

ROYAL BANK OF SCOTLAND GROUP PLC
Form 6-K
November 30, 2017

FORM 6-K
SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934

For the month of November 2017
Commission File Number: 001-10306

The Royal Bank of Scotland Group plc

RBS, Gogarburn, PO Box 1000
Edinburgh EH12 1HQ

(Address of principal executive offices)

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): _____

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

The following information was issued as Company announcements in London, England and is furnished pursuant to General Instruction B to the General Instructions to Form 6-K:

Exhibit No. 1 Director/PDMR Shareholding dated 8 November 2017

Exhibit No. 2 Total Voting Rights dated 30 November 2017

Exhibit No. 1

8 November 2017

The Royal Bank of Scotland Group plc

Legal Entity Identifier: 2138005O9XJIJN4JPN90

INITIAL NOTIFICATION OF TRANSACTIONS OF PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY ("PDMRs") IN ACCORDANCE WITH ARTICLE 19 OF THE EU MARKET ABUSE REGULATION 596/2014

The Royal Bank of Scotland Group plc (the "Company") announces that ordinary shares of £1 each in the 1. Company ("Shares") (ISIN: GB00B7T77214) were delivered to PDMRs on 7 November 2017, as set out below.

The Shares delivered represent payment of a fixed share allowance for the six month period ending 31 December 2017 and have been calculated using a share price of £2.8232.

The number of Shares delivered, the number of Shares withheld to meet associated tax liabilities and the number of Shares retained by each PDMR is as follows:-

| Name of PDMR | Position of PDMR | No. of Shares delivered | No. of Shares withheld to satisfy associated tax liability | No. of Shares retained |
|----------------|---|-------------------------|--|------------------------|
| Mark Bailie | Chief Operating Officer | 141,684 | 66,592 | 75,092 |
| Helen Cook | Chief HR Officer | 37,635 | 17,689 | 19,946 |
| Chris Marks | Chief Executive, NatWest Markets | 141,684 | 66,592 | 75,092 |
| Les Matheson | Chief Executive, Personal & Business Banking | 106,263 | 49,944 | 56,319 |
| Ross McEwan | Chief Executive | 177,104 | 83,239 | 93,865 |
| Simon McNamara | Chief Administrative Officer | 115,118 | 54,106 | 61,012 |
| Alison Rose | Chief Executive, Commercial & Private Banking | 132,828 | 62,430 | 70,398 |
| David Stephen | Chief Risk Officer | 123,973 | 58,268 | 65,705 |
| Ewen Stevenson | Chief Financial Officer | 141,684 | 66,592 | 75,092 |
| David Wheldon | Chief Marketing Officer | 39,849 | 18,730 | 21,119 |

The above transactions took place outside of a trading venue. The market price used to determine the number of Shares withheld to meet associated tax liabilities was £2.764. Shares retained after payment of associated tax liabilities will be held on behalf of PDMRs in the Computershare Retained Share Nominee account and will be released in instalments over a three year period.

2.

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The Company announces that on 8 November 2017 Ross McEwan, Chief Executive, transferred 30,664 Shares to charity for nil consideration. The transfer is in line with the commitments Mr McEwan made in February 2015 and February 2016 to transfer all of his 2015 fixed share allowance and half of his 2016 fixed share allowance to charity. Following the transfer to charity, Mr McEwan has relinquished all legal and beneficial rights to such Shares. The transfer took place outside of a trading venue.

For further information contact:-

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+44(0)131 523 4205

Exhibit No. 2

The Royal Bank of Scotland Group plc
Total Voting Rights - Conformity with the Disclosure Guidance and Transparency Rules

In conformity with the Disclosure Guidance and Transparency Rules, The Royal Bank of Scotland Group plc ('RBSG') hereby notifies the following in respect of its issued share capital with voting rights as at 30 November 2017:-

| Share Class and nominal value | Number of Shares issued | Voting rights per share | Total Voting rights - 30 November 2017 |
|---|-------------------------|-------------------------|---|
| Ordinary shares of £1 | 11,962,296,936 | 4 | 47,849,187,744 |
| 11% Cumulative Preference Shares of £1 | 500,000 | 4 | 2,000,000 |
| 5.5% Cumulative Preference Shares of £1 | 400,000 | 4 | 1,600,000 |
| Total: | 11,963,196,936 | | 47,852,787,744 |

of which none are held in Treasury.

Shareholders may use the above figures for their calculations to determine whether they are required to notify their interest in, or a change to their interest in the Company under the FCA's Disclosure Guidance and Transparency Rules.

Legal Entity Identifier: 213800509XJIJN4JPN90

Date: 30 November 2017

THE ROYAL BANK OF SCOTLAND GROUP plc (Registrant)

By: /s/ Jan Cargill

Name: Jan Cargill

Title: Deputy Secretary