

ING GROEP NV  
Form 6-K  
April 16, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 6-K**

**Report of Foreign Private Issuer**  
**Pursuant to Rule 13a-16 or 15d-16**  
**of the Securities Exchange Act of 1934**  
**For 16 April, 2015**  
**Commission File Number 1-14642**

**ING Groep N.V.**

**Bijlmerplein 888**  
**1102 MG Amsterdam**  
**The Netherlands**

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

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T rule 101(b)(7):

THIS REPORT ON FORM 6-K (EXCEPT FOR THE EXPECTED SECURITIES RATINGS SPECIFIED IN THE UNDERWRITING AGREEMENT IN SCHEDULE 3 OF EXHIBIT 1.1 TO THIS FORM 6-K) SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333- 202880) OF ING GROEP N.V. AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

**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.

ING Groep N.V.  
(Registrant)

By: /s/ J.D. Wolvius  
Name: J.D. Wolvius  
Title: Head of Capital Management

By: /s/ P.G. van der Linde  
Name: P.G. van der Linde  
Title: Senior Legal Counsel

Dated: April 16, 2015

*Signature page to Form 6-K*

This Report contains the following:

Exhibit

No.

- 1.1 Underwriting Agreement among ING Groep N.V. and Citigroup Global Markets Inc., ING Financial Markets LLC, J.P. Morgan Securities LLC and UBS Securities LLC, as representatives of the several underwriters named therein, dated April 9, 2015.
- 4.1 Capital Securities Indenture between ING Groep N.V. and The Bank of New York Mellon, London Branch, as Trustee, dated April 16, 2015.
- 4.2 First Supplemental Indenture between ING Groep N.V. and The Bank of New York Mellon, London Branch, as trustee, dated April 16, 2015, in respect of 6.000% Perpetual Additional Tier 1 Contingent Convertible Capital Securities.
- 4.3 Second Supplemental Indenture between ING Groep N.V. and The Bank of New York Mellon, London Branch, as trustee, dated April 16, 2015, in respect of 6.500% Perpetual Additional Tier 1 Contingent Convertible Capital Securities.
- 4.4 The form of Global Note for the \$1,000,000,000 6.000% Perpetual Additional Tier 1 Contingent Convertible Capital Securities (incorporated by reference to Exhibit A to Exhibit 4.2 above).
- 4.5 The form of Global Note for the \$1,250,000,000 6.500% Perpetual Additional Tier 1 Contingent Convertible Capital Securities (incorporated by reference to Exhibit A to Exhibit 4.3 above).
- 5.1 Opinion of Linklaters LLP as to the validity of the securities (Dutch law).
- 5.2 Opinion of Sullivan & Cromwell LLP as to the validity of the securities (New York law).
- 8.1 Opinion of PwC Belastingadviseurs N.V. as to certain matters of Dutch taxation.
- 8.2 Opinion of Sullivan & Cromwell LLP as to certain matters of U.S. taxation.