

BARCLAYS PLC
Form 8-A12B
May 12, 2016

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)

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

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

E14 5HP
(Zip Code)

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. 333-195645

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

**Title of each class
to be so registered
5.20% Fixed Rate Subordinated Notes due 2026**

**Name of each exchange on which
each class is to be registered
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 May 2, 2014 (the Prospectus) and a prospectus supplement dated May 5, 2016 (the Prospectus Supplement) relating to the Securities (as defined below) registered hereunder included in the Registrant's automatic shelf Registration Statement on Form F-3 ASR (File No. 333-195645), which became automatically effective on May 2, 2014. 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 5.20% Fixed Rate Subordinated Notes due 2026 to be issued by the Registrant (the Securities). 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 Subordinated 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 Dated Subordinated Debt Securities Indenture, between the Registrant and The Bank of New York Mellon, as Trustee, dated as of September 11, 2014 (incorporated by reference to the Current Report on Form 6-K, dated September 11, 2014 (Film No 141097506), filed by the Registrant with the Securities and Exchange Commission on September 11, 2014).
- 4.2 Second Supplemental Indenture to the Dated Subordinated Debt Securities Indenture, between the Registrant and the Bank of New York Mellon acting through its London Branch, as Trustee, dated May 12, 2016 (incorporated by reference to the Current Report on Form 6-K, dated May 12, 2016 (Film No 161642330), filed by the Registrant with the Securities and Exchange Commission on May 12, 2016).
- 4.3 Form of Global Security (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 ASR (File No. 333-195645) and Rule 424(b) filed with the Commission on May 2, 2014 and May 9, 2016, 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 12, 2016

By: /s/ Miray Muminoglu

Name: Miray Muminoglu

Title: Co-head of Capital Markets Execution

EXHIBIT INDEX

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