

ROYAL BANK OF CANADA
Form 6-K
April 30, 2018

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report of a Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934

For the month of April, 2018
Commission File Number: 001-13928

Royal Bank of Canada

(Name of registrant)

| | |
|---------------------------|---------------------------|
| 200 Bay Street | 1 Place Ville Marie |
| Royal Bank Plaza | Montreal, Quebec |
| Toronto, Ontario | Canada H3C 3A9 |
| Canada M5J 2J5 | Attention: Vice-President |
| Attention: Vice-President | & Corporate Secretary |
| & Corporate Secretary | |

(Address of principal executive offices)

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):
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):

THIS REPORT ON
FORM 6-K AND
THE EXHIBITS
HERETO SHALL
BE DEEMED TO
BE
INCORPORATED
BY REFERENCE
AS EXHIBITS TO
ROYAL BANK OF
CANADA'S
REGISTRATION
STATEMENT ON
FORM F-3 (FILE
NO. 333-208507)
AND TO BE A
PART THEREOF
FROM THE DATE
ON WHICH THIS
REPORT IS
FURNISHED, TO
THE EXTENT
NOT
SUPERSEDED BY
DOCUMENTS OR
REPORTS
SUBSEQUENTLY
FILED OR
FURNISHED.

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Exhibits are filed herewith in connection with the issuance of the following Senior Global Medium-Term Notes, Series G (the “Notes”) by Royal Bank of Canada (the “Bank”) on the date of this report on Form 6 K, pursuant to the Bank’s shelf registration statement on Form F-3 (File No. 333-208507):

·\$1,500,000,000 aggregate principal amount of 3.200% Senior Notes, due April 30, 2021

·\$1,500,000,000 aggregate principal amount of Senior Floating Rate Notes, due April 30, 2021

EXHIBITS

Exhibit Description of Exhibit

- | | |
|------|---|
| 5.1 | Opinion of Sullivan & Cromwell LLP, U.S. counsel for the Bank, as to the validity of the Notes under New York law. |
| 5.2 | Opinion of Norton Rose Fulbright Canada LLP, Canadian counsel for the Bank, as to certain matters under Canadian, Ontario and Québec law. |
| 8.1 | Opinion of Sullivan & Cromwell LLP, U.S. counsel for the Bank, as to certain matters of United States federal income taxation. |
| 8.2 | Opinion of Norton Rose Fulbright Canada LLP, Canadian counsel for the Bank, as to certain matters of Canadian federal income taxation. |
| 23.1 | Consent of Sullivan & Cromwell LLP (included in Exhibits 5.1 and 8.1 above). |
| 23.2 | Consent of Norton Rose Fulbright Canada LLP (included in Exhibits 5.2 and 8.2 above). |
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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ROYAL BANK OF CANADA

By: /s/ David M. Power
Name: David M. Power
Title: Executive Vice-President and Treasurer

Date: April 30, 2018
