

CREDIT SUISSE GROUP AG
Form 6-K
December 03, 2015

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

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

December 3, 2015

Commission File Number 001-15244

CREDIT SUISSE GROUP AG

(Translation of registrant's name into English)

Paradeplatz 8, 8001 Zurich, Switzerland
(Address of principal executive office)

Commission File Number 001-33434

CREDIT SUISSE AG

(Translation of registrant's name into English)

Paradeplatz 8, 8001 Zurich, Switzerland
(Address of principal executive office)

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

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):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

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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)(7):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

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This report is being filed by Credit Suisse Group AG and Credit Suisse AG and is hereby incorporated by reference into the Registration Statement on Form F-3 (file no. 333-202913) and the Registration Statements on Form S-8 (file no. 333-101259 and file no. 333-208152).

CREDIT SUISSE GROUP AG

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Media Release

Credit Suisse Group AG Announces Results of Rights Offering

Zurich, December 3, 2015 Credit Suisse Group AG has announced the results of the capital increase by way of a rights offering as approved by the shareholders at the Extraordinary General Meeting of November 19, 2015. By the end of the rights exercise period on December 3, 2015, 12:00 CET, 99.0% of the rights had been exercised and thus 258,445,328 newly issued registered shares were subscribed. We plan to sell in the market the 2,538,570 new registered shares that were not subscribed. The gross proceeds of the rights offering for Credit Suisse Group AG amount to CHF 4.7 billion.

In the context of the rights offering, existing shareholders of Credit Suisse Group AG were offered up to 260,983,898 newly issued registered shares with a nominal value of CHF 0.04 each. Shareholders of Credit Suisse Group AG were allotted one preemptive subscription right for each registered share they held on November 20, 2015, after close of trading. 13 preemptive subscription rights entitled the holder of such rights – subject to certain restrictions under applicable local laws – to purchase 2 new registered shares at the offer price of CHF 18 per share.

By the end of the rights exercise period on December 3, 2015, at 12:00 CET, preemptive subscription rights for 258,445,328 new registered shares had been validly exercised, which corresponds to 99.0% of the new registered shares offered. We plan to sell in the market 2,538,570 registered shares for which the preemptive subscription rights were not exercised.

The gross proceeds of the rights offering for Credit Suisse Group AG amount to CHF 4.7 billion. As a result of the rights offering, the number of registered shares of Credit Suisse Group AG in issue increased to 1,957,379,244. The share capital of Credit Suisse Group AG rose by CHF 10,439,355.92 from CHF 67,855,813.84 to CHF 78,295,169.76.

The listing and the first day of trading on the SIX Swiss Exchange of the newly issued registered shares

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from the rights offering, as well as the delivery of the new registered shares against payment of the offer price, are expected to take place on December 4, 2015.

The gross proceeds for Credit Suisse Group AG of the capital increase by way of a rights offering and the previously implemented capital increase by way of a private placement together amount to a total of CHF 6.0 billion. As a result of the two capital increases, Credit Suisse Group AG would have achieved as at the end of the third quarter of 2015 a pro forma Basel III look-through Common Equity Tier 1 (CET1) capital ratio of 12.2% and a pro forma Basel III look-through leverage ratio for Common Equity Tier 1 (CET1) capital of 3.5%, had the two capital increases taken place on that date and using year-end 2015 targets for risk-weighted assets and leverage exposure.

Information

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DISCLAIMER

Important note

This document is intended to provide information to the shareholders of Credit Suisse Group AG and the general public on the share capital increases voted at the Extraordinary General Meeting of Shareholders of Credit Suisse Group AG on November 19, 2015. This document is not an offer to sell or a solicitation of an offer to buy or subscribe for securities of Credit Suisse Group AG. This document is not a prospectus within the meaning of article 652a of the Swiss Code of Obligations, nor is it a listing prospectus as defined in the listing rules of the SIX Swiss Exchange AG or of any other exchange or regulated trading facility in Switzerland or a prospectus under any other applicable laws. Copies of this document may not be sent to jurisdictions, or distributed in or sent from jurisdictions, in which this is barred or prohibited by law. The information contained herein shall not constitute an offer to sell or the solicitation of an offer to buy, in any jurisdiction in which such offer or solicitation would be unlawful prior to registration, exemption from registration or qualification under the securities laws of any jurisdiction. A decision to participate in the rights offering of Credit Suisse Group AG that was put to the vote of the Extraordinary General Meeting of

Shareholders on November 19, 2015, should be based exclusively on the offering and listing prospectus published by Credit Suisse Group AG for such purpose and not on the basis of this document.

This document and the information contained herein is not for publication or distribution into the United States of America and should not be distributed or otherwise transmitted into the United States or to U.S. persons (as defined in the U.S. Securities Act of 1933, as amended (the “Securities Act”)) or publications with a general circulation in the United States. This document does not constitute an offer or invitation to subscribe for or to purchase any securities in the United States of America. The Shares referred to herein have not been and will not be registered under the Securities Act or the laws of any state and may not be offered or sold in the United States of America absent registration or an exemption from registration under Securities Act. There will be no public offering of the Shares in the United States of America.

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implementing measures in any Member State, the “Prospectus Directive”) is only addressed to qualified investors in that Member State within the meaning of the Prospectus Directive.

Statement regarding capital, liquidity and leverage

As of January 1, 2013, Basel 3 was implemented in Switzerland along with the Swiss “Too Big to Fail” legislation and regulations thereunder (in each case, subject to certain phase-in periods). As of January 1, 2015, the Bank for International Settlements (“BIS”) leverage ratio framework, as issued by the Basel Committee on Banking Supervision (“BCBS”), was implemented in Switzerland by FINMA. Our related disclosures are in accordance with our interpretation of such requirements, including relevant assumptions. Changes in the interpretation of these requirements in Switzerland or in any of our assumptions or estimates could result in different numbers from those shown in this presentation. Capital and ratio numbers for periods prior to 2013 are based on estimates, which are calculated as if the Basel 3 framework had been in place in Switzerland during such periods.

Unless otherwise noted, leverage exposure is based on the BIS leverage ratio framework and consists of period-end balance sheet assets and prescribed regulatory adjustments. Leverage amounts for 4Q14, which are presented in order to show meaningful comparative information, are based on estimates which are calculated as if the BIS leverage ratio framework had been implemented in Switzerland at such time. Beginning in 2015, the Swiss leverage ratio is calculated as Swiss total capital, divided by period-end leverage exposure. The look-through BIS tier 1 leverage ratio and CET1 leverage ratio are calculated as look-through BIS tier 1 capital and CET1 capital, respectively, divided by end-period leverage exposure.

Cautionary statement regarding forward-looking information

This publication contains forward-looking statements that involve inherent risks and uncertainties, and Credit Suisse Group AG might not be able to achieve the predictions, forecasts, projections and other outcomes Credit Suisse Group AG describes or implies in forward-looking statements. A number of important factors could cause results to differ materially from the plans, objectives, expectations, estimates and intentions Credit Suisse Group AG expresses in these forward-looking statements, including those Credit Suisse Group AG identifies in “Risk Factors” in its Annual Report on Form 20-F for the fiscal year ended December 31, 2014 and in “Cautionary statement regarding

forward-looking information” in its third quarter financial report 2015 filed with the US Securities and Exchange Commission, and in other public filings and press releases. Credit Suisse Group AG does not intend to update these forward-looking statements except as may be required by applicable law.

Stabilization Legend

Stabilization/FSA.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned, thereunto duly authorized.

CREDIT SUISSE GROUP AG and CREDIT SUISSE AG
(Registrants)

By: /s/ Urs Fankhauser
Urs Fankhauser
Managing Director

/s/ Claude Jehle
Claude Jehle
Director

Date: December 3, 2015