

Lloyds Banking Group plc
Form 8-A12B
January 11, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20459

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

**PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Lloyds Banking Group plc

(Exact name of registrant as specified in its charter)

United Kingdom

(State of incorporation
or organization)

25 Gresham Street

London EC2V 7HN

United Kingdom

(Address of principal executive offices)

Title of each class to be so registered

4.344% Fixed Rate Subordinated Debt Securities due 2048

None

(I.R.S. Employer

Identification No.)

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

New York Stock Exchange

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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), 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), check the following box: o

Securities Act registration statement file number to which this form relates: 333-211791

Securities to be registered pursuant to Section 12(g) of the Act: None.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

The Registrant has filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, the prospectus supplement dated January 4, 2018 (the "Prospectus Supplement") to a base prospectus dated June 2, 2016 (the "Prospectus") relating to the securities to be registered hereunder. The Registrant incorporates by reference the Prospectus and the Prospectus Supplement to the extent set forth below.

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

The information required by this item is incorporated herein by reference to the information contained in the sections captioned "Description of Debt Securities" on pages 3 through 14 of the Prospectus, "Description of the Subordinated Notes" on pages S-16 through S-26 and "Certain U.K. and U.S. Federal Tax Consequences" on pages S-27 through S-30 of the Prospectus Supplement.

Item 2. Exhibits

- 4.1 Subordinated Debt Securities Indenture between Lloyds Banking Group plc, as issuer, and The Bank of New York Mellon acting through its London branch, as trustee, dated as of November 4, 2014 (incorporated herein by reference from Exhibit 4.1 to the Form 8-A12B filed with the Commission on November 4, 2014).
- 4.2 Seventh Supplemental Indenture to the Subordinated Debt Securities Indenture between Lloyds Banking Group plc, as Issuer, and The Bank of New York Mellon acting through its London Branch, dated as of January 9, 2018 (incorporated herein by reference from Exhibit 4.1 to the Form 6-K filed with the Commission on January 9, 2018).
- 4.3 Form of Global Note for the 4.344% Fixed Rate Subordinated Debt Securities due 2048.
- 99.1a Prospectus (incorporated herein to the extent provided above by reference to the Registrant's filing under Rule 424(b) on June 2, 2016).
- 99.1b Prospectus Supplement (incorporated herein to the extent provided above by reference to the Registrant's filings under Rule 424(b) on January 8, 2018).

SIGNATURE

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

Lloyds Banking Group plc

/s/ Peter Green

Name: Peter Green

Title: Head of Public Senior Funding & Covered Bonds, Capital Markets Issuance

January 11, 2018