

CREDIT SUISSE GROUP AG

Form S-8 POS

May 22, 2017

As filed with the Securities and Exchange Commission on May 22, 2017

**Registration No. 333-217856**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**CREDIT SUISSE GROUP AG**

(Exact Name of Registrant as Specified in Its Charter)

**Canton of Zurich, Switzerland 98-0215385**

(State or Other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification No.)

**Paradeplatz 8**

**CH 8001 Zurich, Switzerland**

**+41 44 212 1616**

(Address and telephone number of Registrant's principal executive offices)

**2017 Rights Offering**

(Full Title of the Plan)

**Lawrence Young**

**General Counsel**

**Credit Suisse (USA), Inc.**

Eleven Madison Avenue

New York, NY 10010

(212) 325-2000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Romeo Cerutti**

**General Counsel**

**Credit Suisse Group AG**

Paradeplatz 8

CH 8001 Zurich, Switzerland

+41 44 212 1616

**René Bösch**

**Homburger AG**

**Prime Tower**

Hardstrasse 201

CH 8005 Zurich, Switzerland

+ 41 43 222 10 00

**David I. Gottlieb**

**Cleary Gottlieb Steen & Hamilton LLP**

One Liberty Plaza

New York, New York 10006

(212) 225-2000

**EXPLANATORY NOTE**

On May 10, 2017, Credit Suisse Group AG, a company incorporated under the laws of Switzerland (the “Registrant”) filed a Registration Statement on Form S-8 (File No. 333-217856) (the “Registration Statement”). This Post-Effective Amendment No. 1 (the “Post-Effective Amendment”) to the Registrant’s Registration Statement is being filed to include an updated opinion of Homburger AG with respect to the legality of the securities being registered attached as Exhibit 5.1 hereto. No awards were granted in reliance on the Registration Statement between the filing of the Registration Statement and the filing of this Post-Effective Amendment. Consequently, Exhibit 5.1 to this Post-Effective Amendment supersedes Exhibit 5.1 to the Registration Statement in all respects.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Zurich, Switzerland, on May 22, 2017.

**CREDIT SUISSE GROUP AG**

By /s/ Tidjane Thiam

Name: Tidjane Thiam

Title: *Chief Executive Officer*

By /s/ David Mathers

Name: David Mathers

Title: *Chief Financial Officer*

Pursuant to the requirements of the Securities Act, this post-effective amendment to the registration statement has been signed by the following persons in the following capacities on May 22, 2017.

**Signatures            Title**

/s/ Tidjane Thiam Chief Executive Officer  
**Tidjane Thiam** (Principal Executive Officer)

/s/ David Mathers Chief Financial Officer  
**David Mathers** (Principal Accounting Officer)

\* Chairman of the Board of Directors  
**Urs Rohner**

\* Vice Chair of the Board of Directors  
**Richard E. Thornburgh**

\* Director  
**Iris Bohnet**

\* Director  
**Andreas Gottschling**

\* Director  
**Alexander Gut**

\* Director  
**Andreas N. Koopmann**

\* Director  
**Seraina (Maag) Macia**

\* Director  
**Kai S. Nargolwala**

\* Director  
**Joaquin J. Ribeiro**

\* Director  
**Severin Schwan**

\* Director  
**John Tiner**

\* Director  
**Alexandre Zeller**

\* By: /s/ David Mathers

Name: David Mathers

Title: *Attorney-in-fact*

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following person in the following capacity on May 22, 2017.

CREDIT SUISSE (USA), INC.

By /s/ Lawrence Young Authorized Representative in the United States

Name: Lawrence Young

Title: *General Counsel*

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description of Document</b>	<b>Method of filing</b>
4.1	Invitation to the Extraordinary General Meeting of Shareholders of Credit Suisse Group AG	Previously filed
5.1	Opinion of Homburger AG with respect to the legality of the securities being registered	Filed herewith
15.1	Letter of KPMG AG concerning unaudited interim financial statements of Credit Suisse Group AG	Filed herewith
23.1	Consent of KPMG AG	Filed herewith
23.2	Consent of Homburger AG	Included in exhibit 5.1 filed herewith
24.1	Power of Attorney	Previously filed