

ING GROEP NV  
Form 6-K  
January 21, 2010

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 6-K**  
**Report of Foreign Private Issuer**  
**Pursuant to Rule 13a-16 or 15d-16**  
**of the Securities Exchange Act of 1934**  
**For December 16, 2009**  
**Commission File Number 1-14642**  
**ING Groep N.V.**  
Amstelveenseweg 500  
1081-KL Amsterdam  
The Netherlands

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).

---

This Report contains a copy of the following:

(1) The Press Release issued on December 16, 2009.

Page 2 of 5

---

**CORPORATE COMMUNICATIONS**

**PRESS RELEASE**

Amsterdam, 16 December 2009

**ING announces rights issue take up of 97.0%**

**STRONG INVESTOR SUPPORT FOR ING S EUR 7.5 BILLION RIGHTS ISSUE**

1,715,046,546 new (depository receipts for) shares subscribed for through the exercise of rights

Subscriptions represent take up of 97.0%

Rump offering of 53.4 million new (depository receipts for) shares to take place today  
ING announced today that it has received subscriptions for 1,715,046,546 new (depository receipts for) shares through the valid exercise of rights related to its EUR 7.5 billion rights issue. In the rights issue ING will issue 1,768,412,544 (depository receipts for) shares (the offer shares); therefore the take up represents approximately 97.0% of the offer shares. The subscription period for the rights ended yesterday, 15 December 2009 at 15:00 hours (CET).

Today, 53,365,998 offer shares for which subscriptions have not been received during the subscription period (the rump shares) will be offered for sale by Goldman Sachs, ING Bank and J.P. Morgan as joint global coordinators and joint bookrunners, on behalf of a syndicate of banks (the underwriters) by way of private placements to certain institutional investors outside the United States and through a public offering in the United States. The price will be determined following a bookbuilding exercise (the rump offering).

The rump offering is expected to end no later than 17:30 hours (CET) today. If the aggregate proceeds of the rump shares offered and sold in the rump offering, after deduction of selling expenses (including any value added tax), exceed the aggregate subscription price for the offer shares by more than EUR 0.01 per unexercised right, the excess amount will, subject to certain conditions, be paid as follows: each holder of a right that was not exercised will be entitled to receive a part of the excess amount in cash, in proportion to the number of unexercised rights reflected in such holder's securities account.

ING cannot guarantee that the rump offering will be successfully completed. Neither ING, nor the underwriters or any purchaser of rump shares will be responsible for any lack of excess amount arising from any placement of the rump shares in the rump offering. ING will not be entitled to receive any part of the excess amount.

As announced on 27 November 2009 in connection with the rights issue, ING has sold 34.3 million rights it received on (depository receipts for) shares held in the delta hedge portfolio, which is used to hedge employee options. The rights were sold through private placements at an average price of EUR 1.85 per right. ING used the proceeds to partially fund the purchase of 10.4 million (depository receipts for) shares at a price of EUR 6.55 per share. These transactions were executed in order to maintain ING's economic position in the delta hedge book.

Following the rights issue, ING will have 3,831,560,513 shares outstanding. Trading in the offer shares on Euronext Amsterdam and Euronext Brussels is expected to commence on 21 December 2009. Trading in the newly issued American depository shares on the New York Stock Exchange is expected to commence on 21 December 2009.

**Press enquiries**

Frans Middendorff

+31 20 541 6516

[Frans.Middendorff@ing.com](mailto:Frans.Middendorff@ing.com)

Raymond Vermeulen

+31 20 541 5682

[Raymond.Vermeulen@ing.com](mailto:Raymond.Vermeulen@ing.com)

**Investor enquiries**

ING Group Investor Relations

+31 20 541 5460

[Investor.relations@ing.com](mailto:Investor.relations@ing.com)

## **ING PROFILE**

ING is a global financial institution of Dutch origin offering banking, investments, life insurance and retirement services. As of 30 September 2009, ING served more than 85 million private, corporate and institutional clients in more than 40 countries. With a diverse workforce of about 110,000 people, ING is dedicated to setting the standard in helping our clients manage their financial future.

## **IMPORTANT LEGAL INFORMATION**

Certain of the statements contained herein are statements of future expectations and other forward-looking statements. These expectations are based on management's current views and assumptions and involve known and unknown risks and uncertainties. Actual results, performance or events may differ materially from those in such statements due to, among other things, (i) general economic conditions, in particular economic conditions in ING's core markets, (ii) performance of financial markets, including developing markets, (iii) the implementation of ING's restructuring plan to separate banking and insurance operations, (iv) changes in the availability of, and costs associated with, sources of liquidity, such as interbank funding, as well as conditions in the credit markets generally, including changes in borrower and counterparty creditworthiness, (v) the frequency and severity of insured loss events, (vi) mortality and morbidity levels and trends, (vii) persistency levels, (viii) interest rate levels, (ix) currency exchange rates, (x) general competitive factors, (xi) changes in laws and regulations, (xii) changes in the policies of governments and/or regulatory authorities, (xiii) conclusions with regard to purchase accounting assumptions and methodologies, (xiv) changes in ownership that could affect the future availability to us of net operating loss, net capital loss and built-in loss carryforwards, and (xv) ING's ability to achieve projected operational synergies. ING assumes no obligation to update any forward-looking information contained in this document.

### **General, no offer**

Not for release, publication or distribution, directly or indirectly, in or into Australia, Canada, Japan, their territories and possessions. The release, publication or distribution of this document in certain jurisdictions may be restricted by law or regulations. Therefore, persons in such jurisdictions in which this document is released, published or distributed must inform themselves about and observe such restrictions.

The issue, exercise and sale of rights which may have been attributed in the rights offering ( subscription rights ) and the subscription and purchase of bearer depositary receipts in respect of shares of the Company ( shares ) are subject to specific legal and/or regulatory restrictions in certain jurisdictions. The Company assumes no responsibility in the event there is a violation by any person of such restrictions.

This document does not constitute an offer to sell, or the solicitation of an offer to buy or subscribe for, any securities, and cannot be relied on for any investment contract or decision. In connection with the offering of the securities referred to in this document, a prospectus within the meaning of Art. 13 of the EC Directive 2003/71/EC of the European Parliament and Council dated November 4, 2003 (the Prospectus Directive ) has been published by the Company (the Prospectus ). All investment is subject to risk. The value of the securities offered may go down as well as up. Past performance is no guarantee of future returns. Any investment decision regarding any subscription rights or shares should only be made on the basis of the Prospectus, and investors are advised to consult with their bank, broker or investment advisor before taking any such investment decision. The approved Prospectus has been notified by the Netherlands Authority for the Financial Markets (Stichting Autoriteit Financiële Markten) to the competent authorities in other jurisdictions in accordance with Article 18 of the Prospectus Directive. Copies of the prospectus may be obtained at no cost through the website of Euronext Amsterdam by NYSE Euronext (Dutch residents only) and the website of the Company at [www.ing.com/rightsissue](http://www.ing.com/rightsissue).

### **European Economic Area**

The Company will not authorize any offer to the public of shares or subscription rights in any Member State of the European Economic Area other than the Netherlands and any other jurisdiction into which the prospectus for the offering of shares or subscription rights has been passported. With respect to each Member State of the European Economic Area other than the Netherlands (and any other jurisdiction into which the prospectus for the offering of shares or subscription rights has been passported) and which has implemented the Prospectus Directive (each, a Relevant Member State ), no action has been undertaken to date to make an offer to the public of shares or subscription rights requiring a publication of a prospectus in any Relevant Member State.

**Notice to U.S. Persons**

This document shall not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction. ING will arrange to send you the prospectus filed with the Securities and Exchange Commission if you request it by writing to Georgeson Inc., 199 Water Street 26th Floor, New York, NY 10038, Attn. ING Group, or by calling toll-free +1-888-877-5426.

Page 4 of 5

---

**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.

ING Groep N.V.  
(Registrant)

By: /s/ H. van Barneveld  
H.van Barneveld  
General Manager Group Finance &  
Control

By: /s/ W.A. Brouwer  
W.A. Brouwer  
Assistant General Counsel

Dated: December 16, 2009

Page 5 of 5