
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

For the month of December, 2011

Commission File Number: 1-32575

Royal Dutch Shell plc

(Translation of registrant's name into English)

30, Carel van Bylandtlaan, 2596 HR The Hague
The Netherlands

(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):

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):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934: Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): n/a

Royal Dutch Shell plc- Share Buy-back Programme

LONDON, December 22, 2011/PRNewswire-FirstCall/ --

Royal Dutch Shell plc (the 'Company') (NYSE: RDS.A) (NYSE: RDS.B) announces that it has entered into an irrevocable, non-discretionary arrangement with an independent third party to enable the purchase of 'B' ordinary shares during the 2011 fourth quarter results close period. Such shares will be cancelled. The close period commences on 1 January 2012 and is up to and including 2 February 2012.

As previously announced, the purpose of the share buy-back programme is to offset dilution created by the issuance of shares for the Company's Scrip Dividend Programme. At this time, it is less economic for the Company to purchase 'A' ordinary shares under the share buy-back programme due to Dutch dividend withholding Tax rules.

Any purchases will be effected within certain pre-set parameters and in accordance with the Company's general authority to repurchase shares and Chapter 12 of the Listing Rules.

Enquiries

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Source: Royal Dutch Shell plc

This Report on Form 6-K is incorporated by reference into:

a) the Registration Statement on Form F-3 of Royal Dutch Shell plc and Shell International Finance B.V. (Registration Numbers 333-177588 and 333-177588-01); and

b) the Registration Statements on Forms S-8 of Royal Dutch Shell plc (Registration Numbers 333-126715, 333-141397 and 333-171206).

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 Dutch Shell plc

Date: 22 December 2011

By: /s/ M.C.M. Brandjes

Name: M.C.M. Brandjes

Title: Company Secretary
