

ING GROEP NV  
Form 6-K  
March 29, 2017

**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 March 29, 2017**  
**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202880) OF ING GROEP N.V. AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

This Report contains the following:

Exhibit

- | No. |   |
|-----|---|
| 1.1 | Underwriting Agreement among ING Groep N.V. and BNP Paribas Securities Corp., Goldman, Sachs & Co., HSBC Securities (USA) Inc., ING Financial Markets LLC and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein, dated March 21, 2017. |
| 4.1 | Senior Debt Securities Indenture between ING Groep N.V. and The Bank of New York Mellon, London Branch, as Trustee, dated March 29, 2017.   |
| 4.2 | First Supplemental Indenture between ING Groep N.V. and The Bank of New York Mellon, London Branch, as trustee, dated March 29, 2017, in respect of 3.150% Fixed Rate Senior Notes due 2022, 3.950% Fixed Rate Senior Notes due 2027 and Floating Rate Senior Notes due 2022. |
| 4.3 | The form of Global Note for the \$1,500,000,000 3.150% Fixed Rate Senior Notes due 2022 (incorporated by reference to Exhibit A-1 to Exhibit 4.2 above).  |
| 4.4 | The form of Global Note for the \$1,500,000,000 3.950% Fixed Rate Senior Notes due 2027 (incorporated by reference to Exhibit A-2 to Exhibit 4.2 above).  |
| 4.5 | The form of Global Note for the \$1,000,000,000 Floating Rate Senior Notes due 2022 (incorporated by reference to Exhibit A-3 to Exhibit 4.2 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.  |

**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/ K.I.D. Tuinstra  
Name: K.I.D. Tuinstra  
Title: Authorized Officer

By: /s/ P.G. van der Linde  
Name: P.G. van der Linde  
Title: Authorized Officer

Dated: March 29, 2017

*Signature page to Form 6-K*