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

DIVISION OF
CORPORATION FINANCE

August 27, 2018

Deborah R. Meshulam, Esq.
DLA Piper LLP
500 Eighth Street, NW
Washington, DC 20004

Re: In the Matter of AEGON USA Investment Management, LLC, *et al.*
Aegon, N.V. – Waiver Request of Ineligible Issuer Status under Rule 405 of the Securities Act

Dear Ms. Meshulam:

This is in response to your letter dated July 5, 2018, written on behalf of Aegon, N.V. ("Aegon") and constituting an application for relief from Aegon being considered an "ineligible issuer" under clause (1)(vi) of the definition of ineligible issuer in Rule 405 of the Securities Act of 1933 ("Securities Act"). Aegon requests relief from being considered an ineligible issuer under Rule 405, due to the entry on August 27, 2018 of a Commission Order ("Order") pursuant to Section 15(b) of the Securities Exchange Act of 1934, Sections 203(e) and 203(k) of the Investment Advisers Act of 1940 ("Advisers Act"), and Section 9(f) of the Investment Company Act of 1940 ("Investment Company Act") against the following entities: Aegon USA Investment Management, LLC, Transamerica Asset Management, Inc., Transamerica Capital, Inc., and Transamerica Financial Advisors, Inc. ("Aegon Entities"). The Order requires that, among other things, the Aegon Entities cease and desist from committing or causing any violations and any future violations of 17(a)(2) of the Securities Act of 1933, Sections 204, 206(2) and 206(4) of the Advisers Act and Rules 204-2(a)(16), 206(4)-1(a)(5), 206(4)-7, and 206(4)-8 promulgated thereunder, and Section 15(c) of the Investment Company Act.

Based on the facts and representations in your letter, and assuming Aegon complies with the Order, we have determined that Aegon has made a showing of good cause under clause (2) of the definition of ineligible issuer in Rule 405 and that Aegon will not be considered an ineligible issuer by reason of the entry of the Order against the Aegon Entities. Accordingly, the relief described above from Aegon being an ineligible issuer under Rule 405 of the Securities Act is hereby granted. Any different facts from those represented or failure to comply with the terms of the Order would require us to revisit our determination that good cause has been shown and could constitute grounds to revoke or further condition the waiver. The Commission reserves the right, in its sole discretion, to revoke or further condition the waiver under those circumstances.

For the Commission, by the Division of Corporation Finance, pursuant to delegated authority.

Sincerely,

/s/

Tim Henseler
Chief, Office of Enforcement Liaison
Division of Corporation Finance

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July 5, 2018
VIA OVERNIGHT AND ELECTRONIC DELIVERY

Timothy Henseler, Esq.
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Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: In the Matter of Aegon USA Investment Management, LLC
Aegon, N.V. – Waiver Request of Ineligible Issuer Status Under Rule 405 of the Securities Act

Dear Mr. Henseler:

This letter is submitted on behalf of our client, Aegon N.V. ("Aegon" or "Parent Company"), a reporting company with a class of securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934, in connection with the resolution of the above-captioned administrative proceeding by the Securities and Exchange Commission (the "Commission") regarding Aegon USA Investment Management, LLC ("AUIM"), Transamerica Asset Management, Inc. ("TAM"), Transamerica Capital, Inc. ("TCI"), and Transamerica Financial Advisors, Inc. ("TFA") (collectively, the "Respondents").[1] AUIM and TAM are indirect, wholly-owned investment adviser subsidiaries of Aegon. TFA is also an indirect, wholly-owned subsidiary of Aegon and is dually registered with the Commission as a broker-dealer and an investment adviser. TCI is an indirect, wholly-owned broker-dealer subsidiary of Aegon. The proposed resolution includes the entry of a cease-and desist order against each of the Respondents (the "Order"), which is described below.

Aegon is a foreign private issuer with securities listed on the New York Stock Exchange. As indicated in its most recent Annual Report on Form 20-F, Aegon is a well-known seasoned issuer as defined in Rule 405 under the Securities Act of 1933 ("Securities Act.")

Pursuant to Rule 405 promulgated under the Securities Act, Aegon hereby respectfully requests that the Commission or the Division of Corporate Finance ("Division"), pursuant to delegated authority, determine that for good cause shown it is not necessary under the circumstances that Aegon be considered an "ineligible issuer" under Rule 405 and therefore waive the disqualification that will result when the Commission enters the Order. Aegon

[1] The resolution referenced in this letter will not become final until the terms are memorialized and approved by the Commission.

requests that this determination be effective upon entry of the Order against the Respondents in the above-referenced matter.

BACKGROUND

The Respondents have engaged in settlement discussions with the staff of the Division of Enforcement ("Staff") and as a result of these discussions have reached an agreement to resolve the above-captioned matter. Under the terms of the resolution, the Respondents have submitted an offer of settlement ("Offer") consenting to the entry of the Order without admitting or denying the matters set forth therein (other than those relating to the jurisdiction of the Commission over them and the subject matter solely for purposes of that action).

The Order will contain findings, neither admitted nor denied, that (i) between July 2011 and June 2015, the Respondents engaged in improper conduct while offering, selling and managing certain quantitative model based investment strategies offered through mutual funds, variable products and separately managed accounts (collectively the "Products and Strategies")[2]; (ii) the Respondents marketed certain of the Products and Strategies as using quantitative models which implied that the models worked but the Respondents launched the Products and Strategies without sufficiently confirming that the models worked as intended and without sufficiently disclosing risks associated with the use of models; (iii) TAM and AUIM did not, in 2011, fully disclose to investors who was managing certain Products; (iv) in September 2013, AUIM discovered errors in one of the models used with one product that rendered the model not fit for its purpose which led AUIM to stop using that model, yet AUIM did not disclose publicly the discovery of the errors or the decision to stop using that model; (v) TAM and AUIM also did not sufficiently establish controls to assess (a) whether one of the Products could support a publicly disclosed dividend yield goal and (b) whether ex-dividend dates were considered prior to the sale of that fund's holdings; (vi) in 2011, TAM and AUIM did not provide sufficient disclosures regarding volatility guidelines added to certain Products, and in the fall of 2013 did not disclose to investors in or the Board of Trustees of the affected Products an error in the implementation of the volatility guidelines discovered at that time; (vii) TFA relied upon marketing materials stating that AUIM would achieve the investment objectives of the Strategies through use of a quantitative model without sufficiently disclosing risks related to the use of a model or taking sufficient steps to verify that the models worked, and also, before adequately assessing F-Squared, allowed investors to access an F-Squared website that hosted F-Squared marketing materials containing a materially inflated, and hypothetical and back-tested performance track record; and (viii) the Respondents failed to adopt or implement compliance policies and procedures necessary to prevent violations of the Investment Advisers Act of 1940 ("Advisors Act"); and TFA also failed to make and keep required books and records documenting the basis for or the calculation of published performance or rate of return statements where the information came from third-party sources.

[2] As used herein, "Products" refers to investment strategies offered through mutual funds and variable products. "Strategies" refers to investment strategies offered through separately managed accounts.

The Order does not charge the Respondents with *scienter* based violations. The Order will note that the Respondents engaged in voluntary remedial acts to address the violations and also voluntarily retained a compliance consultant after the start of the Commission's investigation to review and recommend enhancements to the Respondents' relevant compliance policies and procedures currently and for two subsequent years.

The Order will censure each of the Respondents and require that (i) AUIM cease and desist from committing or causing any violations and any future violations of Section 17(a)(2) of the Securities Act, Sections 206(2) and 206(4) of the Advisers Act and Rules 206(4)-1(a)(5), 206(4)-7 and 206(4)-8 thereunder, and Section 15(c) of the Investment Company Act of 1940 ("ICA"); (ii) TAM cease and desist from committing or causing any violations and any future violations of Advisors Act Sections 206(2) and 206(4) and Rules 206(4)-7 and 206(4)-8 thereunder, and Section 15(c) of the ICA; (iii) TCI cease and desist from committing or causing any violations and any future violations of Section 17(a)(2) of the Securities Act; and (iv) TFA cease and desist from committing or causing any violations and any future violations of Advisors Act Sections 206(2), 204 and 206(4) and Rules 204-2(a)(16), 206(4)-1(a)(5), and 206(4)-7 thereunder. The Order will also require each of the Respondents to pay disgorgement, prejudgment interest and a penalty. The total amounts are $53.3 million in disgorgement, approximately $7.5 million in prejudgment interest and $36.3 million in penalties.

Effective December 1, 2005, the Commission reformed and revised the registration, communications and offering procedures under the Securities Act.[3] As part of these reforms, the Commission created a category of issuer defined under Rule 405 as a well-known seasoned issuer ("WKSI"). A WKSI is eligible under the rules, among other things, to register securities for offer and sale under an "automatic shelf registration statement," as so defined. A WKSI is also eligible for the benefits of a streamlined registration process including the use of non-term sheets in registered offerings pursuant to Rules 164 and 433 under the Securities Act. These benefits, however, are unavailable to issuers defined as "ineligible issuers"[4] under Rule 405.

As issuer is an "ineligible issuer," as defined under Rule 405, if, among other things, "[w]ithin the past three years . . . the issuer or any entity that at the time was a subsidiary of the issuer was made the subject of any judicial or administrative decree or order arising out of a governmental action that: (A) Prohibits certain conduct or activities regarding, including future violations of, the anti-fraud provisions of the federal securities laws; (B) Requires that the person cease and desist from violating the anti-fraud provisions of the federal securities laws; or (C) Determines that the person violated the anti-fraud provisions of the federal securities laws."[5]

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[3] Securities Offering Reform, Securities Act Release No. 8591, Exchange Act Release No. 52,056, Investment Company Act Release No. 26,993, 70 Fed. Reg. 44,722, 44,790 (Aug.3, 2005)

[4] This request for relief is not intended to be limited solely for the purpose of continuing to qualify as a WKSI, but for all purposes of the definition of "ineligible issuer" under Rule 405.

[5] Rule 405(1)(vi).

Notwithstanding the foregoing, the definition provides that an issuer "shall not be an ineligible issuer if the Commission determines, upon a showing of good cause, that it is not necessary under the circumstances that the issuer be considered an ineligible issuer."[6] The Commission has delegated authority to the Division of Corporation Finance to make such a determination pursuant to 17 CFR 200.30-1(a)(10).

Aegon understands that, under Rule 405, as a result of the entry of the Order, it will become an "ineligible issuer" for a period of three years, precluding it from qualifying as a WKSI and having the benefits of automatic shelf registration and other reforms available to WKSIs. It will also be ineligible to take advantage of all of the free writing prospectus reforms of Rules 164 and 433.

Consistent with the framework outlined in the Division's Revised Statement on Well-Known Seasoned Issuer Waivers (the "Revised Statement"), issued on April 24, 2014,[7] Aegon respectfully requests that the Commission of the Staff, by delegated authority, determine that it is not necessary for Aegon to be considered an ineligible issuer as a result of the Order.

REASONS FOR GRANTING A WAIVER

Aegon believes that, for the reasons described below, good cause exists such that it is not necessary under the circumstances that it be considered an ineligible issuer. Applying the ineligibility provisions to Aegon would be disproportionately and unduly severe.

a. Nature of Violation and Whether the Violation Casts Doubt on the Ability of the Issuer (Aegon) to Produce Reliable Disclosures to Investors.

Importantly, the conduct that will be described in the Order does not pertain to activities undertaken by Aegon in connection with its role as an issuer of securities or in its filings with the Commission. Aegon will not be alleged to have been a violator of the federal securities laws. The conduct related to disclosures that will be described in the Order did not involve material misstatements or omissions in Aegon's public disclosures and did not materially impact Aegon's financial statements. In addition, the Order will not find any weaknesses or violations associated with disclosure and other internal controls and procedures maintained by Aegon in connection with its preparation and review of its financial statements and Commission filings. The Order will not state that Aegon, its officers or directors had any involvement in the conduct at issue. Likewise, the Order will not find that any Aegon employee involved in or who had influence over Aegon's disclosures or the preparation of Aegon's financial statements participated in, knew or should have known about or ignored any red flags with respect to the misconduct

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[6] Rule 405(2)

[7] *See* http://www.sec.gov/divisions/corpfin/guidance/wksi-waivers-interp-031214.htm (the "2014 Statement").

described in the Order. No one responsible for the conduct described in the Order had any connection to Aegon's policies and procedures in connection with insuring accurate, current and future disclosures by Aegon as an issuer of securities in its filings with the Commission.

Rather, the Order will state that all of the pertinent conduct occurred at the Respondents, indirect subsidiaries of Aegon. The conduct described in the Order will relate to actions of the Respondents with respect to errors in the operation or implementation of models previously used by AUIM in certain investment strategies offered through mutual funds, underlying funds held by variable product subaccounts and separately managed accounts, as well as related disclosures. The Order specifically states that Aegon put in place a policy requiring its subsidiaries to test models prior to their use to manage assets and that AUIM, the Respondent whose employee developed the models at issue, did not follow that policy.

b. Non-Criminal/Non-Scienter Nature of the Order

The Order will not state that Aegon or the Respondents engaged in any conduct involving a criminal conviction and does not charge the Respondents with *scienter* based violations. The violations that will be described in the Order are only non-*scienter* based violations.

c. Persons Responsible for and Duration of the Conduct

As mentioned above, all of the pertinent conduct that the Order will describe occurred at the Respondents, and there will be no findings in the Order or otherwise that Aegon's officers, directors, or employees participated in or condoned any claimed misconduct. To the extent that there may be actions against individuals related to the conduct that will be described in the Order, those actions will involve only former employees of AUIM who ceased their relationship with AUIM no later than early 2015. For example, the AUIM portfolio manager who developed the models at issue is no longer with AUIM; he was terminated in August 2013. As discussed below in the Remedial Steps section, AUIM also made changes to its senior management.

The conduct at issue in the Order occurred from July 1, 2011 through June 30, 2015. Aegon notes, however, that during this period, AUIM began a model validation process and did validate some of the models used with the Products and Strategies involved in this matter. In addition, during this period the Respondents improved their compliance policies and procedures with respect to the conduct at issue. For example, TAM and TFA enhanced compliance policies and procedures related to sub-adviser and third party model manager oversight.

d. Remedial Steps

Aegon did not undertake any remedial measures itself because, as explained above, the conduct described in the Order did not involve Aegon or its disclosures. It did, however, support, monitor and assess the remedial steps taken by the Respondents to monitor the sufficiency of those actions.

Even before the entry of the Order, the Respondents voluntarily engaged in extensive remedial efforts to remedy the described violations and to prevent any recurrence. The Respondents have made a detailed submission of their remedial measures to the Staff. Some of the key steps are summarized below.

The Respondents retained an independent expert consultant, Berkeley Research Group, LLC, to conduct a comprehensive review of the models at issue and the impact of any errors. The Respondents also proactively retained an independent compliance consultant, Renaissance Regulatory Services, Inc., to conduct a comprehensive independent review and gap analysis related to each Respondents' compliance policies and procedures, internal controls and related practices relevant to the conduct that will be described in the Order. They have agreed to implement the recommendations of the compliance consultant. The Respondents have also voluntarily agreed to retain that compliance consultant for additional similar reviews to occur annually for two more years.

In addition, each of the Respondents has expanded its compliance resources and coordination through the centralization of certain compliance functions and the use of shared services to support individual firm compliance departments. The Respondents have also restructured and enhanced their supervision of advertising under a newly hired Director of Advertising. Enhanced policies and procedures related to advertising review include the development and implementation of content guidelines applicable to all advertising related to Transamerica products including guidelines related to the use of back-tested performance. The Respondents have also implemented an automated tool to facilitate oversight of the advertising review process and marketing materials.

Individually, the Respondents have taken additional remedial steps to prevent a recurrence of the described misconduct. AUIM has exited from the business at issue in this matter. In addition, AUIM has replaced the senior staff, including its President, Chief Investment Officer, Head of Investment Strategy (also a portfolio manager for the funds at issue), and Head of U.S. Fixed Income (lead portfolio manager for the funds at issue). AUIM has also hired additional personnel, including additional compliance personnel. The firm has enhanced its policies and procedures as well as its supervision of product development and implementation, investment management, prospectus review and marketing. AUIM has also implemented new policies relating to the use and oversight of models. AUIM has conducted extensive training on its new policies and procedures and on the matters that will be described in the Order.

TAM has adopted and implemented new policies and procedures to enhance its review and monitoring of sub-advisers. Those policies include specific policies related to the use of models by sub-advisers. TAM has also revised its due diligence processes to address the use of quantitative models by sub-advisers and has also implemented enhanced procedures to address prospectus disclosures related to investment strategies that use a disclosed quantitative model. The firm has implemented enhanced marketing review procedures which include monthly meetings of a Sales Literature Committee with TCI to review sub-adviser sales literature as well as weekly marketing meetings with TCI and bi-annual advertising review audits. The joint

committee includes legal, compliance, marketing and other staff to review marketing materials and marketing training needs. TAM has also expanded its compliance group and created a new compliance position, Director of Portfolio Risk.

TCI has also enhanced its marketing policies and procedures, including formation of the joint marketing group with TAM as discussed above. TCI has improved its marketing training procedures and had implemented a requirement that TAM pre-approve any wholesaler direct contact with portfolio managers. TCI has implemented centralized advertising guidelines and increased its review of marketing materials through the joint Sales Literature Review Group. TCI has also expanded its compliance procedures related to changes in fund strategies and the discontinuation of marketing materials. TCI has also expanded its supervisory procedures and training related to sub-adviser interactions including expanded compliance monitoring of portfolio manager/TCI wholesaler/adviser calls and through implementation of procedures related to training calls (which are recorded) to insure that TAM representatives are invited to those calls and that TCI compliance reviews the recording.

TFA has undergone a major restructuring which has substantially reduced the scope of its advisory business. It has also expanded due diligence procedures for third party model managers, including reviews at both the model manager, firm and strategy levels, quarterly questionnaires, site visits and implementation of additional procedures to insure that due diligence questionnaires are compared to Forms ADV to identify and address any inconsistencies. TFA has also implemented enhanced supervision of third party model managers including implementation of a risk ranking process for evaluating and monitoring such managers, monthly performance analysis and expanded coordination between ongoing due diligence and supervisory analysis. TFA has also expanded its procedures related to advertising review, including implementation of centralized advertising guidelines and related policies and formation of a working group to address advertising issues.

e. Prior Actions

Aegon has previously sought and been granted a waiver regarding its ineligible WKSI status in the following matter: *In re Transamerica Financial Advisors, Inc.*, FL-03794 (waiver granted June 24, 2014) related to TFA's failure between January 2009 and June 2013 to apply certain breakpoint discounts despite client requests for aggregation of accounts and failure to adopt and implement compliance policies and procedures to ensure that client fees were calculated as represented (the "TFA Matter"). There were no *scienter* based charges in that matter. The findings in the TFA Matter, which were neither admitted nor denied by TFA, describe conduct that is different than the conduct described in the Order.

The order in the TFA Matter made findings that TFA disclosed to its clients that they could aggregate certain related accounts to achieve breakpoint discounts which would reduce their advisory fees but TFA did not uniformly provide the discounts when clients requested aggregation of their accounts. Some clients received the discounts; others did not. As a result, some firm clients overpaid for advisory services. The order in the TFA Matter also found that TFA's policies and procedures did not adequately ensure that its investment adviser

representatives reduced advisory fees as required and also contained conflicting policies regarding the breakpoint discounts.

The Order in this matter does not involve any findings that advisory clients were not provided with breakpoint discounts or that their advisory fees were miscalculated in any way. The conduct as it relates to TFA concerns the firm's negligence related to its reliance on marketing materials containing disclosures regarding the AUIM models and separate F-Squared strategies. The Order's findings regarding TFA's compliance policies and procedures relate only to that subject.

Likewise, the Order as it relates to the other Respondents makes no findings that they failed to provide advisory fee discounts. Rather, as previously discussed, the Order describes conduct related the use of models in certain products and strategies, disclosures regarding the use of those models as well as issues related to identification of the portfolio manager and the calculation of dividends.

f. Impact on Aegon if the Request is Denied

As an ineligible issuer, Aegon would, among other things, lose the ability to:

(i) file automatic shelf registration statements to register an indeterminate amount of securities;

(ii) offer additional securities of the classes covered by a registration statement without filing a new registration statement;

(iii) include certain information omitted from the registration statement at the time of effectiveness through the filing of prospectus supplements or incorporated Exchange Act reports;

(iv) take advantage of the "pay as you go" filing fee payment process;

(v) qualify a new indenture under the Trust Indenture Act of 1939, if needed, without filing or having the Commission declare effective a new registration statement; and

(vi) use free writing prospectuses other than one that contains only a description of the terms of the offered securities or the offering itself.

Aegon is a global financial institution that relies on automatic shelf registration statements to conduct its day-to-day business transactions, including offers and sales of securities. For Aegon, the automatic shelf registration process provides an important method of accessing the capital markets, which is an essential source of funding for its global operations, in a timely and efficient manner. The ability of Aegon to avail itself of automatic shelf registration and the other benefits available to a WKSI is critical to Aegon's ability to raise capital and conduct its operations.

The impact on Aegon of a denial of this waiver request is potentially severe. Aegon currently has five existing shelf registrations on Form F-3, the most recent of which was filed in April 2018. Those combined shelf registrations have a notional value of $3 billion. Due to Aegon's allocation of approximately 60% of its balance sheet to US based enterprises, Aegon has a natural funding need for US dollars. Currently, Aegon carries the equivalent of roughly $7.5 billion in debt. As a result, Aegon needs financing and re-financing flexibility for roughly 60% of that debt, or $4.5 billion in US dollars, and denial of this request may prevent Aegon from efficiently funding its US operations. Denial of this waiver request would prevent Aegon from filing another registration statement as a "well-known seasoned issuer," which, as described above, would unduly burden Aegon's ability to raise capital and, at minimum, result in increased costs and expenses.

CONCLUSION

In light of these considerations, subjecting Aegon to ineligible status is not necessary under the circumstances, either in the public interest or for the protection of investors. This is especially true since the conduct involved in the administrative proceeding does not involve any conduct by Aegon and does not relate to any of its SEC filings.

Good cause exists for the grant of the requested relief. Aegon should not be considered an ineligible issuer under Rule 405 as a result of the anticipated Order.

We respectfully request that the Commission, or the Division, pursuant to its delegated authority, make that determination.

Please do not hesitate to contact me at the above listed telephone number if you should have any questions regarding this request.

Sincerely,

DLA Piper LLP (US)

Deborah R. Meshulam

Deborah R. Meshulam
Partner

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