

ROYAL BANK OF SCOTLAND GROUP PLC
Form SC 13D/A
August 11, 2015

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

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 2)**

The Royal Bank of Scotland Group plc

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

G76891111

(CUSIP Number)

Stephen Parker

1 Horse Guards Road

London

SW1A 2HQ

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(+44) 20 7270 5666

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

August 6, 2015

(Date of Event Which Requires Filing of this Statement)

HM Treasury;

UK Financial 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 Services 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: NOTIFICATION OF MAJOR INTEREST IN SHARES(i)

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached: (ii)

The Royal Bank of Scotland Group plc

2 Reason for the notification (please tick the appropriate box or boxes):

An acquisition or disposal of voting rights

An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached

An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments

An event changing the breakdown of voting rights

Other (please specify):

3. Full name of person(s) subject to the notification obligation: (iii)

The Solicitor for the Affairs of Her Majesty's Treasury

4. Full name of shareholder(s) (if different from 3.):(iv)

5. Date of the transaction and date on which the threshold is crossed or reached: (v)

6 August 2015

6. Date on which issuer notified:

6 August 2015

7. Threshold(s) that is/are crossed or reached: (vi), (vii)

Crossed percentage thresholds of 52% and 73%

8. Notified details:**A: Voting rights attached to shares (viii), (ix)**

| Class/type of shares | Situation previous to the triggering transaction | | Number of shares | Resulting situation after the triggering transaction | | | |
|---------------------------------|--|-------------------------|------------------|--|----------------|------------------------|----------|
| | Number of Shares | Number of Voting Rights | | Number of voting rights | | % of voting rights (x) | |
| if possible using the ISIN CODE | | | Direct | Direct (xi) | Indirect (xii) | Direct | Indirect |
| GB00B7T77214 | 3,964,483,519 | 15,857,934,076 | 3,334,483,519 | 13,337,934,076 | | 51.53% | |

B: Qualifying Financial Instruments**Resulting situation after the triggering transaction**

| Type of financial instrument | Expiration date (xiii) | Exercise/ Conversion Period (xiv) | Number of voting rights that may be acquired if the instrument is exercised/ converted. | % of voting rights |
|------------------------------|------------------------|-----------------------------------|---|--------------------|
| | | | | |

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments (xv), (xvi)**Resulting situation after the triggering transaction**

| Type of financial instrument | Exercise price | Expiration date (xvii) | Exercise/ Conversion period (xviii) | Number of voting rights instrument refers to | % of voting rights (xix), (xx) | |
|------------------------------|-------------------------------|------------------------|-------------------------------------|---|--------------------------------|-------|
| | | | | | Nominal | Delta |
| Series 1 class B shares | £5.00 (subject to adjustment) | | Anytime | Up to 20,400,000,000 (depending on extent of conversion into ordinary shares) | | |

Total (A+B+C)

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| Number of voting rights | Percentage of voting rights |
|-------------------------|-----------------------------|
| 33,737,934,076 | 72.89% |

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable:
(xxi)

UK Financial 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 with Her Majesty's Treasury).

The solicitor for the affairs of Her Majesty's Treasury is acting as nominee for Her Majesty's Treasury.

Proxy Voting:

10. Name of the proxy holder:

11. Number of voting rights proxy holder will cease to hold:

12. Date on which proxy holder will cease to hold voting rights:

13. Additional information:

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

14. Contact name:

James Neilson

15. Contact telephone number:

+44 (0)20 7270 5813

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: August 11, 2015

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

By: /s/ Suzanne Kantor
Name: Suzanne Kantor
Title: Deputy Director

UK Financial Investments Ltd

By: /s/ Oliver Holbourn
Name: Oliver Holbourn
Title: Head of Market Investments (UKFI)