

ROYAL BANK OF SCOTLAND GROUP PLC  
Form SC 13D/A  
June 07, 2018

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 5)

**The Royal Bank of Scotland Group plc**

(Name of Issuer)

**Ordinary Shares**

(Title of Class of Securities)

**G76891111**

(CUSIP Number)

**Peter King**

1 Horse Guards Road

London

SW1A 2HQ

(+44) 20 7270 5666

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**June 7, 2018**

(Date of Event which Requires Filing of this Statement)

**HM Treasury;**

**UK Government Investments Ltd**

(Names of Reporting Persons)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the

following box ":

**Explanatory note:** In lieu of providing the information called for by Schedule 13D, Her Majesty's Treasury is furnishing a copy of "TR-1: Notification of Major Interest in Shares", which is the standard form for any notification required to be delivered under the UK Disclosure Rules and Transparency Rules to an issuer whose shares are listed on a relevant European Economic Area market (and to the UK Financial Conduct Authority) following the acquisition or disposal of certain interests in the shares or voting rights in such issuer. The UK Disclosure Rules and Transparency Rules implement the European Transparency Directive (EU Directive 2004/109/EC). This modified Schedule 13D is filed pursuant to no-action relief granted by the Staff of the Securities and Exchange Commission in a no-action letter dated December 10, 2008.

**TR-1: Standard form for notification of major holdings**

**NOTIFICATION OF MAJOR HOLDINGS** (to be sent to the relevant issuer and to the FCA in Microsoft Word format if possible)<sup>i</sup>

**1a. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached**<sup>ii</sup>: The Royal Bank of Scotland Group plc

**1b. Please indicate if the issuer is a non-UK issuer** (please mark with an “X” if appropriate)  
 Non-UK issuer

**2. Reason for the notification** (please mark the appropriate box or boxes with an “X”)

An acquisition or disposal of voting rights x

An acquisition or disposal of financial instruments

An event changing the breakdown of voting rights

Other (please specify)<sup>iii</sup>:

**3. Details of person subject to the notification obligation**<sup>iv</sup>

Name The Commissioners of Her Majesty’s Treasury  
 City and country of registered office (if applicable) London, England

**4. Full name of shareholder(s)** (if different from 3.)<sup>v</sup>

Name The Solicitor for the Affairs of Her Majesty’s Treasury  
 City and country of registered office (if applicable) London, England

**5. Date on which the threshold was crossed or reached**<sup>vi</sup>: 7 June 2018

**6. Date on which issuer notified (DD/MM/YYYY):** 7 June 2018

**7. Total positions of person(s) subject to the notification obligation**

|   | % of voting rights attached to shares (total of 8. A) | % of voting rights through financial instruments (total of 8.B 1 + 8.B 2) | Total of both in % (8.A + 8.B) | Total number of voting rights of issuer <sup>vii</sup> |
|---|---|---|--------------------------------|--|
| Resulting situation on the date on which threshold was crossed or reached | 62.4%   |   | 62.4%                          | 48,112,878,840   |
| Position of previous notification (if applicable)                         | 70.85%  |   | 70.85%                         |  |



**8. Notified details of the resulting situation on the date on which the threshold was crossed or reached<sup>viii</sup>****A: Voting rights attached to shares**

| Class/type of shares                    | Number of voting rights <sup>ix</sup>        |   | % of voting rights                           |   |
|---|--|---|--|---|
|   | Direct                                       | Indirect  | Direct                                       | Indirect  |
| ISIN code (if possible)                 | (Art 9 of Directive 2004/109/EC)<br>(DTR5.1) | (Art 10 of Directive 2004/109/EC)<br>(DTR5.2.1) | (Art 9 of Directive 2004/109/EC)<br>(DTR5.1) | (Art 10 of Directive 2004/109/EC)<br>(DTR5.2.1) |
| Ordinary Shares of £1 each GB00B7T77214 | 30,037,934,076                               |   | 62.4%  |   |
| <b>SUBTOTAL 8. A</b>                    | 30,037,934,076                               |   | 62.4%  |   |

**B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/EC (DTR5.3.1.1 (a))**

| Type of financial instrument | Expiration date <sup>x</sup> | Exercise/ Conversion Period <sup>xi</sup> | Number of voting rights that may be acquired if the instrument is exercised/converted. | % of voting rights |
|------------------------------|------------------------------|---|--|--------------------|
| <b>SUBTOTAL 8. B 1</b>       |                              |   |  |                    |

**B 2: Financial Instruments with similar economic effect according to Art. 13(1)(b) of Directive 2004/109/EC (DTR5.3.1.1 (b))**

| Type of financial instrument | Expiration date <sup>x</sup> | Exercise/ Conversion Period <sup>xi</sup> | Physical or cash settlement <sup>xii</sup> | Number of voting rights | % of voting rights |
|------------------------------|------------------------------|---|--|-------------------------|--------------------|
| <b>SUBTOTAL 8. B 2</b>       |                              |   |  |                         |                    |

**9. Information in relation to the person subject to the notification obligation** (please mark the applicable box with an “X”)

Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer<sup>xiii</sup>

Full chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity<sup>xiv</sup>  x  
(please add additional rows as necessary)

| Name <sup>xv</sup><br>or is higher than the notifiable threshold | % of voting rights if it equals % of voting rights through financial instruments if it equals or is higher than the notifiable threshold | Total of both if it equals or is higher than the notifiable threshold |
|--|--|---|
|--|--|---|

UK Government Investments Limited, a company wholly-owned by Her Majesty’s Treasury, is entitled to exercise control over the voting rights which are the subject of this notification (pursuant to certain management arrangements agreed with Her Majesty’s Treasury).

The Solicitor for the Affairs of Her Majesty’s Treasury is acting as nominee for Her Majesty’s Treasury.  
The Commissioners of Her Majesty’s Treasury 62.4% 62.4%

**10. In case of proxy voting, please identify:**

Name of the proxy holder  
The number and % of voting rights held  
The date until which the voting rights will be held

**11. Additional information<sup>xvi</sup>**

The Solicitor for the Affairs of Her Majesty’s Treasury is acting as nominee for Her Majesty’s Treasury.

**Place of completion** London, England

**Date of completion** 7 June 2018

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 7, 2018

**Her Majesty's Treasury, a department of Her Majesty's  
Government of the United Kingdom of Great Britain and  
Northern Ireland**

By: /s/ Jonathan Edwards  
Name: Jonathan Edwards  
Title: Deputy Director, State Owned Financial Assets Team

**UK Government Investments Ltd**

By: /s/ Charles Donald  
Name: Charles Donald  
Title: Director, UKGI