinburgh EH12 1HQ United Kingdom**

(Address of principal executive offices)

(Zip Code)

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.

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.

Securities Act registration statement file number to which this form relates: 333-123972.

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each share to be so registered

Name of each exchange on which each class is to be registered

American Depositary Shares, Series T

New York Stock Exchange

Non-cumulative Dollar Preference Shares, Series T

New York Stock Exchange\*

\* Application is made for listing, not trading, but only in connection with the registration of American Depositary Shares pursuant to the requirements of the New York Stock Exchange.

Securities to be registered pursuant to Section 12(g) of the Act:

**None**

(Title of class)

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### INFORMATION REQUIRED IN REGISTRATION STATEMENT

The Registrant filed with the Securities and Exchange Commission (the Commission) on April 8, 2005 a Registration Statement on Form F-3 (the Registration Statement) relating to the Registrant's Debt Securities and Dollar Preference Shares. The Registration Statement was declared effective by the Commission on April 25, 2005. On September 18, 2007, the Registrant filed with the Commission pursuant to Rule 424(b)(3) under the Securities Act of 1933, as amended, a prospectus dated September 18, 2007 and a preliminary prospectus supplement dated September 18, 2007. On September 24, 2007, the Registrant filed with the Commission pursuant to Rule 424(b)(2) under the Securities Act of 1933, as amended, a prospectus dated September 18, 2007 and final prospectus supplement dated September 20, 2007 (the Prospectus and Prospectus Supplement, respectively). The Prospectus Supplement and the Prospectus are incorporated herein by reference to the extent set forth below.

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

Reference is made to the information set forth under the headings Description of Dollar Preference Shares and Description of American Depositary Receipts on pages 16 through 28 of the Prospectus; and to the information set forth under the headings Certain Terms of the Series T Preference Shares on pages S-39 through S-44 of the Prospectus Supplement and Certain US Federal and UK Tax Consequences on pages S-45 through S-49 of the Prospectus Supplement, which information is incorporated herein by reference.

#### Item 2. Exhibits

- (A) Registration Statement on Form F-3, including the Prospectus and the Prospectus Supplement (incorporated herein by reference to the Registrant's Registration Statement on Form F-3 (File No. 333-123972)).
  - (B)
    - 1.1 Memorandum and Articles of Association of the Registrant, as amended (incorporated herein by reference to Exhibit 4.3 to Post-effective Amendment No. 2 to the Registrant's Form F-3 (File No. 333-100661)).
    - 1.2 Resolutions of the Board of Directors of the Registrant or an authorized Committee thereof providing for the issuance of Non-cumulative Dollar Preference Shares, Series T (incorporated by reference to the Registrant's report on Form 6-K filed with the Commission on September 26, 2007).
    - 2.1 Form of global share warrant for Category II Non-cumulative Dollar Preference Shares, Series T (incorporated by reference to the Registrant's report on Form 6-K filed with the Commission on September 26, 2007).
    - 2.2 Form of American Depositary Receipt, Series T, evidencing American Depositary Shares, Series T, representing Category II Non-cumulative Dollar Preference Shares, Series T (incorporated by reference to the Registrant's report on Form 6-K filed with the Commission on September 26, 2007).
    - 2.3 Form of Amended and Restated Deposit Agreement among the Registrant, The Bank of New York and all holders from time to time of American Depositary Receipts issued thereunder, including the form of American Depositary Receipt (incorporated by reference to Exhibit 1 to the Registrant's Registration Statement on Form F-6 (File No. 333-127867)).
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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement or amendment hereto to be signed on its behalf by the undersigned, thereunto duly authorized.

THE ROYAL BANK OF SCOTLAND GROUP  
plc  
(Registrant)

By: /s/ Alan McKean  
Name: Alan McKean  
Title: Assistant Secretary

Date: September 26, 2007