

CITIZENS FINANCIAL GROUP INC/RI  
Form 8-A12B  
September 19, 2014

**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**CITIZENS FINANCIAL GROUP, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**DELAWARE**  
**(State of Incorporation or Organization)**

**05-0412693**  
**(I.R.S. Employer Identification No.)**

**One Citizens Plaza**  
**Providence, RI**  
**(Address of Principal Executive Offices)**

**02903**  
**(Zip Code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of Each Class</b>	<b>Name of Each Exchange on Which</b>
<b>to be so Registered</b> <b>Common Stock, par value \$0.01 per share</b>	<b>Each Class is to be Registered</b> <b>New York Stock Exchange</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.  x:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.  "

**Securities Act registration statement file number to which this form** 333-195900  
**relates:**

**(If applicable)**

**Securities to be registered pursuant to Section 12(g) of the Act: None**

**Item 1: Description of Registrant's Securities to be Registered**

The description under the heading "Description of Capital Stock" relating to the Registrant's Common Stock, \$0.01 par value per share (the "Common Stock"), in the Prospectus included in the Registrant's Registration Statement on Form S-1 (Registration No. 333-195900) (the "Registration Statement on Form S-1") filed with the Securities and Exchange Commission on May 12, 2014, as amended, and the description under the heading "Description of Capital Stock" relating to the Common Stock in the Registrant's final Prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, are incorporated herein by reference.

**Item 2: Exhibits**

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Citizens Financial Group, Inc.

By: /s/ Stephen T. Gannon  
Name: Stephen T. Gannon  
Title: General Counsel and Chief Legal  
Officer

Date: September 19, 2014