

BARCLAYS PLC
Form 8-A12B
May 16, 2018

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934

Barclays PLC

(Exact name of Registrant as Specified in Its Charter)

England
(State of Incorporation or Organization)

13-4942190
(I.R.S. Employer Identification No.)

1 Churchill Place, London, United Kingdom
(Address of Principal Executive Office)

E14 5HP
(Zip Code)

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **No. 333-223156**

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class

to be so registered

4.338% Fixed-to-Floating Rate Senior Notes due 2024
4.972% Fixed-to-Floating Rate Senior Notes due 2029
Floating Rate Senior Notes due 2024

Name of each exchange on which

each class is to be registered

The New York Stock Exchange
The New York Stock Exchange
The New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act: **None**

INFORMATION REQUIRED IN REGISTRATION STATEMENT

The Registrant has filed with the Securities and Exchange Commission (the Commission) pursuant to Rule 424(b) under the Securities Act of 1933 (Rule 424(b)) a prospectus dated April 6, 2018 (the Prospectus) and a prospectus supplement dated May 9, 2018 (the Prospectus Supplement) relating to the Securities (as defined below) registered hereunder included in the Registrant's shelf Registration Statement on Form F-3 (File No. 333-223156), which became effective on April 6, 2018. The Registrant incorporates by reference the Prospectus and the Prospectus Supplement to the extent set forth below.

Item 1. Description of Registrant's Securities to be Registered.

This registration statement relates to \$1,250,000,000 aggregate principal amount of 4.338% Fixed-to-Floating Rate Senior Notes due 2024 (the 2024 Fixed-to-Floating Rate Notes), \$1,750,000,000 aggregate principal amount of 4.972% Fixed-to-Floating Rate Senior Notes due 2029 (the 2029 Fixed-to-Floating Rate Notes) and \$1,500,000,000 aggregate principal amount of Floating Rate Senior Notes due 2024 (the Floating Rate Notes and, together with the 2024 Fixed-to-Floating Rate Notes and the 2029 Fixed-to-Floating Rate Notes, the Securities) to be issued by the Registrant. Reference is made to the information set forth (i) under the heading Description of Debt Securities in the Prospectus and (ii) under the headings Description of Senior Notes and U.S. Federal Income Tax Considerations in the Prospectus Supplement, which information is incorporated herein by reference.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, the following exhibits are being filed with the Commission in connection with this Registration Statement:

- 4.1 Senior Debt Securities Indenture, between the Registrant and The Bank of New York Mellon, London Branch, as Trustee, dated as of January 17, 2018 (incorporated by reference to the Current Report on Form 6-K, dated January 17, 2018 (Film No. 18530382), filed by the Registrant with the Securities and Exchange Commission on January 17, 2018).
- 4.2 Second Supplemental Indenture to the Senior Debt Securities Indenture, among Barclays PLC, The Bank of New York Mellon, London Branch, as Trustee and the Bank of New York Mellon SA/NV, Luxembourg Branch, as Senior Debt Security Registrar, dated as of May 16, 2018 (incorporated by reference to the Current Report on Form 6-K, dated May 16, 2018 (Film No. 18839430), filed by the Registrant with the Securities and Exchange Commission on May 16, 2018).
- 4.3 Form of Global Security for the 4.338% Fixed-to-Floating Rate Senior Notes due 2024 (included in Exhibit 4.2).
- 4.4 Form of Global Security for the 4.972% Fixed-to-Floating Rate Senior Notes due 2029 (included in Exhibit 4.2).

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- 4.5 Form of Global Security for the Floating Rate Senior Notes due 2024 (included in Exhibit 4.2).

- 99.1 Prospectus and Prospectus Supplement (incorporated herein to the extent provided above by reference to the Registrant's filings under the Registration Statement on Form F-3 (File No. 333-223156) and Rule 424(b) filed with the Commission on May 9, 2018 and May 11, 2018, respectively).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

BARCLAYS PLC

(Registrant)

Date: May 16, 2018

By: /s/ Karen Rowe
Name: Karen Rowe
Title: Assistant Secretary

EXHIBIT INDEX

| Exhibit No. | Description of Exhibit |
|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
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