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Received SEC

AUG 09 2016

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CERTIFIED  
001-37595

August 9, 2016

Chief, Information Technology  
Securities and Exchange Commission  
Division of Corporate Finance  
100 F Street, NE MS 3040  
Washington, DC 20549

To whom it may concern:

The New York Stock Exchange certifies its approval for listing and registration of the 2.875% Notes due 2021 of **Santander UK Group Holdings plc** under the Exchange Act of 1934.

Sincerely,