

RBS Holdings N.V.
Form S-8 POS
December 01, 2016

As filed with the Securities and Exchange Commission on December 1, 2016 Registration No. 333-84044

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 2

TO

FORM S-8

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

RBS Holdings N.V.

(Exact name of registrant as specified in its charter)

| | |
|---|--|
| The Netherlands (State or other jurisdiction of incorporation or organization) | Not Applicable (IRS Employer Identification No.) |
|---|--|

Gustav Mahlerlaan 350, 1082 ME Amsterdam, The Netherlands

(Address of principal executive offices)

**ABN AMRO Key
Employee Equity Programme
with Co-Investment Plan**

and

ABN AMRO Incorporated

US Retention Plan

(Full title of the plan)

**CT Corporation System
111 Eighth Ave.**

New York, NY 10011

(212) 894-8940]

(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Copies to:

Sonia Gilbert, Esq.

Clifford Chance, London

10 Upper Bank Street

**London, E14 5JJ
DX:149120 Canary Wharf 3
United Kingdom**

+(44) (20) 7006 1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 126-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 2 relates to the Registration Statement on Form S-8, Registration No. 333-84044, filed on March 8, 2002 and amended on November 2, 2005 (the “Registration Statement”), registering units issuable pursuant to the ABN AMRO Key Employee Equity Programme with Co-Investment Plan (the “Co-Investment Plan”) for a maximum aggregate offering price of \$200 million and units issuable pursuant to the ABN AMRO Incorporated US Retention Plan (the “Retention Plan” and, together with the Co-Investment Plan, the “Plans”) for a maximum aggregate offering price of \$51 million.

RBS Holdings N.V., formerly known as ABN AMRO Holding N.V. (the “Registrant”), is no longer issuing securities pursuant to the Plans. In accordance with the Registrant's undertaking in Part II, Item 9 of the Registration Statement, the Registrant is filing this amendment to remove from registration by means of this post-effective amendment any and all securities originally reserved for issuance under the Plans and registered under the Registration Statement that remain unsold or unissued as of the date hereof. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of all such securities.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant, RBS Holdings N.V., certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Amsterdam, The Netherlands, on the 28th day of November, 2016.

RBS HOLDINGS N.V.

(Registrant)

By: /s/ Cornelis Visscher

Name: Cornelis
Visscher

Title: Board member

By: /s/ Gino Gorter

Name: Gino
Gorter

Title: Company
secretary

Pursuant to the requirements of the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of the Registrant, has signed this Post-Effective Amendment No. 2 to the Registration Statement in New York, New York on November 28, 2016.

By: /s/ Caitlin Behrens

Caitlin Behrens as the duly authorized
representative of the Registrant
in the United States

No other person is required to sign this Post-Effective Amendment No. 2 to the Registration Statement in reliance upon Rule 478 of the Securities Act.