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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**

**PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934**

**Date: May 7, 2024**

**UBS Group AG**

(Registrant's Name)

Bahnhofstrasse 45, 8001 Zurich, Switzerland  
(Address of principal executive office)

**Commission File Number: 1-36764**

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

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UBS Group AG produces regular annual and quarterly reports, which are submitted to the SEC under Forms 20-F and 6-K, respectively. UBS Group AG's consolidated financial statements are prepared in accordance with IFRS Accounting Standards. SEC regulations require certain additional disclosures to be included in registration statements relating to offerings of securities. Certain of these additional disclosures follow herein, and should be read in conjunction with the annual report on Form 20-F for the year ended 31 December 2023 of UBS Group AG, filed with the SEC on March 28, 2024, as well as UBS Group AG's first quarter 2024 report, submitted to the SEC on Form 6-K on May 7, 2024.

## Capitalization of UBS Group AG

The table below presents the consolidated capitalization of UBS Group AG in accordance with IFRS Accounting Standards in US dollars, the presentation currency of UBS Group AG.

<i>USD m</i>	As of	
	<b>31.3.24</b>	31.12.23
Debt:		
Short-term debt issued <sup>1</sup>	<b>96,331</b>	105,690
Long-term debt issued <sup>2</sup>	<b>246,726</b>	260,416
<i>of which: eligible as high-trigger loss-absorbing additional tier 1 capital instruments</i>	<b>12,021</b>	10,744
<i>of which: eligible as low-trigger loss-absorbing additional tier 1 capital instruments</i>	<b>1,217</b>	1,214
<i>of which: eligible as non-Basel III-compliant tier 2 capital instruments</i>	<b>537</b>	538
Total debt issued <sup>3</sup>	<b>343,056</b>	366,106
Equity attributable to shareholders	<b>85,260</b>	86,108
Equity attributable to non-controlling interests	<b>506</b>	531
<b>Total capitalization</b>	<b>428,823</b>	452,745

<sup>1</sup> Short-term debt issued consists of debt issued (reflected on the balance sheet lines Debt issued measured at amortized cost and Debt issued designated at fair value) by UBS Group AG and its subsidiaries with a remaining contractual maturity of less than one year without considering any early redemption features. <sup>2</sup> Long-term debt issued consists of debt issued (reflected on the balance sheet lines Debt issued measured at amortized cost and Debt issued designated at fair value) by UBS Group AG and its subsidiaries with a remaining contractual maturity of more than one year without considering any early redemption features. <sup>3</sup> As of 31 March 2024, 90% of the total debt issued was unsecured.

This Form 6-K is hereby incorporated by reference into each of the registration statements of UBS Group AG on Form F-3 (Registration Number 333-272452) and on Form S-8 (Registration Numbers 333-200634; 333-200635; 333-200641; 333-200665; 333-215254; 333-215255; 333-228653; 333-230312; 333-249143 and 333-272975), and into each prospectus outstanding under any of the foregoing registration statements.

## 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.

UBS Group AG

By: /s/ David Kelly  
Name: David Kelly  
Title: Managing Director

By: /s/ Ella Campi  
Name: Ella Campi  
Title: Executive Director

Date: May 7, 2024