

ING GROEP NV  
Form 6-K  
June 17, 2008

**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 June 17, 2008**

**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):

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**THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333-130040) OF THE ING GROEP N.V. AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.**

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This Report contains a copy of the following:

Exhibit Number	Description
1.1	The Underwriting Agreement between ING Groep N.V., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., ING Financial Markets LLC and Morgan Stanley & Co. Incorporated, as representatives of the several underwriters named therein, dated June 10, 2007.
4.1	The Form of Eighth Supplemental Indenture between ING Groep N.V. and The Bank of New York, as trustee, including the Form of ING Perpetual Capital Hybrid Security.

**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/ Romke van der Weerd

Name: Romke van der Weerd  
Title: Head of Corporate Treasury

By: /s/ Cornelis Blokbergen

Name: Cornelis Blokbergen  
Title: Head of Corporate Legal  
Department

Dated: June 17, 2008

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