

ING GROEP NV

Form S-8 POS

September 21, 2006

As filed with the Securities and Exchange Commission on September 21, 2006.

Registration No. 333-137354

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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POST EFFECTIVE AMENDMENT NO. 1 TO

### FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

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## ING GROEP N.V.

(Exact Name of Registrant as Specified in Its Charter)

## ING GROUP N.V.

(Translation of Registrant's Name into English)

**The Netherlands**

(State or Other Jurisdiction of  
Incorporation or Organization)

**1-14642**

(Commission File No.)

**Not Applicable**

(IRS Employer  
Identification Number)

**Amstelveenseweg 500,**

**1081 KL Amsterdam,**

**P.O. Box 810,**

**1000 AV Amsterdam,**

**The Netherlands**

(Address of Principal Executive Offices)

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**ING 401(k) Plan for ILIAC Agents**

(Full Title of Plan)

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**B. Scott Burton**

**Senior Vice-President**

**ING North America Insurance Corporation**

**5780 Powers Ferry Road, NW**

**Atlanta, Georgia 30237-4390**

**(770) 980-5662**

(Name, address and telephone number,

including area code, of agent for service)

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**EXPLANATORY NOTE**

This amendment relates to the registration statement on Form S-8 (File No. 333-137354) relating to the ING 401(k) Plan for ILIAC Agents, filed by ING Groep N.V. on September 15, 2006. The sole purpose of this amendment is to file the consent of Ernst & Young Accountants, which was inadvertently omitted from the original filing.

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**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Amsterdam, the Netherlands, on this 21st day of September, 2006.

ING GROEP N. V.

By: /s/ C. Maas  
Name: C. Maas  
Title: Vice Chairman of the Executive Board and  
  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated:

<b><u>Signature</u></b>	<b><u>Date</u></b>
/s/ Michel J. Tilmant Michel J. Tilmant	September 21, 2006
/s/ Cees Maas Cees Maas	September 21, 2006
/s/ Eric Boyer de la Giroday Eric Boyer de la Giroday	September 21, 2006
/s/ Dick Harryvan Dick Harryvan	September 21, 2006
/s/ Eli Leenaars Eli Leenaars	September 21, 2006
/s/ Thomas J. McInerney Thomas J. McInerney	September 21, 2006
/s/ Hans van der Noordaa Hans van der Noordaa	September 21, 2006
/s/ Jacques de Vaucleroy Jacques de Vaucleroy	September 21, 2006
/s/ J. H. van Barneveld J. H. van Barneveld	September 21, 2006

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By: /s/ Scott Burton  
Name: Scott Burton, as attorney-in-fact

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Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on this 21st day of September, 2006.

ING 401(k) PLAN FOR ILIAC AGENTS

By: ING U.S. Pension Committee

By: /s/ Darryl Harris  
Name: Darryl Harris  
Title: Chairman

Pursuant to the requirements of the Securities Act of 1933, the Authorized Representative has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, solely in its capacity as the duly authorized representative of ING Groep N.V. in the United States, in The City of Atlanta, State of Georgia, on September 21, 2006.

ING NORTH AMERICA INSURANCE CORPORATION

By: /s/ Scott Burton  
Name: Scott Burton  
Title: Authorized Signatory

**EXHIBIT INDEX**

Exhibit

Number

23.3

Consent of Ernst & Young Accountants.

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