

ING GROEP NV
Form 6-K
November 27, 2009

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**UNITED STATES
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 November 27, 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 ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333-155937) OF ING GROEP N.V. AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

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Signatures

Exhibit Index

EX-1.1: Underwriting Agreement dated as of October 25, 2009 among ING Groep N.V, Goldman Sachs International, ING Bank N.V. and J.P. Morgan Securities Ltd.

EX-1.1

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ING Groep N.V. is providing on this Form 6-K the Underwriting Agreement, dated as of October 25, 2009, entered into among ING Groep N.V., Goldman Sachs International, ING Bank N.V. and J.P. Morgan Securities Ltd.

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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: November 27, 2009

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Exhibit Index

Exhibit 1.1: Underwriting Agreement dated as of October 25, 2009 among ING Groep N.V, Goldman Sachs International, ING Bank N.V. and J.P. Morgan Securities Ltd.