

ROYAL BANK OF SCOTLAND PLC
Form 8-A12B
September 08, 2010

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20459

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

The Royal Bank of Scotland Group plc
The Royal Bank of Scotland plc
(Exact name of registrant as specified in its charter)

United Kingdom (State of incorporation or organization)	None (I.R.S. Employer Identification No.)
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RBS Gogarburn PO Box 1000
Edinburgh EH12 1HQ
United Kingdom
(Address of principal executive offices)

Title of each class to be so registered	Name of each exchange on which each class is to be registered
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Senior Floating Rate Notes due August 23, 2013 3.400% Senior Notes due August 23, 2013 5.625% Senior Notes due August 24, 2020	New York Stock Exchange
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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. : x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. o

Securities Act registration statement file numbers to which this form relates:
333-162219-01 and 333-162219

Securities to be registered pursuant to Section 12(g) of the Act: None.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

The Registrant has filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933 a prospectus supplement dated August 17, 2010 (the "August 17 Prospectus Supplement") and a prospectus supplement dated August 20, 2010 (the "August 20 Prospectus Supplement"), each to a Prospectus dated May 18, 2010 (the "Prospectus") relating to the securities to be registered hereunder. The Registrant incorporates by reference the Prospectus, the August 17 Prospectus Supplement and the August 20 Prospectus Supplement to the extent set forth below.

Item 1. Description of Registrant's Securities to be Registered

The information required by this item is incorporated herein by reference to the information contained in the sections captioned "Description of Debt Securities" on pages 3 through 12 of the Prospectus, and "Description of the Senior Notes" on pages S-6 through S-8 and "Certain U.K. and U.S. Federal Tax Consequences", on pages S-9 through S-11 of the August 17 Prospectus Supplement and the August 20 Prospectus Supplement.

Item 2. Exhibits

- 4.1 Amended and Restated Senior Debt Indenture, among the Registrant, as issuer, the Royal Bank of Scotland Group plc, as guarantor, and The Bank of New York, as Trustee, dated as of August 13, 2010 (the "Indenture") incorporated herein by reference to Exhibit 4.1 of the Form 6-K filed with the Commission on August 13, 2010.
- 4.2 Form of Global Notes relating thereto.
- 4.3 Officer's Certificates of the Registrant pursuant to Section 3.01 of the Indenture setting forth the terms of the Notes.
- 99.1 Prospectus, August 17 Prospectus Supplement and the August 20 Prospectus Supplement (incorporated herein to the extent provided above by reference to the Registrant's filings under Rule 424(b) filed with the Commission on May 18, 2010, August 18, 2010, and August 23, 2010, respectively).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on behalf by the undersigned, thereunto duly authorised.

The Royal Bank of
Scotland plc

Registrant

/s/ Jan Cargill
Name: Jan Cargill
Title: Authorised
Signatory

The Royal Bank of
Scotland Group plc

/s/ Jan Cargill
Name: Jan Cargill
Title: Authorised
Signatory

September 8, 2010

EXHIBIT INDEX

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