

FIRST SUPPLEMENT DATED 22 MAY 2014 TO CREDIT SUISSE AG REGISTRATION DOCUMENT DATED 16 MAY 2014

This supplement (the “**First Supplement**”) dated 22 May 2014 supplements the Registration Document dated 16 May 2014 and approved by the Commission de Surveillance du Secteur Financier (the “**CSSF**”) on 16 May 2014 (the “**Registration Document**”), and constitutes the First Supplement to the Registration Document for the purpose of article 13 of Chapter 1 of part II of the Luxembourg Law dated 10 July 2005 on prospectuses for securities. This First Supplement should be read in conjunction with the Registration Document, including the documents incorporated therein.

On 20 May 2014, Moody’s Investors Service, Inc. (“**Moody’s Inc**”) revised its outlook on the Bank and the Group to negative from stable. The existing ratings for the Bank and the Group were affirmed.

The credit ratings of the Bank and the Group referenced in documents incorporated by reference into this Registration Document have been issued, for the purposes of Regulation (EC) No 1060/2009 as amended by Regulation (EU) No 513/2011 and Regulation (EC) No 462/2013 (the “**CRA Regulation**”), by Standard & Poor’s Credit Market Services Europe Limited (“**S&P**”), Fitch Ratings Ltd. (“**Fitch**”) and Moody’s Inc. S&P and Fitch are both established in the European Union and registered under the CRA Regulation, as set out in the list of registered credit rating agencies published on the website of the European Securities and Markets Authority (“**ESMA**”) - <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>. Moody’s Inc is not established in the European Union and has not applied for registration under the CRA Regulation. In general, and subject to certain exceptions (including the exception outlined below), European regulated investors are restricted from using a credit rating for regulatory purposes if such a credit rating is not issued by a credit rating agency established in the European Union and registered under the CRA Regulation unless the rating is provided by a credit rating agency operating in the European Union before 7 June 2010 which has submitted an application for registration in accordance with the CRA Regulation and such registration is not refused.

Subject to the fulfillment of the conditions set out in Article 4(3) of the CRA Regulation, a credit rating agency established in the European Union and registered in accordance with the CRA Regulation (an “**EU CRA**”) may endorse (for regulatory purposes in the European Union) credit ratings issued outside the European Union where (i) the credit rating activities resulting in the issuing of the credit rating are undertaken in whole or in part by a credit rating agency or credit rating agencies belonging to the same group (a “**non-EU CRA**”); and (ii) the EU CRA has verified and is able to demonstrate on an ongoing basis to ESMA that the conduct of the credit rating activities by the non-EU CRA resulting in the issuing of the credit rating to be endorsed fulfils requirements which are “at least as stringent as” the requirements of the CRA Regulation. On 15 March 2012, ESMA announced that it considers the regulatory framework for credit rating agencies in the United States to be “as stringent as” the requirements of the CRA Regulation. Moody’s Investors Service Limited (which has been registered under the CRA Regulation and appears on the list of registered credit rating agencies on ESMA’s web site - <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) currently endorses credit ratings issued by Moody’s Inc for regulatory purposes in the European Union. There can be no assurance that Moody’s Investors Service Limited will continue to endorse credit ratings issued by Moody’s Inc.

This First Supplement incorporates by reference the following document:

- the Form 6-K of the Bank and the Group dated 19 May 2014 and filed with the United States Securities and Exchange Commission (the “**SEC**”) on 20 May 2014 (the “**Form 6-K Dated 19 May 2014**”), which contains a media release announcing a comprehensive and final settlement regarding all outstanding U.S. cross-border matters including agreements with the U.S. Department of Justice, the New York State Department of Financial Services, the Board of Governors of the U.S. Federal Reserve System and, as previously announced, the U.S. Securities and Exchange Commission.

This First Supplement has been filed with the CSSF, and copies of this First Supplement and the documents incorporated by reference into the Registration Document will be available on the website of the Luxembourg Stock Exchange, at www.bourse.lu. Except for the copies of the documents

incorporated by reference into the Registration Document and this First Supplement available on the Luxembourg Stock Exchange website (www.bourse.lu), no information contained on the websites to which links have been provided is incorporated by reference in the Registration Document.

Save as disclosed in this First Supplement no other significant new factor, material mistake or inaccuracy relating to information included in the Registration Document has arisen or been noted, as the case may be, since the publication of the Registration Document.

There has been no material adverse change in the prospects of Credit Suisse AG and its consolidated subsidiaries since 31 December 2013 except as disclosed in the Form 6-K Dated 19 May 2014.

Please see pages 35-42 of the Annual Report 2013 for the risk factors that may affect the future results of operations or financial condition of Credit Suisse and its consolidated subsidiaries.

Please see "Operating Environment" on pages 6-8 of the Exhibit to the Form 6-K Dated 2 May 2014, relating to the economic environment that may affect the future results of operations or financial condition of Credit Suisse and its consolidated subsidiaries.

There has been no significant change in the financial position of Credit Suisse AG and its consolidated subsidiaries since 31 December 2013 except as disclosed in the Form 6-K Dated 19 May 2014.

Except as disclosed in the Form 6-K Dated 19 May 2014, the Form 6-K Dated 2 May 2014 under the heading "Litigation" (note 29 to the condensed consolidated financial statements of the Group on page 148-149 of the exhibit to the Form 6-K Dated 2 May 2014), the Exhibit to the Form 20-F Dated 3 April 2014, under the heading "Litigation" (note 38 to the condensed consolidated financial statements of Credit Suisse Group AG on pages 330-336 of the Exhibit to the Form 20-F Dated 3 April 2014) and the Form 6-K/A Dated 3 April 2014 under the heading "Litigation" (note 29 to the condensed consolidated financial statements of Credit Suisse Group AG on pages 159-161 of the Exhibit to the Form 6-K/A Dated 3 April 2014), there are no, and have not been during the period of 12 months ending on the date of this Registration Document, governmental, legal or arbitration proceedings which may have, or have had in the past, significant effects on the Bank's financial position or profitability, and Credit Suisse AG is not aware of any such proceedings being either pending or threatened.

As detailed in our Form 6-K filed on May 20, 2014 and incorporated by reference herein, the Bank recently concluded a comprehensive and final settlement regarding all outstanding U.S. cross-border matters. This final settlement includes entry of a guilty plea to one count of conspiracy to assist U.S. customers in presenting false income tax returns. The settlement was reached with the Department of Justice, the New York State Department of Financial Services, the Board of Governors of the Federal Reserve System and, as previously announced, the Securities and Exchange Commission. Our global regulators also have confirmed that there is no adverse impact on our key bank licenses. We believe that this settlement is in the best interest of the Bank and do not expect any material adverse impact on our business. There can be no assurance, however, that unanticipated collateral consequences of the settlement will not adversely affect our business. The settlement illustrates the increased level of financial and reputational risk now associated with certain regulatory matters in the United States. Such unanticipated collateral consequences include the possibility that clients, counterparties and other persons or entities with whom we do business may choose to limit their future business with us as a result of the guilty plea or otherwise. We are also currently seeking a few additional waivers from certain U.S. governmental agencies and departments with respect to disqualifications that, if not obtained, would preclude us from carrying on limited U.S. business activities. If additional actions are commenced, business is lost, or other unforeseen collateral consequences arise following the settlement, our business and results of operations could be adversely affected.

To the extent that there is any inconsistency between (a) any statement in this First Supplement or any statement or information incorporated by reference into this First Supplement and (b) any

statement or information in or incorporated by reference in the Registration Document, the statements or information in (a) above will prevail.

Section Number	Section Heading	Sub-heading	Page(s)
Form 6-K Dated 19 May 2014			
N/A	Form 6-K	Whole document	

Credit Suisse AG has taken all reasonable care to ensure that the information contained in the Registration Document, as supplemented by the First Supplement contains no omission likely to affect its import and accepts responsibility accordingly.

This First Supplement is not for use in, and may not be delivered to or inside, the United States.

**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**

May 19, 2014

Commission File Number 001-15244

CREDIT SUISSE GROUP AG

(Translation of registrant's name into English)

Paradeplatz 8, 8001 Zurich, Switzerland
(Address of principal executive office)

Commission File Number 001-33434

CREDIT SUISSE AG

(Translation of registrant's name into English)

Paradeplatz 8, 8001 Zurich, Switzerland
(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):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

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):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

This report is being filed by Credit Suisse Group AG and Credit Suisse AG and is hereby incorporated by reference into the Registration Statement on Form F-3 (file no. 333-180300) and the Registration Statement on Form S-8 (file no. 333-101259).



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Media Release

Credit Suisse announces a comprehensive and final settlement regarding all outstanding U.S. cross-border matters, including agreements with the U.S. Department of Justice, the New York State Department of Financial Services, the Board of Governors of the U.S. Federal Reserve System and, as previously announced, the U.S. Securities and Exchange Commission

Credit Suisse agrees to pay USD 2,815 million (CHF 2,510 million); these settlements, net of existing provisions, will result in an after-tax charge of CHF 1,598 million to be booked in the second quarter of 2014

Credit Suisse's Look-through Basel III CET1 ratio would have been 9.3% at the end of 1Q14 had this charge been applied at that time; Credit Suisse expects to exceed 10% by end-2014

The settlement includes a guilty plea entered into by Credit Suisse's Swiss banking entity, Credit Suisse AG

The resolution of this matter was coordinated with its lead global regulators, and Credit Suisse expects no impact on its licenses, nor any material impact on its operational or business capabilities

Zurich, May 19, 2014 Credit Suisse today announced a comprehensive and final settlement regarding all outstanding matters relating to the former cross-border private banking business with U.S. clients.

Brady Dougan, CEO of Credit Suisse, said: "We deeply regret the past misconduct that led to this settlement. The US cross-border matter represented the most significant and longstanding regulatory and litigation issue for Credit Suisse. Having this matter fully resolved is an important step forward for us. We have seen no material impact on our business resulting from the heightened public attention on this issue in the past several weeks. We want to thank our clients and employees for their support as we continued to work through this matter and brought it to a conclusion. We can now focus on the future and give our full attention to executing our strategy."

On financial impact, capital position and dividend policy, he added: "The settlement will reduce our second quarter net income by CHF 1,598 million. If the charge arising from the settlement had been applied at the end of the first quarter 2014, our Look-through Basel III CET1 ratio would have been 9.3%, rather than 10.0%. We intend to reduce our risk-weighted assets to at or below the level of end 2013 as well as take other capital actions, including the sale of surplus real estate and other non-core assets. These measures alone should be sufficient to return our Look-through Basel III CET1 ratio to 10% by year-end 2014. Furthermore, once this 10% CET1 ratio has been achieved and while continuing to accrete capital towards our 11% long-term target, we intend to return approximately half our earnings to shareholders through our annual distributions."



Media Release

May 19, 2014

Page 2/4

The final settlement announced today, totaling USD 2,815 million (CHF 2,510 million), is comprised of the following components:

- USD 2,000 million for the U.S. Department of Justice (including USD 196 million for the U.S. Securities and Exchange Commission as previously announced in February 2014). One third is allocated to the U.S. Internal Revenue Service.
- USD 715 million for the New York State Department of Financial Services
- USD 100 million for the Board of Governors of the Federal Reserve System

In prior quarters, Credit Suisse had taken litigation provisions totaling CHF 892 million related to this matter. As a result, the pre-tax impact of the final settlement in the second quarter 2014 will be CHF 1,618 million and the after-tax impact will be CHF 1,598 million.

Credit Suisse AG entered a guilty plea to one count of conspiracy to assist U.S. customers in presenting false income tax returns to the U.S. Internal Revenue Service in violation of Title 18, U.S. Code section 371 in connection with the former Swiss-based cross border private banking business.

Information

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Media Release

May 19, 2014

Page 3/4

Audio webcast and telephone conference for analysts, investors and media

Date	Tuesday, May 20, 2014
Time	08:30 Zurich / 07:30 London / 02:30 New York
Speakers	Brady W. Dougan, Chief Executive Officer David Mathers, Chief Financial Officer

The presentations will be held in English.

Audio webcast www.credit-suisse.com/settlement_may2014

Telephone Switzerland: +41 44 580 40 01
Europe: +44 1452 565 510
US: +1 866 389 9771
Reference: Credit Suisse Group Settlement

Q&A session Following the presentations, you will have the opportunity to ask questions via the telephone conference.

Playback Replay available approximately two hours after the event by visiting www.credit-suisse.com/settlement_may2014 or by dialing:
Switzerland: +41 44 580 34 56
Europe: +44 1452 550 000
US: +1 866 247 4222
Conference ID: 48545914#



Media Release

May 19, 2014

Page 4/4

Credit Suisse AG

Credit Suisse AG is one of the world's leading financial services providers and is part of the Credit Suisse group of companies (referred to here as 'Credit Suisse'). As an integrated bank, Credit Suisse offers clients its combined expertise in the areas of private banking, investment banking and asset management. Credit Suisse provides advisory services, comprehensive solutions and innovative products to companies, institutional clients and high-net-worth private clients globally, as well as to retail clients in Switzerland. Credit Suisse is headquartered in Zurich and operates in over 50 countries worldwide. The group employs approximately 45,600 people. The registered shares (CSGN) of Credit Suisse's parent company, Credit Suisse Group AG, are listed in Switzerland and, in the form of American Depositary Shares (CS), in New York. Further information about Credit Suisse can be found at www.credit-suisse.com.

Cautionary statement regarding forward-looking information

This press release contains statements that constitute forward-looking statements. In addition, in the future we, and others on our behalf, may make statements that constitute forward-looking statements. Such forward-looking statements may include, without limitation, statements relating to the following:

- our plans, objectives or goals;
 - our future economic performance or prospects;
 - the potential effect on our future performance of certain contingencies; and
 - assumptions underlying any such statements.
- Words such as “believes,” “anticipates,” “expects,” “intends” and “plans” and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. We do not intend to update these forward-looking statements except as may be required by applicable securities laws. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that predictions, forecasts, projections and other outcomes described or implied in forward-looking statements will not be achieved. We caution you that a number of important factors could cause results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. These factors include:
- the ability to maintain sufficient liquidity and access capital markets;
 - market and interest rate fluctuations and interest rate levels;
 - the strength of the global economy in general and the strength of the economies of the countries in which we conduct our

operations, in particular the risk of continued slow economic recovery or downturn in the US or other developed countries in 2014 and beyond;

- the direct and indirect impacts of continuing deterioration or slow recovery in residential and commercial real estate markets;
- adverse rating actions by agencies in respect of sovereign issuers, structured credit products or other credit-related exposures;
- the ability to achieve our objectives, including improved performance, reduced risks, lower costs, and more efficient use of capital;
- the ability of counterparties to meet their obligations to us;
- the effects of, and changes in, fiscal, monetary, trade and tax policies, and currency fluctuations;
- political and social developments, including war, civil unrest or terrorist activity;
- the possibility of foreign exchange controls, expropriation, nationalizations or confiscations in countries where we conduct operations;
- operational factors such as systems failure, human error, or the failure to implement procedures properly;
- actions taken by regulators with respect to our business and practices in one or more of the countries where we conduct operations;
- the effects of changes in laws, regulations or accounting policies or practices;
- competition in geographic and business areas in which we conduct our operations;
- the ability to retain and recruit qualified personnel;
- the ability to maintain our reputation and promote our brand;
- the ability to increase market share and control expenses;
- technological changes;
- the timely development and acceptance of our new products and services and the perceived overall value of these products and services by users;
- acquisitions, including the ability to integrate businesses successfully, and divestitures, including the ability to sell non-core assets;
- the adverse resolution of litigation and other contingencies;
- the ability to achieve our cost efficiency goals and cost targets; and
- our success at managing the risks involved in the foregoing.

We caution you that the foregoing list of important factors is not exclusive. When evaluating forward-looking statements, you should carefully consider the foregoing factors and other uncertainties and events, including the information set forth in "Risk Factors" in I – Information on the company in our Annual Report 2013.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned, thereunto duly authorized.

CREDIT SUISSE GROUP AG and CREDIT SUISSE AG
(Registrants)

By: /s/ Christian Schmid
Christian Schmid
Managing Director

/s/ Claude Jehle
Claude Jehle
Director

Date: May 19, 2014