

CREDIT SUISSE GROUP AG
Form 6-K
March 14, 2017

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**

March 14, 2017

Commission File Number 001-15244

CREDIT SUISSE GROUP AG

(Translation of registrant's name into English)

Paradeplatz 8, CH-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, CH-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.

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

THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED OR MAY HAVE QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7(1) OF THE MARKET ABUSE REGULATION (EU) 596/2014.

NOT FOR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS DOCUMENT (SEE "OFFER AND DISTRIBUTION RESTRICTIONS" BELOW)

Credit Suisse Securities (Europe) Limited Announces

Reference Yield and Total Consideration for the Any and All Offers

13 March 2017. In connection with its previously announced invitations to holders of certain outstanding securities as described in the table below (together the **Securities**, and each series of the Securities a **Series**) to tender any and all such Securities for purchase by the Offeror for cash (each such invitation an **Any and All Offer** and, together, the **Any and All Offers**), Credit Suisse Securities (Europe) Limited (the **Offeror***) announces today the Reference Yield and Total Consideration with respect to each Series of the Fixed Spread Securities (as defined in the Tender Offer Memorandum) in the table below.

This announcement does not contain the full terms and conditions of the Any and All Offers which are contained in the tender offer memorandum dated 3 March 2017 (the **Tender Offer Memorandum**) prepared by the Offeror. Holders of the Securities are advised to read carefully the Tender Offer Memorandum, copies of which are (subject to distribution restrictions) available from the Information and Tender Agents as set out below, and at the following web address: <http://www.lucid-is.com/cs>. Capitalised terms used in this announcement but not defined have the meanings given to them in the Tender Offer Memorandum.

* Together with the issuers of the Securities, as described in the Tender Offer Memorandum.

For the purposes of the relevant Any and All Offers in respect of each Series of the Fixed Spread Securities, the Price Determination Time was 10.00 a.m. (New York City time) today, 13 March 2017 (the **Price Determination Time**). The Total Consideration for each such Series has been determined by reference to the sum of (i) the fixed spread specified for the relevant Series in the table below and (ii) the yield (the **Reference Yield**) based on the bid side price of the Reference Treasury Security specified for the relevant Series in the table below, as reported on Bloomberg Reference Page PX1 at the Price Determination Time and specified in the table below, all as more fully described in the Tender Offer Memorandum.

Pricing of the Any and All Offers

	Issuer	ISIN / CUSIP Number	Fixed Spread	Reference Treasury Security	Reference Yield	Total Consideration ⁽¹⁾ ⁽²⁾
Title of Securities						
Floating Rate Notes due November 2017	Credit Suisse AG, acting through its London Branch	XS1319598188	Not Applicable	Not Applicable	Not Applicable	€1,005.00
Floating Rate Notes due December 2017	Credit Suisse AG, acting	XS1079975808	Not Applicable	Not Applicable	Not Applicable	€1,005.25

	through its London Branch Credit Suisse					
Floating Rate Notes due February 2018	AG, acting through its London Branch Credit Suisse	XS1366341433	Not Applicable	Not Applicable	Not Applicable	€1,005.75
6 per cent. Subordinated Notes due February 2018	AG, acting through its New York Branch Credit Suisse	US22541HCC43 / 22541HCC4	60 basis points	1.125 per cent. U.S. Treasury Notes due 28 February 2019	1.364 per cent.	U.S.\$1,036.47
5.60 per cent. Notes due July 2040	AG, acting through its London Branch Credit Suisse	XS0523210770	145 basis points	2.875 per cent. U.S. Treasury Notes due 15 November 2046	3.185 per cent.	U.S.\$1,135.51
1.64 per cent. Notes due June 2042	AG, acting through its London Branch Credit Suisse	XS0787882835	155 basis points	2.875 per cent. U.S. Treasury Notes due 15 November 2046	3.185 per cent.	U.S.\$549.91

(1) Per U.S.\$1,000 or €1,000, as applicable, in principal amount of the Securities. Interest accrued and unpaid on the relevant Securities from (and including) the immediately preceding interest payment date for such Securities to (but excluding) the applicable Settlement Date (**Accrued Interest**) will also be paid.

(2) The Total Consideration for each Series of the Fixed Spread Securities is based on the applicable Settlement Date being 15 March 2017.

The Any and All Offers are scheduled to expire at 12.00 noon (New York City time) on 13 March 2017, unless extended. Holders of the Securities who validly tender and do not validly withdraw their Securities will receive the Total Consideration in respect of any such Securities that are accepted for purchase by the Offeror pursuant to the Any and All Offers.

As promptly as practicable after the Expiration Deadline, the Offeror will announce whether it will accept, on the applicable Settlement Date, valid tenders of Securities for purchase pursuant to the Any and All Offers.

Holders are advised to read carefully the Tender Offer Memorandum for full details of, and information on the procedures for participating in, any Any and All Offer.

Credit Suisse Securities (Europe) Limited is acting as Dealer Manager, D.F. King & Co., Inc. is acting as U.S. Information and Tender Agent and Lucid Issuer Services Limited is acting as European Information and Tender Agent.

Questions and requests for assistance in connection with the Any and All Offers may be directed to the Dealer Manager:

The Dealer Manager
Credit Suisse Securities (Europe) Limited

One Cabot Square

London E14 4QJ

United Kingdom

Telephone:

Within the United States:

(800) 820-1653 (U.S. toll free)

(212) 538-2147 (Collect)

Outside the United States:

+44 20 7883 8763 / +44 20 7888 9350

Attention: Liability Management Group

Email: liability.management@credit-suisse.com

Questions and requests for assistance in connection with the delivery of Tender Instructions may be directed to the relevant Information and Tender Agent.

The Information and Tender Agents

*In respect of Securities held
in or through DTC:*

D.F. King & Co., Inc.

In respect of Securities held in or through

Euroclear or Clearstream, Luxembourg:

Lucid Issuer Services Limited

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48 Wall Street

New York, NY 10005

United States

Banks and Brokers (Collect):

+1 (212) 269 5550

All others (U.S. toll free):

+1 (800) 431 9643

Attention: Andrew Beck

Email: cs@lucid-is.com

By Facsimile Transmission: +1 (212) 709 3328

Confirmation by Telephone: +1 (212) 269 5552

Tankerton Works

12 Argyle Walk

London WC1H 8HA

United Kingdom

Telephone: +44 20 7704 0880

Attention: Paul Kamminga / Sunjeeve Patel

Email: cs@lucid-is.com

This announcement contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (MAR), encompassing information relating to the Any and All Offers described above and, insofar as it relates to such information, it is made on behalf of (i) Credit Suisse AG, acting through its London Branch, and (ii) Credit Suisse AG, acting through its New York Branch, in each case as Issuer of the relevant Series. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Gina Orlins, Managing Director, Co-Head of Global Execution at Credit Suisse AG.

DISCLAIMER This announcement must be read in conjunction with the Tender Offer Memorandum. The Tender Offer Memorandum contains important information which should be read carefully before any decision is made with respect to the Any and All Offers. If any Holder is in any doubt as to the content of this announcement or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Securities are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Securities pursuant to the Any and All Offers. None of the Offeror, the Dealer Manager, the Information and Tender Agents or any of the Issuers makes any recommendation as to whether Holders should tender Securities pursuant to the Any and All Offers.

OFFER AND DISTRIBUTION RESTRICTIONS

The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum comes are required by each of the Offeror, the Dealer Manager, the Issuers and the Information and Tender Agents to inform themselves about and to observe any such restrictions. Neither this announcement nor the Tender Offer Memorandum constitutes an offer to buy or the solicitation of an offer to sell Securities (and tenders of Securities in any Any and All Offer will not be accepted from Holders) in any circumstances in which such offer or solicitation is unlawful. In any jurisdiction where the securities, blue sky or other laws require an Any and All Offer to be made by a licensed broker or dealer and any of the Offeror's affiliates is such a licensed broker or dealer in such jurisdiction, such Any and All Offer shall be deemed to be made by such affiliate on behalf of the Offeror in such jurisdiction and, specifically, in any such jurisdiction located in the United States such Any and All Offer shall be deemed to be made by Credit Suisse Securities (USA) LLC.

Italy. None of the Any and All Offers, this announcement, the Tender Offer Memorandum or any other document or materials relating to the Any and All Offers have been or will be submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa (CONSOB)* pursuant to Italian laws and regulations. The Any and All Offers are being carried out in the Republic of Italy (**Italy**) as exempted offers pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the **Financial Services Act**) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended. Holders or beneficial owners of the Securities that are resident and/or located in Italy can tender the Securities for purchase in the Any and All Offers through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended from time to time) and in compliance with any other applicable laws and regulations and with requirements imposed by CONSOB or any other Italian authority. Each intermediary must comply with applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with the Securities or the Any and All Offers.

United Kingdom. This announcement and the Tender Offer Memorandum have been issued by Credit Suisse Securities (Europe) Limited (the **Offeror**) of One Cabot Square, London E14 4QJ, United Kingdom, which is

authorised and regulated by the Financial Conduct Authority (the **FCA**) of 25 The North Colonnade, London E14 5HS, United Kingdom. This announcement and the Tender Offer Memorandum are being distributed only to existing holders of the Securities, and are only addressed to such existing Holders in the United Kingdom where they would (if they were clients of the Offeror) be *per se* professional clients or *per se* eligible counterparties of the Offeror within the meaning of the FCA rules. Neither this announcement nor the Tender Offer Memorandum

is addressed to or directed at any persons who would be retail clients within the meaning of the FCA rules and any such persons should not act or rely on this announcement or the Tender Offer Memorandum. Recipients of this announcement or the Tender Offer Memorandum should note that the Offeror is acting on its own account in relation to the Any and All Offers and will not be responsible to any other person for providing the protections which would be afforded to clients of the Offeror or for providing advice in relation to the Any and All Offers.

In addition, the communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Any and All Offers has not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom, and the communication of such documents and/or materials as a financial promotion is only being made to (i) persons who are outside the United Kingdom, (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the **Financial Promotion Order**), (iii) persons falling within Article 43(2) of the Financial Promotion Order, or (iv) other persons to whom it may lawfully be communicated.

Belgium. The Any and All Offers are not being made, directly or indirectly, to the public in Belgium. None of this announcement, the Tender Offer Memorandum or any other document or material relating to the Any and All Offers has been submitted to or will be submitted for approval or recognition to the Belgian Financial Services and Markets Authority (*Autoriteit voor Financiële Diensten en Markten / Autorité des services marchés financiers*) and, accordingly, the Any and All Offers may not be made in Belgium by way of a public offering, as defined in Articles 3 and 6 of the Belgian Law of 1 April 2007 on public takeover bids as amended or replaced from time to time. Accordingly, the Any and All Offers may not be advertised and the Any and All Offers will not be extended, and none of this announcement, the Tender Offer Memorandum or any other document or material relating to the Any and All Offers (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than "qualified investors" in the sense of Article 10 of the Belgian Law of 16 June 2006 on the public offer of investment instruments and the admission to trading of investment instruments on a regulated market (as amended from time to time), acting on their own account. Insofar as Belgium is concerned, this announcement and the Tender Offer Memorandum have been issued only for the personal use of the above qualified investors and exclusively for the purpose of the Any and All Offers. Accordingly, the information contained in this announcement and the Tender Offer Memorandum may not be used for any other purpose or disclosed to any other person in Belgium.

France. The Any and All Offers are not being made, directly or indirectly, to the public in the Republic of France (**France**). None of this announcement, the Tender Offer Memorandum or any other document or material relating to the Any and All Offers has been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*), other than individuals, acting for their own account, all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French *Code monétaire et financier*, are eligible to participate in the Any and All Offers. Neither this announcement nor the Tender Offer Memorandum have been or will be submitted for clearance to or approved by the *Autorité des Marchés Financiers*.

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/ Christian Schmid
Christian Schmid
Managing Director

/s/ Heidi Schmid Obrist
Heidi Schmid Obrist
Director

Date: March 14, 2017