

Lloyds Banking Group plc  
Form 6-K  
March 17, 2015

FORM 6-K

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

---

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE  
SECURITIES EXCHANGE ACT OF 1934

For March 17, 2015

Commission File Number: 333-189150

LLOYDS BANKING GROUP PLC  
5th Floor  
25 Gresham Street  
London EC2V 7HN  
United Kingdom

---

(Address of principal executive offices)

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):

EXPLANATORY NOTE

In connection with the issuance by Lloyds Bank plc of \$1,000,000,000 aggregate principal amount of 1.750% Senior Notes due 2018, \$1,000,000,000 aggregate principal amount of 2.400% Senior Notes due 2020 and \$500,000,000 Floating Rate Notes due 2018 fully and conditionally guaranteed by Lloyds Banking Group plc, Lloyds Banking Group plc is filing the following documents solely for incorporation into the Registration Statement on Form F-3 (File Nos. 333-189150 and 333-189150-01):

Exhibit List

Exhibit

- | No. | Description   |
|-----|---|
| 1.1 | Underwriting Agreement, dated as of March 12, 2015  |
| 4.1 | Fourth Supplemental Indenture to the Subordinated Debt Securities Indenture between Lloyds Bank plc, as Issuer, Lloyds Banking Group plc, as Guarrantor and The Bank of New York Mellon acting through its London Branch, as Trustee, dated as of March 17, 2015. |
| 5.1 | Opinion of CMS Cameron McKenna LLP  |
| 5.2 | Opinion of Linklaters LLP   |
| 5.3 | Opinion of Davis Polk & Wardwell London LLP   |
-

SIGNATURES

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.

LLOYDS BANKING GROUP PLC  
(Registrant)

Date: March 17, 2015

By: /s/ Matthew Harrison  
Name: Matthew Harrison  
Title: Public Senior Funding &  
Covered Bonds Manager

---