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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 March, 2012

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

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Royal Dutch Shell plc - Share Buy-back Programme

LONDON, March 30, 2012/PRNewswire-FirstCall/ --

Royal Dutch Shell plc (NYSE: RDS.A) (NYSE: RDS.B) (the 'Company') announces that it has entered into an irrevocable, non-discretionary arrangement with an independent third party to enable the purchase of 'B' ordinary shares, for cancellation, during its 2012 first quarter results close period. The close period commences on 1 April 2012 and is up to and including 26 April 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

##### Shell Media Relations

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##### Shell Investor Relations

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Source: Royal Dutch Shell plc

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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 Dutch Shell plc

Date: 30 March 2012

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

Name: M.C.M. Brandjes

Title: Company Secretary

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