

CITIZENS FINANCIAL GROUP INC/RI  
Form 8-K  
October 09, 2014

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

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FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 8, 2014

CITIZENS FINANCIAL GROUP, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation )

001-36636  
(Commission File No.)

05-0412693  
(IRS Employer  
Identification No.)

One Citizens Plaza  
Providence, RI  
(Address of principal executive offices)

02903  
(Zip code)

Registrant's telephone number, including area code: (401) 456-7000

Not Applicable  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 8.01

Other Events.

On October 8, 2014, Citizens Financial Group, Inc. issued a press release announcing the close of its planned \$334 million capital exchange transaction with its majority shareholder, The Royal Bank of Scotland Group plc.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01

Financial Statements and Exhibits.

(d) Exhibit 99.1 Citizens Financial Group, Inc. Press Release dated October 8, 2014

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SIGNATURES

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 hereunto duly authorized.

CITIZENS FINANCIAL GROUP, INC.

By: /s/ John Fawcett  
John Fawcett  
Chief Financial Officer

Date: October 8, 2014

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EXHIBIT INDEX

Exhibit Number Description

99.1 Citizens Financial Group, Inc. Press Release dated October 8, 2014

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