

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

