

ABN AMRO HOLDING N V
Form SC TO-T/A
August 03, 2007

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Amendment No. 2

to

Schedule TO

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1)
OR 13(E)(1) OF THE SECURITIES EXCHANGE ACT OF 1934**

ABN AMRO Holding N.V.

(Name of Subject Company (Issuer))

RFS Holdings B.V.

Fortis N.V.

Fortis SA/NV

Fortis Nederland (Holding) N.V.

The Royal Bank of Scotland Group plc

Banco Santander Central Hispano, S.A.

Santander Holanda B.V.

(Name of Filing Person (Offeror))

**Ordinary Shares, nominal value €0.56 per share,
and American Depositary Shares, each of which represents one Ordinary Share**

(Title of Class of Securities)

000937102 (American Depositary Shares)

(CUSIP Number of Class of Securities)

RBS Gogarburn, PO Box 1000

Edinburgh EH12 1HQ

United Kingdom

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with copies to

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(Name, Addresses and Telephone Numbers of Persons Authorized to Receive Notices and Communications on Behalf of Filing Persons)

CALCULATION OF FILING FEE

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| Transaction Valuation(1) | Amount of Filing Fee(2) |
|--------------------------|-------------------------|
| \$28,312,666,479 | \$869,200 |

(1) Estimated for purposes of calculating the amount of the filing fee only. This amount is based upon the market value of the total number of ABN AMRO ordinary shares, nominal value €0.56 per share, estimated to be held by U.S. holders as of the date hereof (either directly or in the form of American depository shares, each of which represents one ABN AMRO ordinary share) to be acquired by RFS Holdings upon consummation of the offer if all such ABN AMRO ordinary shares and American depository shares are acquired in the offer and based on the average of the high and low prices of the ABN AMRO ordinary shares reported on Eurolist of Euronext Amsterdam N.V. on July 16, 2007 (€37.11) and the noon buying rate in New York City for cable transfers in euros as certified for customs purposes by the Federal Reserve Bank of New York on July 16, 2007, which was \$1.3785 per €1.00, and the average of the high and low prices of the ABN AMRO ADSs listed on the NYSE on July 16, 2007 (\$51.00).

(2) The amount of the filing fee, calculated in accordance with Rule 0-11(d) of the Securities Exchange Act of 1934, equals 0.00003070 of the transaction valuation.

☐ Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid.

Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$204,865.00

Form or Registration No: Form F-4

Filing Party: The Royal Bank of Scotland Group plc

Date Filed: July 20, 2007

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 2 amends Item 12 (but no other Items) of the Tender Offer Statement on Schedule TO (the "Schedule TO") originally filed on July 23, 2007 by RFS Holdings B.V. ("RFS Holdings"), Fortis N.V., Fortis SA/NV and Fortis Nederland (Holding) N.V. (together, "Fortis"), The Royal Bank of Scotland Group plc ("RBS"), Banco Santander Central Hispano, S.A. and Santander Holanda B.V. (together "Santander" and together with Fortis and RBS and, if the context so requires, RFS Holdings, the "Banks"), as amended on July 27, 2007. The Schedule TO relates to the third party tender offer (the "U.S. offer") to acquire (i) the outstanding ordinary shares, nominal value €0.56 per share ("ABN AMRO ordinary shares"), of ABN AMRO Holding N.V. ("ABN AMRO") that are held by U.S. holders (within the meaning of Rule 14d-1(d) under the U.S. Securities Exchange Act of 1934, as amended) and (ii) the outstanding American depository shares of ABN AMRO, each of which represents one ABN AMRO ordinary share ("ABN AMRO ADSs"), from all holders, wherever located. The U.S. offer is being made on the terms and subject to the conditions set forth in the prospectus dated July 23, 2007 (the "Prospectus") and the related Form of Acceptance, ADS Letter of Transmittal and Notice of Guaranteed Delivery. Concurrently with the U.S. offer, RFS Holdings is making an offer addressed to all holders of ABN AMRO ordinary shares who are located in the Netherlands and to all holders of ABN AMRO ordinary shares who are located outside of the Netherlands and the United States, if, pursuant to the local laws and regulations applicable to such holders, they are permitted to participate in such offer (the "Dutch offer"). Unless otherwise defined herein, capitalized terms used in this Amendment No. 2 shall have the meaning given to them in the Prospectus.

ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended to add the following:

- (a)(5)(xiv) Letter dated May 16, 2007 from Merrill Lynch International to Fortis N.V. and Fortis SA/NV (incorporated herein by reference to Exhibit 10.11 to Amendment No. 2 to the Registration Statement on Form F-4 filed by RBS on August 3, 2007)
- (a)(5)(xv) Transcript of remarks made by Sir Fred Goodwin to RBS employees, dated August 3, 2007 (incorporated herein by reference to the filing made by RBS on August 3, 2007 pursuant to Rule 425 under the Securities Act of 1933, as amended)

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

RFS HOLDINGS B.V.

By: /s/ KAREL DE BOECK
Name: Karel De Boeck
Title: Member of the
Executive Committee Fortis
Date: August 3, 2007

By: /s/ MARK FISHER
Name: Mark Fisher
Title: Director
Date: August 3, 2007

By: /s/ JOSÉ ANTONIO
ÁLVAREZ
Name: José Antonio Álvarez
Title: Director
Date: August 3, 2007

FORTIS N.V.

By: /s/ GILBERT MITTLER
Name: Gilbert Mittler
Title: Chief Financial Officer
Date: August 3, 2007

FORTIS SA/NV

By: /s/ GILBERT MITTLER
Name: Gilbert Mittler
Title: Chief Financial Officer
Date: August 3, 2007

**FORTIS NEDERLAND (HOLDING)
N.V.**

By: /s/ JOHANNES VAN
RUTTE
Name: Johannes Van Rutte
Title: Chairman of the
Executive Board
Date: August 3, 2007

**THE ROYAL BANK OF SCOTLAND
GROUP PLC**

By: /s/ MARK FISHER

Name: Mark Fisher
Title: Director
Date: August 3, 2007

**BANCO SANTANDER CENTRAL
HISPANO, S.A.**

By: /s/ JUAN GUITARD

Name: Juan Guitard
Title: Executive Vice
President, General Secretariat
Date: August 3, 2007

SANTANDER HOLANDA, B.V.

By: /s/ PABLO CASTILLA

Name: Pablo Castilla
Title: Director
Date: August 3, 2007

EXHIBIT INDEX

- (a)(1)(i) Form of Acceptance for ABN AMRO ordinary shares (incorporated herein by reference to Exhibit 99.5 to Amendment No. 1 to the Registration Statement on Form F-4 filed by RBS on July 23, 2007)
- (a)(1)(ii) ADS Letter of Transmittal (ABN AMRO ADSs) (incorporated herein by reference to Exhibit 99.1 to Amendment No. 1 to the Registration Statement on Form F-4 filed by RBS on July 23, 2007)
- (a)(1)(iii) Notice of Guaranteed Delivery (ABN AMRO ADSs) (incorporated herein by reference to Exhibit 99.2 to Amendment No. 1 to the Registration Statement on Form F-4 filed by RBS on July 23, 2007)
- (a)(1)(iv) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (ABN AMRO ADSs) (incorporated herein by reference to Exhibit 99.3 to Amendment No. 1 to the Registration Statement on Form F-4 filed by RBS on July 23, 2007)
- (a)(1)(v) Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (ABN AMRO ADSs) (incorporated herein by reference to Exhibit 99.4 to Amendment No. 1 to the Registration Statement on Form F-4 filed by RBS on July 23, 2007)
- (a)(4)(i) Prospectus dated July 23, 2007 (incorporated herein by reference to Amendment No. 1 to the Registration Statement on Form F-4 filed by RBS on July 23, 2007)
- (a)(5)(i)* Summary advertisement in *The Wall Street Journal* dated July 23, 2007
- (a)(5)(ii)* Translation of the text of the advertisement in the Dutch press announcing the commencement of the offer dated July 23, 2007
- (a)(5)(iii) Consortium and Shareholders' Agreement dated May 28, 2007 among The Royal Bank of Scotland Group plc, Banco Santander Central Hispano, S.A., Fortis N.V., Fortis SA/NV and RFS Holdings B.V. (incorporated herein by reference to Exhibit 10.1 to the Registration Statement on Form F-4 filed by RBS on July 20, 2007)
- (a)(5)(iv) Letter dated May 16, 2007 from Merrill Lynch International to Fortis N.V. and Fortis SA/NV (incorporated herein by reference to Exhibit 10.2 to the Registration Statement on Form F-4 filed by RBS on July 20, 2007)
- (a)(5)(v) Letter dated May 28, 2007 from Merrill Lynch International to The Royal Bank of Scotland plc (incorporated herein by reference to Exhibit 10.3 to the Registration Statement on Form F-4 filed by RBS on July 20, 2007)
- (a)(5)(vi) Letters dated May 5, 2007 from Dresdner Bank AG to Banco Santander Central Hispano, S.A. (incorporated herein by reference to Exhibit 10.4 to the Registration Statement on Form F-4 filed by RBS on July 20, 2007)
- (a)(5)(vii) Letters dated May 5, 2007 from Calyon Sucursal en España to Banco Santander Central Hispano, S.A. (incorporated herein by reference to Exhibit 10.5 to the Registration Statement on Form F-4 filed by RBS on July 20, 2007)
- (a)(5)(viii) Letters dated May 14, 2007 from ING Bank N.V. to Banco Santander Central Hispano, S.A. (incorporated herein by reference to Exhibit 10.6 to the Registration Statement on Form F-4 filed by RBS on July 20, 2007)

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- (a)(5)(ix) Letter dated May 27, 2007 from Merrill Lynch International to Banco Santander Central Hispano, S.A. (incorporated herein by reference to Exhibit 10.7 to the Registration Statement on Form F-4 filed by RBS on July 20, 2007)
 - (a)(5)(x) Letter dated June 22, 2007 from Calyon Sucursal en España to Banco Santander Central Hispano, S.A. (incorporated herein by reference to Exhibit 10.8 to the Registration Statement on Form F-4 filed by RBS on July 20, 2007)
 - (a)(5)(xi) Letter dated June 22, 2007 from Dresdner Bank AG to Banco Santander Central Hispano, S.A. (incorporated herein by reference to Exhibit 10.9 to the Registration Statement on Form F-4 filed by RBS on July 20, 2007)
 - (a)(5)(xii) Letter dated June 22, 2007 from ING Bank N.V. to Banco Santander Central Hispano, S.A. (incorporated herein by reference to Exhibit 10.10 to the Registration Statement on Form F-4 filed by RBS on July 20, 2007)
 - (a)(5)(xiii)** Banco Santander Central Hispano, S.A. press release dated July 27, 2007 announcing Santander's EGM approves financing for the acquisition of ABN assets
 - (a)(5)(xiv) Letter dated May 16, 2007 from Merrill Lynch International to Fortis N.V. and Fortis SA/NV (incorporated herein by reference to Exhibit 10.11 to Amendment No. 2 to the Registration Statement on Form F-4 filed by RBS on August 3, 2007)
 - (a)(5)(xv) Transcript of remarks made by Sir Fred Goodwin to RBS employees, dated August 3, 2007 (incorporated herein by reference to the filing made by RBS on August 3, 2007 pursuant to Rule 425 under the Securities Act of 1933, as amended)
 - (h)(i) Opinion of Linklaters LLP regarding certain United States federal income tax matters (incorporated herein by reference to Exhibit 8.1 to the Registration Statement on Form F-4 filed by RBS on July 20, 2007)
 - (h)(ii) Opinion of Linklaters LLP regarding certain U.K. tax matters (incorporated herein by reference to Exhibit 8.2 to the Registration Statement on Form F-4 filed by RBS on July 20, 2007)
 - (h)(iii) Opinion of Deloitte & Touche LLP regarding certain Dutch tax matters (incorporated herein by reference to Exhibit 8.3 to the Registration Statement on Form F-4 filed by RBS on July 20, 2007)
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*
Previously filed on July 23, 2007.

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Previously filed on July 27, 2007.

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SIGNATURE

EXHIBIT INDEX