

AEGON NV
Form 8-A12B
April 11, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

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

AEGON N.V.

(Exact name of registrant as specified in its charter)

The Netherlands
(State or Other Jurisdiction of
Incorporation or Organization)

Not Applicable
(I.R.S. Employer
Identification Number)

AEGONplein 50

2501 CB The Hague

The Netherlands

(Address, including Zip Code, of principal executive offices)

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

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|--|
| 5.500% Fixed-to-Floating Rate Subordinated Notes due 2048 | New York Stock Exchange |

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

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 relates: **333-220276**

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

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The description of the securities to be registered by this Form 8-A is hereby incorporated by reference to the descriptions that appear under the captions (i) Description of Debt Securities in the prospectus dated August 31, 2017 and (ii) Description of the Subordinated Notes in the prospectus supplement dated April 3, 2018 (the Prospectus Supplement), both relating to the Registrant's Registration Statement on Form F-3 under the Securities Act of 1933, as amended, as filed with the Securities and Exchange Commission (the Commission) on August 31, 2017 (File No. 333-220276). On April 6, 2018 the Registrant filed with the Commission pursuant to Rule 424(b)(2) the Prospectus Supplement dated April 4, 2018, relating to the 5.500% fixed-to-floating rate subordinated notes due 2048 (the Subordinated Notes).

Item 2. Exhibits.

Exhibit

| No. | Description |
|------------|--|
| 1. | Indenture between AEGON N.V., AEGON Funding Corp., AEGON Funding Corp. II and The Bank of New York Mellon Trust Company, N.A., as successor to Citibank, N.A., as Trustee(1) |
| 2. | Ninth Supplemental Indenture, dated as of April 11, 2018, among AEGON N.V., The Bank of New York Mellon Trust Company, N.A. and Citibank, N.A.(2) |
| 3. | Form of Subordinated Note (3) |

(1) Incorporated by reference to Exhibit 4.3 to the Registration Statement on Form F-3 (File No. 333-71438) filed with the SEC on October 11, 2001.

(2) Incorporated by reference to Exhibit 4.1 to the Form 6-K furnished with the SEC on April 11, 2018.

(3) Incorporated by reference to Exhibit 4.2 to the Form 6-K furnished with the SEC on April 11, 2018.

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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.

AEGON N.V.

Date: April 11, 2018

By: /s/ J.O. van Klinken

Name: J.O. van Klinken

Title: Executive Vice President and General Counsel