



Silvio Conte (Joe)
Head of Corporate Actions
Global Listings

New York Stock Exchange
11 Wall Street, 14th Floor
New York, NY 10005
T +1 212 656 5024
silvio.conte@nyse.com

January 12, 2016

Received SEC

JAN 12 2016

Washington, DC 20549

CERT NYS

File No. 001-37595

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 3.125% Notes due 2021 of **Santander UK Group Holdings plc** under the Exchange Act of 1934.

Sincerely,