

UBS Group AG
Form 6-K
January 22, 2019

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**

Date: January 22, 2019

UBS Group AG

Commission File Number: 1-36764

UBS AG

Commission File Number: 1-15060

(Registrants' Names)

Bahnhofstrasse 45, Zurich, Switzerland, and

Aeschenvorstadt 1, Basel, Switzerland

(Address of principal executive offices)

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Indicate by check mark whether the registrants file or will file annual reports under cover of Form 20 F or Form 40-F.

Form 20-F

Form 40-F

This Form 6-K consists of the 4Q18 UBS Group AG (consolidated) capital instruments and TLAC-eligible senior unsecured debt information, published today by the registrants, which appears immediately following this page.

UBS Group AG consolidated capital instruments and TLAC-eligible senior unsecured debt

Fourth quarter 2018

This document provides information about the treatment of capital instruments and other instruments contributing to the total loss-absorbing capacity (TLAC) of UBS Group AG consolidated under the Swiss SRB framework as of 31 December 2018.

Information on the Swiss SRB capital framework and on Swiss SRB going and gone concern requirements that are being phased in until the end of 2019 is provided in the “Capital management” section of our Annual Report 2017, available under “Annual reporting” at www.ubs.com/investors.

Capital instruments and TLAC-eligible senior unsecured debt as of 31 December 2018¹
USD million, except where indicated

| No. | Issuer | ISIN | Issue date | Outstanding amount as of 31.12.18 | Swiss SRB, incl. transitional arrangements | | Swiss SRB as of |
|-----|---|--------------|------------|-----------------------------------|--|---|---------------------------------|
| | | | | | Going concern Amount recognized | Gone concern ² Amount eligible for | Going concern Amount recognized |
| | | | | | in regulatory capital | the gone concern requirement | in regulatory capital |
| | | | | | as of 31.12.18 | as of 31.12.18 | as of 31.12.18 |
| 1 | UBS Group Funding (Switzerland) AG ³ | CH0271428317 | 19.02.15 | USD 1,250 | 1,235 | | 1,235 |
| 2 | UBS Group AG, Switzerland, or employing subsidiaries ⁴ | | 31.12.14 | USD 421 | 421 | | 421 |
| 3 | UBS Group AG, Switzerland, or employing subsidiaries ⁴ | | 31.12.15 | USD 466 | 466 | | 466 |
| 4 | UBS Group Funding (Switzerland) AG ³ | CH0317921697 | 21.03.16 | USD 1,500 | 1,454 | | 1,454 |
| 5 | UBS Group Funding (Switzerland) AG ³ | CH0331455318 | 10.08.16 | USD 1,100 | 1,053 | | 1,053 |
| 6 | UBS Group AG, Switzerland, or employing subsidiaries ⁴ | | 31.12.16 | USD 372 | 372 | | 372 |
| 7 | UBS Group Funding (Switzerland) AG ³ | CH0400441280 | 31.01.18 | USD 2,000 | 1,984 | | 1,984 |
| 8 | | | 31.12.17 | USD 370 | 370 | | 370 |

| | | | | | | |
|---|---|----------------------|-----------|--|---------------|---------------|
| | UBS Group AG, Switzerland, or employing subsidiaries ¹ | | | | | |
| 9 | UBS Group Funding (Switzerland) AG ³ | CH044735370428.11.18 | SGD 700 | | 520 | 520 |
| 10 | UBS Group Funding (Switzerland) AG ³ | CH028686402707.08.15 | USD 1,575 | | 1,540 | 1,540 |
| 11 | UBS Group AG, Switzerland, or employing subsidiaries ¹ | 31.12.18 | USD 376 | | 376 | 376 |
| Total high-trigger loss-absorbing additional tier 1 capital | | | | | 9,790 | 9,790 |
| 1 | UBS Group Funding (Switzerland) AG ³ | CH027142830919.02.15 | EUR 1,000 | | 1,162 | 1,162 |
| 2 | UBS Group Funding (Switzerland) AG ³ | CH027142833319.02.15 | USD 1,250 | | 1,207 | 1,207 |
| Total low-trigger loss-absorbing additional tier 1 capital¹ | | | | | 2,369 | 2,369 |
| Total additional tier 1 capital | | | | | 12,160 | 12,160 |
| Tier 2 capital | | | | | | |
| 1 | UBS Group AG, Switzerland, or employing subsidiaries ¹ | 31.12.13 | USD 431 | | 0 | |
| Total high-trigger loss-absorbing tier 2 capital¹ | | | | | 0 | |
| 1 | UBS AG, Switzerland, | US90261AAB8917.08.12 | USD 2,000 | | 1,156 | 771 |

| | | | | | |
|--|---|----------------------|-----------|--------------|------------|
| | Stamford branch | | | | |
| 2 | UBS AG, Switzerland | CH024410026615.05.14 | USD 2,500 | 2,492 | |
| 3 | UBS AG, Switzerland | CH023673382713.02.14 | EUR 2,000 | 2,359 | |
| Total low-trigger loss-absorbing tier 2 capital | | | | 6,008 | 771 |
| 1 | UBS AG, Switzerland, Jersey branch | XS033131305519.11.07 | GBP 130 | | 166 |
| 2 | UBS AG, Switzerland, New York branch | US870836AC7721.07.95 | USD 251 | | 250 |
| 3 | UBS AG, Switzerland, Jersey branch | XS006227058118.12.95 | GBP 61 | | 78 |
| 4 | UBS AG, Switzerland, New York branch | US870845AC8403.09.96 | USD 218 | | 199 |
| Total non-Basel III-compliant tier 2 capital | | | | | 693 |

Capital instruments and TLAC-eligible senior unsecured debt as of 31 December 2018¹

*USD million,
except where
indicated*

| No. | Issuer | ISIN | Issue date | Outstanding amount as of 31.12.18 | Swiss SRB, incl. transitional arrangements | | Swiss SRB as |
|-----|------------------------------------|-------------------------------|------------|-----------------------------------|--|---|---------------------------------|
| | | | | | Going concern Amount recognized | Gone concern ² Amount eligible for | Going concern Amount recognized |
| | | | | | in regulatory capital | the gone concern requirement | in regulatory capital |
| | | | | | as of 31.12.18 | as of 31.12.18 | as of 31.12.18 |
| 1 | UBS Group Funding (Switzerland) AG | 144A:24.09.15 US90351DAA54 | 24.09.15 | USD 1,500 | | 733 | |
| | | RegS: USG91703AA90 | | | | | |
| 2 | UBS Group Funding (Switzerland) AG | 144A:24.09.15 US90351DAC11 | 24.09.15 | USD 300 | | 150 | |
| | | RegS: USG91703AC56 | | | | | |
| 3 | UBS Group Funding (Switzerland) AG | 144A:05.04.16 US90351DAE76 | 05.04.16 | USD 1,000 | | 998 | |
| | | RegS: USG91703AJ00 | | | | | |
| 4 | UBS Group Funding (Switzerland) AG | 144A:05.04.16 US90351DAD93 | 05.04.16 | USD 2,000 | | 1,939 | |
| | | RegS: USG91703AH44 | | | | | |
| 5 | UBS Group Funding (Switzerland) AG | 144A:10.08.16 US90351DAG25 | 10.08.16 | USD 500 | | 502 | |
| | | RegS: USG91703AL55 | | | | | |
| 6 | UBS Group Funding (Switzerland) AG | 144A:10.08.16 US90351DAH08 | 10.08.16 | USD 2,000 | | 1,902 | |
| | | RegS: USG91703AM39 | | | | | |
| 7 | | CH0310451841 | 22.02.16 | CHF 300 | | 306 | |

| | | | | |
|----|---|-----------------------|----------|--------------|
| | UBS Group Funding (Switzerland) AG | | | |
| 8 | UBS Group Funding (Switzerland) AG | CH0359915425 | 20.03.17 | EUR 1,750 |
| | | | | 2,004 |
| 9 | UBS Group Funding (Switzerland) AG | CH0302790123 | 16.11.15 | EUR 1,250 |
| | | | | 1,458 |
| 10 | UBS Group Funding (Switzerland) AG | 144A: US90352JAA16 | 23.03.17 | USD 2,000 |
| | | RegS: USH4209UAA46 | | 1,949 |
| 11 | UBS Group Funding (Switzerland) AG | 144A: US90352JAB98 | 23.03.17 | USD 1,000 |
| | | RegS: USH4209UAB29 | | 977 |
| 12 | UBS Group Funding (Switzerland) AG | 144A: US90352JAE38 | 15.08.17 | USD 2,000 |
| | | RegS: USH4209UAG16 | | 1,945 |
| 13 | UBS Group Funding (Switzerland) AG | 144A: US90352JAD54 | 15.08.17 | USD 1,250 |
| | | RegS: USH4209UAF33 | | 1,202 |
| 14 | UBS Group Funding (Switzerland) AG | CH0314209351 | 04.03.16 | EUR 750 |
| | | | | 860 |
| 15 | UBS Group Funding (Switzerland) AG | CH0365501516 | 18.05.17 | CHF 400 |
| | | | | 412 |
| 16 | UBS Group Funding (Switzerland) AG | CH0445624981 | 09.11.18 | JPY 130,000 |
| | | | | 1,190 |
| 17 | UBS Group Funding (Switzerland) AG | CH0341440334 | 30.11.16 | EUR 1,250 |
| | | | | 1,439 |
| 18 | UBS Group Funding (Switzerland) | CH0409606354 | 17.04.18 | EUR 1,750 |
| | | | | 2,030 |

| | | | | |
|--|------------------------------------|--|------------|---------------|
| 19 | UBS Group Funding (Switzerland) AG | 144A: 24.09.15 US90351DAB38 | USD 2,500 | 2,426 |
| 20 | UBS Group Funding (Switzerland) AG | RegS: USG91703AB73 CH031045185822.02.16 | CHF 150 | 152 |
| 21 | UBS Group Funding (Switzerland) AG | 144A: US90351DAF42 05.04.16 RegS: USG91703AK72 | USD 2,000 | 1,866 |
| 22 | UBS Group Funding (Switzerland) AG | CH033660293001.09.16 | EUR 1,250 | 1,395 |
| 23 | UBS Group Funding (Switzerland) AG | 144A: 23.03.17 US90352JAC71 RegS: USH4209UAC02 | USD 2,000 | 1,969 |
| 24 | UBS Group Funding (Switzerland) AG | CH044562499909.11.18 | JPY 20,000 | 184 |
| Total TLAC-eligible senior unsecured debt | | | | 29,988 |

1 Refer to “Capital instruments” under “Bondholder information” at www.ubs.com/investors for more and the terms and conditions of the capital instruments included in the above table as of 31 December according to their maturity or optional call date. 2 Instruments available to meet gone concern requirements one year before maturity, with a haircut of 50% applied in the last year of eligibility. 3 Originally issued and transferred in May 2018 to UBS Group Funding (Switzerland) AG as issuer. 4 Relates to deferred (DCCP) awards. DCCP instruments qualifying as tier 2 capital are eligible for regulatory capital purposes one year prior to maturity. 5 Outstanding low-trigger loss-absorbing additional tier 1 capital instruments under the transitional rules of the Swiss SRB framework to meet the going concern requirements until their first call date is after 31 December 2019. As of their first call date, these instruments are eligible to meet the going concern requirements. Outstanding high- and low-trigger loss-absorbing tier 2 capital instruments are available under the transitional rules of the Swiss SRB framework to meet the going concern requirements until the earlier of (i) their maturity or first call date and to meet gone concern requirements thereafter. Outstanding low-trigger loss-absorbing tier 2 capital instruments are eligible for regulatory capital purposes one year prior to maturity, with the amortized portion qualifying as gone concern instruments. 7 Non-Basel III-compliant tier 2 capital instruments qualify as gone concern instruments.

Notice to investors | This document and the information contained herein are provided solely for information purposes, and are not to be construed as solicitation of an offer to buy or sell any securities or other financial instruments in Switzerland, the United States or any other jurisdiction. No investment decision relating to securities of or relating to UBS Group AG, UBS AG or their affiliates should be made on the basis of this document. Refer to UBS's fourth quarter 2018 report and its Annual Report 2017 for additional information. These reports are available at www.ubs.com/investors.

Rounding | Numbers presented throughout this report may not add up precisely to the totals provided in the tables and text. Starting in 2018, percentages, absolute and percent changes, and adjusted results are calculated on the basis of unrounded figures, with the exception of movement information provided in text that can be derived from figures displayed in the tables, which is calculated on a rounded basis.

Tables | Within tables, blank fields generally indicate that the field is not applicable or not meaningful, or that information is not available as of the relevant date or for the relevant period. Zero values generally indicate that the respective figure is zero on an actual or rounded basis. Percentage changes are presented as a mathematical calculation of the change between periods.

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.

UBS Group AG

By: /s/ David Kelly

Name: David Kelly

Title: Managing Director

By: /s/ Ella Campi

Name: Ella Campi

Title: Executive Director

UBS AG

By: /s/ David Kelly

Name: David Kelly

Title: Managing Director

By: /s/ Ella Campi

Name: Ella Campi

Title: Executive Director

Date: January 22, 2019
