

ROYAL BANK OF SCOTLAND GROUP PLC  
Form 6-K  
May 31, 2012

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

---

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

May 31, 2012

---

The Royal Bank of Scotland Group plc

Gogarburn  
PO Box 1000  
Edinburgh EH12 1HQ  
Scotland  
United Kingdom

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):  
82- \_\_\_\_\_

This report on Form 6-K shall be deemed incorporated by reference into the company's Registration Statement on Form F-3 (File Nos. 333-162219 and 333-162219-01) and to be a part thereof from the date which it was filed, to the extent not superseded by documents or reports subsequently filed or furnished.



EXPLANATORY NOTE

The registrant is filing the following opinions of counsel solely for incorporation into its Registration Statement on Form F-3 (File Nos. 333-162219 and 333-162219-01):

- 5.1 Opinion of Davis Polk & Wardwell LLP, U.S. counsel to the Issuer and the Guarantor, with respect to the validity of the Securities under New York law.
  - 5.2 Opinion of Dundas & Wilson CS LLP, Scottish counsel to the Issuer and the Guarantor with respect to the Securities, as to certain matters under Scots law.
-

SIGNATURE

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

The Royal Bank of Scotland Group plc  
(Registrant)

By: /s/ Robert Hammer  
Name: Robert Hammer  
Title: Authorized  
Signatory

May 31, 2012

---