

RBS Holdings N.V.
Form 15-15D
December 22, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION

UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 333-108304

RBS Holdings N.V.

(Exact name of registrant as specified in its charter)

GUSTAV MAHLERLAAN 350, AMSTERDAM, NETHERLANDS 1082 ME, NETHERLANDS

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

4.65% Subordinated Notes due 2018

(Title of each class of securities covered by this Form)

N.A.

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | |
|----------------------|----|
| Rule 12g-4(a)(1) | x |
| Rule 12g-4(a)(2) | .. |
| Rule 12h-3(b)(1)(i) | .. |
| Rule 12h-3(b)(1)(ii) | .. |
| Rule 15d-6 | .. |

Approximate number of holders of record as of the certification or notice date: 77

Pursuant to the requirements of the Securities Exchange Act of 1934, RBS Holdings N.V. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: December 19, 2016 RBS Holdings N.V.

By: /s/ G.G. Gorter
Name: G.G. Gorter
Title: Company Secretary

