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

Form S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ROYAL DUTCH SHELL PLC

(Exact name of registrant as specified in its charter)

England and Wales
*(State or other jurisdiction of
incorporation or organization)*

N/A
*(I.R.S. Employer
Identification Number)*

Carel van Bylandtlaan 30
2596 HR, The Hague, The Netherlands
(Address of Principal Executive Offices, including Zip Code)

SHELL PROVIDENT FUND
LONG TERM INCENTIVE PLAN 2014
(Full title of the plans)

CT CORPORATION SYSTEM
111 Eighth Avenue, 13th Floor
New York, New York 10011
(Name and address of agent for service)

(212) 894-8400
(Telephone number, including area code, of agent for service)

Copies to:
Andrew J. Pitts
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019-7475
(212) 474-1000
Fax: (212) 474-3700

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered⁽¹⁾	Amount to be registered⁽²⁾	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Class A Ordinary Shares, nominal value €0.07 per share	36,000,000 ⁽³⁾	35.56 ⁽⁴⁾	\$1,280,160,000 ⁽⁴⁾	\$159,379.92 ⁽⁵⁾

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- (1) The Class A ordinary shares being registered under this Registration Statement may be represented by the Registrant's Class A American Depositary Shares ("Class A ADSs"). Each Class A ADS represents two Class A ordinary shares. Class A ADSs issuable upon deposit of the Class A ordinary shares registered hereby have been registered under a registration statement on Form F-6 (File No. 333-128999).
- (2) Pursuant to Rule 416 of the Securities Act of 1933, as amended, this Registration Statement shall also cover such indeterminate number of additional shares as may become issuable under the plan in connection with variations in share capital, demergers, special dividends or distributions or similar transactions.
- (3) Royal Dutch Shell plc's Class A ordinary shares being registered hereby include:
- (a) 5,000,000 Class A ordinary shares to be offered under the Shell Provident Fund; and
 - (b) 31,000,000 Class A ordinary shares to be offered under the Long Term Incentive Plan 2014.
- (4) Estimated pursuant to Rule 457(h) and (c) under the Securities Act of 1933, as amended, solely for the purpose of computing the registration fee and based upon the average of the high and low prices of the Registrant's Class A ADSs on January 29, 2018 as reported on the New York Stock Exchange.
- (5) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of additional securities under the plans. Registration Statements on Form S-8 have been filed previously on December 16, 2010 (File No. 333-171206) and December 15, 2014 (File No. 333-200953) for other securities under the plans.
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EXPLANATORY STATEMENT

This Registration Statement is filed pursuant to General Instruction E to Form S-8. The contents of the Registration Statement on Form S-8 previously filed on December 16, 2010 (File No. 333-171206) and December 15, 2014 (File No. 333-200953), are incorporated herein by reference and made a part hereof.

This Registration Statement on Form S-8 is filed by Royal Dutch Shell plc to register an additional 5,000,000 Class A ordinary shares to be offered under the Shell Provident Fund and an additional 31,000,000 Class A ordinary shares to be offered under the Long Term Incentive Plan 2014.

PART II

ITEM 8. EXHIBITS.

(a) The following exhibits are filed with or incorporated by reference into this Registration Statement:

Exhibit Number	Description
*23.1	Consent of Ernst & Young LLP.
*23.2	Consent of PricewaterhouseCoopers LLP.
*24	Powers of Attorney (included as part of the signature pages).

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The Hague, on February 1, 2018.

ROYAL DUTCH SHELL PLC,

By: /s/ Jessica Uhl

Name: Jessica Uhl

Title: Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Jessica Uhl, his or her true and lawful attorney-in-fact and agent with full powers of substitution to sign on his or her behalf, individually and in any and all capacities, including the capacities stated below, any and all amendments (including post-effective amendments) to this Registration Statement and any subsequent registration statements on Form S-8 as Ms. Uhl deems necessary or advisable in order to effect registration under the Securities Act of such number of shares, plan interests or dollar amounts as she shall determine to be reasonably necessary to register up to the maximum number of shares or plan interests that are issuable pursuant to the employee share plans operated by Royal Dutch Shell plc and its subsidiaries, as from time to time approved by the Royal Dutch Shell plc Board of Directors and its shareholders, and to file the same, with all respective exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorney-in-fact and agent, full power and authority to perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Charles O. Holliday</u> Charles O. Holliday	Chair	January 31, 2018
<u>/s/ Hans Wijers</u> Hans Wijers	Deputy Chair and Senior Independent Non-executive Director	January 31, 2018
<u>/s/ Ben van Beurden</u> Ben van Beurden	Chief Executive Officer (Principal Executive Officer)	January 31, 2018
<u>/s/ Jessica Uhl</u> Jessica Uhl	Chief Financial Officer (Principal Financial Officer; Principal Accounting Officer)	January 31, 2018
<u>/s/ Euleen Goh</u> Euleen Goh	Non-executive Director	January 31, 2018
<u>/s/ Catherine J. Hughes</u> Catherine J. Hughes	Non-executive Director	January 31, 2018
<u>/s/ Gerard Kleisterlee</u> Gerard Kleisterlee	Non-executive Director	January 31, 2018
<u>/s/ Roberto Setubal</u> Roberto Setubal	Non-executive Director	January 31, 2018
<u>/s/ Sir Nigel Sheinwald GCMG</u> Sir Nigel Sheinwald GCMG	Non-executive Director	January 31, 2018
<u>/s/ Linda G. Stuntz</u> Linda G. Stuntz	Non-executive Director	January 31, 2018
<u>/s/ Gerrit Zalm</u> Gerrit Zalm	Non-executive Director	January 31, 2018

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Royal Dutch Shell plc, has signed this Registration Statement or amendment thereto in Delaware on February 1, 2018.

PUGLISI & ASSOCIATES,

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director

EXHIBIT INDEX

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*24	Powers of Attorney (included as part of the signature pages).

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm in the Registration Statement (Form S-8) of Royal Dutch Shell plc, for the registration of Class A ordinary shares under the Shell Provident Fund and Long Term Incentive Plan 2014, and to the incorporation by reference therein of our reports dated March 8, 2017, with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting of Royal Dutch Shell plc, included in its Annual Report on Form 20-F (File No. 001-32575) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Ernst & Young LLP
London, United Kingdom

February 1, 2018

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Royal Dutch Shell plc of our report dated March 9, 2016, relating to the Consolidated Financial Statements as of December 31, 2015 and for each of the two years in the period ended December 31, 2015, which appears in Royal Dutch Shell plc's Annual Report on Form 20-F (File No. 001-32575) for the year ended December 31, 2016.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

London, United Kingdom

February 1, 2018