

Royal Bank of Scotland N.V.
Form 8-A12B
December 07, 2010

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

RBS HOLDINGS N.V.

THE ROYAL BANK OF SCOTLAND N.V.
(Exact name of registrant as specified in its charter)

The Netherlands
(State of incorporation or organization)

N/A
(I.R.S. Employer Identification No.)

Gustav Mahlerlaan 10
1082 PP Amsterdam
The Netherlands
(Address of principal executive offices)

N/A
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

RBS US Large Cap TrendpilotTM
Exchange Traded Notes

NYSE Arca, Inc.

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. ☒ x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. ☐ o

Securities Act registration statement file number to which this form relates: 333-162193 and 333-162193-01 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

Item 1. Description of Registrant's Securities to be Registered.

The title of the class of securities to be registered hereunder is "RBS US Large Cap Trendpilot™ Exchange Traded Notes" (the "ETNs"). A description of the ETNs is set forth under the (i) the section captioned "Description of Debt Securities" in the registrants' Prospectus, dated April 2, 2010 (the "Base Prospectus"), which relates to the registrants' registration statement on Form S-3 (Nos. 333-162193 and 333-162193-01), as supplemented by (ii) the description of the ETNs contained in the Pricing Supplement to be filed on or about December 6, 2010 pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which contains the final terms and provisions of the ETNs and is hereby deemed to be incorporated by reference into this Registration Statement and to be a part hereof. The outstanding principal amount of the securities registered hereby may be increased from time to time in the future due to further issuances of securities of the series having substantially the same terms. If any such additional securities are issued, a pricing supplement relating to them will be filed with the Securities and Exchange Commission and will be incorporated herein by reference. The securities registered hereby are, and any additional securities registered hereby in the future will be, all part of a single series as described in the documents referenced above.

Item 2. Exhibits.

1. Indenture, dated as of September 15, 2006, among The Royal Bank of Scotland N.V. (formerly known as ABN AMRO Bank N.V.), as issuer, RBS Holdings N.V. (formerly known as ABN AMRO Holding N.V.), as guarantor, Citibank, N.A., as securities administrator, and Wilmington Trust Company, as trustee, incorporated by reference to Exhibit 4.1 to the registrants' Registration Statement filed on Form S-3 (file Nos. 333-162193 and 333-162193-01) on September 29, 2009.

2. Form of note representing the ETNs.
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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrants have duly caused this registration statement to be signed on their behalf by the undersigned, thereto duly authorized.

RBS HOLDINGS N.V.

Date: 6 December 2010

By: /s/ P.A. van der Harst
Name: P.A. van der Harst
Title: Chief Financial Officer

THE ROYAL BANK OF SCOTLAND N.V.

Date: 6 December 2010

By: /s/ P.A. van der Harst
Name: P.A. van der Harst
Title: Chief Financial Officer
