

ING GROEP NV  
Form 6-K  
August 19, 2008

**SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 6-K  
Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934  
For August 18, 2008  
Commission File Number 1-14642  
ING Groep N.V.  
Amstelveenseweg 500  
1081-KL Amsterdam  
The Netherlands**

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):

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):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If  Yes  is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b).

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This Report contains a copy of the following:

(1) The Press Release issued on August 18, 2008.

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**CORPORATE COMMUNICATIONS**

**PRESS RELEASE**

Amsterdam, 18 August 2008

**ING DIRECT closes Interhyp takeover bid with approx. 90% of shares tendered**

ING DIRECT N.V. announced today that its public takeover offer for Interhyp, Germany's largest independent residential mortgage distributor has closed.

ING DIRECT is very pleased with the outcome of this tender offer. 91.21 percent of Interhyp shares were tendered in total, giving ING DIRECT the desired controlling stake in the company.

The Interhyp public tender offer additional acceptance period expired last Wednesday, August 13<sup>th</sup>. Shareholders who tendered their shares to ING DIRECT by that date will be paid no later than eight banking days after that date.

ING DIRECT announced its intention to launch a public takeover bid for Interhyp on May 19<sup>th</sup>; that regulatory approval for the offer was received, on July 14<sup>th</sup>; and the start of the additional acceptance period on July 30<sup>th</sup>.

*For updates on ING DIRECT's public tender offer for Interhyp and the detailed offer document in English and German, please go to [www.ing-angebot.de](http://www.ing-angebot.de)*

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***About ING Group***

*ING is a global financial institution of Dutch origin offering banking, investments, life insurance and retirement services to over 85 million residential, corporate and institutional clients in more than 50 countries. With a diverse workforce of about 130,000 people, ING comprises a broad spectrum of prominent companies that increasingly serve their clients under the ING brand.*

***About ING DIRECT***

*ING DIRECT is the world's leading direct bank, offering a focused range of simple financial products, namely savings, mortgages, payment accounts and investment products, primarily via direct channels. ING DIRECT was established in Canada in April 1997, and has since successfully launched operations in Spain, Australia, France, USA, Italy, Germany, the UK and Austria. ING DIRECT's mission is to become the world's most preferred consumer bank through strengthening its core products and expanding geographically. It has consistently been one of the world's fastest growing banks, with leading positions in*

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*all markets in which it operates. With almost 21 million customers globally, the total client retail balance of ING DIRECT amounted to EUR 307 billion at the end of March 31 2008.*

***About Interhyp***

*With EUR 5.7 billion in new residential mortgage volume in 2007, Interhyp is Germany's leading independent residential mortgage distributor. Interhyp combines the power of the Internet with high quality mortgage advice. More than 250 mortgage consultants can choose among the products of more than 70 mortgage lenders to provide borrowers with rates that are significantly below those of traditional branch-based retail banks. In addition to its direct (internet and telephone-based) channel, Interhyp offers face-to-face advice in its offices in Augsburg, Berlin, Bielefeld, Bremen, Cologne, Dortmund, Dusseldorf, Essen, Frankfurt, Hamburg, Hanover, Karlsruhe, Leipzig, Mannheim, Munich, Nuremburg, Stuttgart and Wiesbaden.*

**SIGNATURE**

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.

ING Groep N.V.  
(Registrant)

By: /s/H. van Barneveld  
H. van Barneveld  
General Manager Group Finance &  
Control

By: /s/W.A. Brouwer  
W.A. Brouwer  
Assistant General Counsel

Dated: August 18, 2008

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