

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

