

Lloyds Banking Group plc  
Form 6-K  
March 24, 2016

**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 24, 2016

Commission File Number: 333-189150

**LLOYDS BANKING GROUP PLC**

5<sup>th</sup> Floor  
25 Gresham Street

London EC2V 7HN  
United Kingdom

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(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

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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 Banking Group plc of \$1,500,000,000 aggregate principal amount of 4.650% Fixed Rate Subordinated Debt Securities due 2026, Lloyds Banking Group plc is filing the following documents solely for incorporation into the Registration Statement on Form F-3 (File No. 333-189150):

**Exhibit List**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Fourth 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, as Trustee, dated as of March 24, 2016
5.1	Opinion of CMS Cameron McKenna LLP
5.2	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 24, 2016 By: /s/ Matthew Harrison  
Name: Matthew Harrison  
Title: Manager, Capital Issuance & Structuring