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May 20, 2015

BY ELECTRONIC MAIL AND FEDERAL EXPRESS

Mary J. Kosterlitz, Esq.
Chief, Office of Enforcement Liaison
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N. E.
Washington, DC 20549

Re: U.S. v. Barclays PLC.

Dear Ms. Kosterlitz:

This letter is submitted on behalf of Barclays PLC (“Barclays”) to request that the Securities and Exchange Commission (the “Commission”) determine that, for good cause shown, Barclays should not be considered an “ineligible issuer” as defined in Rule 405 under the Securities Act of 1933, as amended (the “Securities Act”) as a result of the plea agreement (the “Plea Agreement”) entered into by Barclays, which is described below. Barclays expects to enter a guilty plea in the U.S. District Court for the District of Connecticut (the “Connecticut District Court”) in relation to the conviction of Barclays pursuant to the Plea Agreement (the “Plea Entry”), and the Connecticut District Court will enter the final judgment in respect of the Plea Entry in due course. The terms of the final judgment are expected to require the same penalties and remedies as those set forth in the Plea Agreement. Barclays requests that this determination be effective on the date of the Plea Entry.

Barclays is the ultimate holding company of Barclays and its subsidiaries (collectively, the “Barclays Group”), whose principal activities are in financial services. The Barclays Group is engaged in personal banking, credit cards, corporate and investment banking, and wealth and investment management with an extensive international presence in Europe, the Americas, Africa and Asia.

BACKGROUND

In and prior to 2015, the staff of the U.S. Department of Justice (the “DOJ”), U.S. Commodity Futures Trading Commission (the “CFTC”) and the Board of Governors of the Federal Reserve System (the “Federal Reserve”) engaged in settlement discussions with Barclays in connection with the actions of certain employees in the foreign currency exchange spot market (“FX Spot Market”). As a result of these discussions, Barclays entered into a Plea Agreement pursuant to Rule 11(c)(1)(C) of the Federal Rules of Criminal Procedure on May 20, 2015. Under the Plea Agreement, Barclays pleaded guilty to a charge of participating in a combination and conspiracy to fix, stabilize, maintain, increase or decrease the price of, and rig bids for the purchase and sale of U.S. dollars and euros exchanged in the FX Spot Market in the United States and elsewhere from at least as early as December 2007 and continuing until at least January 2013, in violation of the Sherman Antitrust Act, 15 U.S.C. § 1. Barclays also agreed to (i) pay a criminal fine of \$650 million and (ii) a term of probation of three years. The term of probation includes the following conditions:

1. Barclays shall not commit another crime in violation of the federal laws of the United States or engage in the conduct that gave rise to the Plea Agreement during the term of probation. No later than the date of the Plea Entry, Barclays shall prominently post on its website a retrospective disclosure (“Disclosure Notice”) relating to certain currency trading and sales practices in conducting FX Spot Market transactions as set forth in the Plea Agreement in the form agreed to by the DOJ, and shall maintain the Disclosure Notice on its website during the term of probation. Barclays shall make best efforts to send the Disclosure Notice not later than 30 days after the Plea Entry to its spot FX customers and counterparties, other than customers and counterparties who Barclays can establish solely engaged in buying or selling foreign currency through Barclays’ consumer bank units and not Barclays’ spot FX sales or trading staff.
2. Barclays shall notify the probation officer upon learning of the commencement of any federal criminal investigation in which Barclays is a target, or federal criminal prosecution against it.
3. Barclays shall implement and shall continue to implement a compliance program designed to prevent and detect the conduct that gave rise to the Plea Agreement throughout its operations including those of its affiliates and subsidiaries and provide an annual report to the probation officer and the United States on its progress in implementing the program.

4. Barclays shall further strengthen its compliance and internal controls as required by the CFTC, the U.K. Financial Conduct Authority (the "FCA") and any other regulatory or enforcement agencies that have addressed the conduct that gave rise to the Plea Agreement, and report to the probation officer and the United States regarding its remediation and implementation of any compliance program and internal controls, policies and procedures that relate to such misconduct. This strengthening, remediation, and implementation shall include, but will not be limited to, thorough reviews of the activities and decision-making by employees of Barclays' legal and compliance functions with respect to the historical conduct that gave rise to the Plea Agreement.
5. Barclays shall report: (i) to the Antitrust Division of the DOJ all credible information regarding criminal violations of U.S. antitrust laws by Barclays or any of its employees as to which Barclays' Board of Directors, management (that is, all supervisors within the bank), or legal and compliance personnel are aware; and (ii) to the Criminal Division, Fraud Section of the DOJ all credible information regarding criminal violations of U.S. law concerning fraud, including securities or commodities fraud, by Barclays or any of its employees as to which Barclays' Board of Directors, management (that is, all supervisors within the bank), or legal and compliance personnel are aware.
6. Barclays shall bring to the DOJ Antitrust Division's attention all federal criminal investigations in which Barclays is identified as a subject or a target, and all administrative or regulatory proceedings or civil actions brought by any federal or state governmental authority in the United States against Barclays or its employees, to the extent that such investigations, proceedings or actions allege facts that could form the basis of a criminal violation of U.S. antitrust laws, and Barclays shall also bring to the DOJ's Criminal Division, Fraud Section's attention all federal criminal or regulatory investigations in which Barclays is identified as a subject or a target, and all administrative or regulatory proceedings or civil actions brought by any federal governmental authority in the United States against Barclays or its employees, to the extent such investigations, proceedings or actions allege violations of U.S. law concerning fraud, including securities or commodities fraud.

In a related settlement, Barclays Bank PLC ("Barclays Bank"), the main operating company of the Barclays Group and wholly-owned subsidiary of Barclays, also consented to the entry of an order by the CFTC pursuant to sections 6(c)(4)(A) and 6(d) of the U.S. Commodity Exchange Act imposing a civil monetary penalty of \$400 million and certain remedial sanctions (the "CFTC Order").

In addition, Barclays Bank consented to an order by the Federal Reserve imposing a civil monetary penalty of \$342 million and ordering Barclays Bank and Barclays

Bank's New York Branch to cease and desist and take certain affirmative actions to enhance internal controls and compliance programs (the "Board Order").

Barclays Bank and its New York Branch also consented to the entry of an order by the New York State Department of Financial Services (the "NYDFS") pursuant to Sections 44 and 44-a of the New York Banking Law imposing a civil monetary penalty of \$485 million and requiring Barclays Bank and its New York Branch to take certain disciplinary actions against employees that were involved in the wrongful conduct and to continue to engage the independent monitor previously selected by the NYDFS to conduct, consistent with applicable law, a comprehensive review of Barclays Bank's compliance programs, policies, and procedures (the "NYDFS Order" and, together with the Plea Agreement, the CFTC Order and the Board Order, the "FX Settlements").

Furthermore, by a Final Notice dated May 20, 2015, the U.K. Financial Conduct Authority imposed a financial penalty of £284,432,000 on Barclays Bank for failing to control business practices in its FX business in London (including G10 and emerging market spot FX trading, FX options and FX sales).

DISCUSSION

In 2005, the Commission revised the registration, communications, and offering processes under the Securities Act.¹ As part of this offering reform, the Commission revised Securities Act Rule 405, creating a new category of issuer, the "well-known seasoned issuer" (or "WKSI"), and a new category of offering communication, the "free writing prospectus." A WKSI is able to take advantage of important reforms that have changed the way corporate finance transactions for larger issuers are planned and structured. These reforms include the ability to "file-and-go" (*i.e.*, eligibility for automatically effective shelf registration statements) and "pay-as-you-go" (*i.e.*, the ability to pay filing fees as the issuer sells securities off the shelf). These reforms have removed the risk of regulatory delay in connection with capital formation. In addition, WKSI's are provided with the most flexibility in terms of communications, including the ability to use free writing prospectuses in advance of filing a registration statement.

The Commission also created another category of issuer under Rule 405, the "ineligible issuer." An ineligible issuer is excluded from the category of "WKSI" and is ineligible to make communications by way of free writing prospectuses, except in limited circumstances.² As a result, an ineligible issuer that would otherwise be a WKSI does

¹ See Securities Offering Reform, Securities Act Release No. 8591, Exchange Act Release No. 52,056, Investment Company Act Release No. 26,993, 70 Fed. Reg. 44,722, 44,790 (Aug. 3, 2005).

² See Securities Act Rules 164(e), 405 & 433, 17 C.F.R. §§ 230.164(e), 230.405 & 230.433.

not have access to file-and-go or pay-as-you-go and cannot use most free writing prospectuses.

Securities Act Rule 405 authorizes the Commission to determine, “upon a showing of good cause, that it is not necessary under the circumstances that the issuer be considered an ineligible issuer.”³ The Commission has delegated the function of granting or denying such applications to the Director of the Division of Corporation Finance.⁴

Barclays understands that the Plea Entry would make Barclays an ineligible issuer under Rule 405. As an ineligible issuer, Barclays would not be able to qualify as a WKSI and, therefore, would not have access to file-and-go and other reforms available to WSIs and would not be able to be eligible to take advantage of all of the free writing prospectus reforms of Rules 164 and 433.

REASONS FOR GRANTING A WAIVER

Barclays respectfully requests that the Commission determine that it is not necessary for Barclays to be considered an ineligible issuer as a result of the Plea Entry. Barclays believes that the facts support a conclusion that the granting of a waiver would be consistent with the guidelines for relief published by the Division of Corporation Finance.⁵ Applying the ineligibility provisions to Barclays would be disproportionately and unduly severe, for the reasons described below.

Nature of Violation: Responsibility for the Alleged Violation

The violation addressed in the Plea Agreement does not pertain to activities undertaken by Barclays in connection with Barclays’ role as an issuer of securities (or any disclosure related thereto) or any of its filings with the Commission or otherwise involve alleged fraud in connection with Barclays’ offerings of its own securities. The Barclays employees responsible for the violation of law that is the subject of the Plea Agreement were FX spot traders. None of these individuals was an officer or held a position on the Board of Directors of Barclays or any of its subsidiaries and none of them was responsible for, or had any influence over, Barclays’ disclosure or the disclosure of its subsidiaries. Although the misconduct resulted in a criminal violation, there are no

³ Securities Act Rule 405, 17 C.F.R. § 230.405.

⁴ 17 C.F.R. § 200.30-1(a)(10). We note, however, that you have advised us that the Division of Corporation Finance will not act on this request pursuant to such delegated authority and this request will be considered by the Commission.

⁵ See SEC, Division of Corporation Finance, Revised Statement on Well-Known Seasoned Issuer Waivers, April 24, 2014, at <http://www.sec.gov/divisions/corpfin/guidance/wksi-waivers-interp-031214.htm>.

findings that the misconduct described in the Plea Agreement occurred at the direction of senior management of Barclays. Moreover, there is no indication that the wrongdoing reflected “a tone at the top” that condoned or chose to ignore the misconduct. Rather, Barclays has accepted responsibility for the misconduct of the FX traders as described in the Plea Agreement.

Importantly, the Plea Agreement does not (i) challenge Barclays or its subsidiaries’ disclosures in their filings with the Commission, (ii) allege that Barclays’ disclosure controls and procedures were deficient, (iii) allege fraud in connection with securities offerings by Barclays or its subsidiaries of their securities, (iv) allege that members of the Board of Directors, the Executive Committee, the Disclosure Committee or the Financial Reporting and Control unit within the Global Finance Department of Barclays knew about the violation or (v) allege that members of the Board of Directors, the Executive Committee, the Disclosure Committee or the Financial Reporting and Control unit within the Global Finance Department of Barclays ignored any warning signs or “red flags” regarding the violation.

The wrongdoing that is the subject of the Plea Agreement does not call into question the reliability of Barclays’ current and future disclosure as an issuer of securities and was the product of misconduct committed by the Barclays FX traders, none of whom was responsible for the disclosure of Barclays or any of its subsidiaries. As a result, Barclays believes that designation as an ineligible issuer is not required for the public interest or the protection of existing and potential investors in Barclays’ securities.

Duration of the Alleged Violation

The misconduct occurred over a period of approximately five years. However, as mentioned above, the misconduct was isolated to the actions of the Barclays FX traders, and remedial action, as described below, has been implemented to ensure that the misconduct does not reoccur.

Remedial Steps

Barclays has implemented and will continue to implement policies and procedures designed to prevent the recurrence of the conduct that is the subject of the FX Settlements as required by the Plea Agreement. Indeed, Barclays’ efforts in this regard have already been recognized by both the CFTC and the Federal Reserve. For example, the Board Order notes that Barclays has made and continues to make progress in implementing enhancements to its firm-wide compliance systems and controls that are designed to address deficiencies in the firm’s foreign exchange (“FX”) activities.⁶ The CFTC Order

⁶ See In the Matter of Barclays Bank PLC, London, England and Barclays Bank PLC, New York Branch, New York, New York, Order to Cease and Desist and Order of Assessment of a Civil

also identifies the numerous steps already undertaken by Barclays to make reasonable efforts to ensure the integrity of the FX markets. Those steps, as well as a description of Barclays' progress in respect of those steps, are set out below:

1. Prohibiting all FX spot traders from participating in multi-bank chat rooms;
2. Implementing enhanced surveillance of electronic communications and trading on the FX desks, which includes ongoing improvements to surveillance models;
3. Mandating at least annual training for all FX employees concerning appropriate market conduct. Trainings have been rolled out across Barclays and are administered to new hires and existing employees on a continuing basis;
4. In October 2012, issuing GFX Market Colour Guidelines within the Barclays' Investment Bank, which outlined what constituted an acceptable use of market information for communications with clients;
5. In December 2012, issuing within the Investment Bank Competition Guidance on Exchanging Information with Competitors, which specified that commercially sensitive information should not be shared with competitors and prohibited other specified communications with competitors;
6. Commencing its ongoing internal investigation of possible misconduct by its FX traders relating to FX benchmark rates; and
7. Reviewing Barclays' business practices and systems and controls, which includes developing and implementing remedial efforts across Barclays at the Group, Compliance and Front Office levels. These efforts are ongoing.⁷

The steps described above are only part of Barclays' far-reaching efforts since 2012 to assess business and control risks and to address those risks through measures including:

1. Substantial investments in the independent, external review of Barclays' governance, operational model, and risk and control programs, conducted by

Money Penalty Issued Upon Consent Pursuant to the Federal Deposit Insurance Act, as Amended, at pages 2-3.

⁷ See In the Matter of Barclays Bank PLC, Order Instituting Proceedings Pursuant to Sections 6(c)(4)(A) and 6(d) of the Commodity Exchange Act, Making Findings, And Imposing Remedial Sanctions, at pages 14-15.

Sir Anthony Salz, including interviews of more than 600 employees, clients, and competitors, as well as consideration of more than 9,000 responses to an internal staff survey.

2. Clearly articulating Barclays' policies and values and disseminating that information firm-wide through trainings:
 - (i) For example and in addition to the issuance of the GFX Market Colour Guidelines and the Competition Guidance on Exchanging Information with Competitors (as described above), as part of the Barclays' "Transform Program" announced in 2013, Barclays launched The Barclays Way code of conduct in 2013, which was updated in 2014. The Barclays Way code of conduct sets out the standards and behaviors expected of Barclays employees and it provides examples of how these standards should be put into practice in decision-making and highlights the responsibility of individuals to challenge poor practice whenever and wherever it occurs. The Barclays Way code of conduct has been broadly disseminated throughout the Barclays Group, and in connection with enhanced training of employees, as at year end 2014, 98% of Barclays employees have attested to The Barclays Way. Employees also are required to complete an online training module related to The Barclays Way. The Barclays Way is also incorporated into other trainings disseminated through Barclays.
 - (ii) In addition, Barclays has implemented values trainings, including its Purpose, Values and Behaviours Program, which is a mandatory three-hour training for all personnel, designed to better equip employees to apply Barclays values within their specific roles, teams and business units.
3. Developing a strong institutional framework of supervision and accountability running from the desk level to the top of the organization:
 - (i) For example, Barclays established in 2013 a dedicated Board-level committee, the Board Conduct, Operational and Reputation Risk Committee, that is responsible for ensuring, on behalf of the Board, the efficiency of the processes for identification and management of conduct risk, reputation risk and operational risk. This committee reports to the Barclays' Board of Directors.
 - (ii) In addition, Barclays has established numerous business-specific committees – comprising senior business personnel and regional executives, among others – that are responsible for considering the principal risks as they relate to the associated businesses. Each of these

committees meets on a quarterly basis, and all report up to the Board Conduct, Operational and Reputation Risk Committee.

4. Instituting an enhanced global compliance and controls system, supported by substantial financial and human resources, and charged with enforcing and continually monitoring adherence to Barclays' policies. Examples of these efforts include:
 - (i) Barclays has transformed its Compliance program into a centralized, fully independent function with a direct line to the CEO of Barclays and a seat on the Board's Executive Management Committee. Among other steps, Barclays has more than doubled the number of its Compliance staff since 2008.
 - (ii) Barclays also has invested substantial resources in the Compliance Career Academy, which is designed to provide consistent training in compliance across the organization. Junior Compliance employees receive approximately 600 hours of Compliance-related training over two year period. More senior Compliance personnel receive additional training.

Prior Relief

Barclays has previously requested and received waivers regarding ineligible issuer status in 2007 and 2014 from the Division of Corporation Finance pursuant to delegated authority granted by the Commission. The 2007 waiver related to alleged conduct with respect to trading of third-party debt securities by Barclays Bank on the basis of material non-public information obtained through membership on bankruptcy creditors' committees in violation of Section 17(a) of the Securities Act and Section 10(b) and Rule 10b-5 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The 2014 waiver related to violations of Sections 204(a), 206(2), 206(3), 206(4) and 207 of the Investment Advisers Act of 1940 ("Advisers Act"), and Rules 204-2, 206(4)-2 and 206(4)-7 thereunder, as a result of certain failures after Barclays Capital Inc. ("BCI"), a broker-dealer subsidiary of Barclays, acquired Lehman Brothers' investment advisory business in September 2008, including BCI's failure to (i) enhance its infrastructure to support the new business, (ii) adopt and implement written policies and procedures reasonably designed to prevent violations of the Advisers Act, and (iii) make and keep certain books and records. The conduct, which was the subject of the previous waiver requests, occurred in different Barclays' business units and is unrelated to the conduct which is the subject of this waiver request. In addition, the misconduct by the Barclays FX traders occurred prior to the implementation of certain remediation steps in connection with the 2014 waiver. As a result, and taking account of the remediation steps which have been described above, Barclays does not believe that the prior conduct covered by the previous waiver requests nor the misconduct that is the

subject of this waiver request, calls into question the adequacy of Barclays' internal control over financial reporting or its ability to produce reliable disclosure.

Impact on Issuer

The FX Settlements are the result of substantial negotiations between Barclays, the DOJ, the CFTC, the NYDFS and the Federal Reserve. The FX Settlements direct Barclays to pay substantial monetary penalties, cease and desist from certain conduct, and comply with extensive undertakings. Applying ineligible issuer status to Barclays would not be necessary to achieve the purposes of the FX Settlements and would be unduly severe and impose a significant burden on Barclays.

The WKSI shelf (as defined below) process allows access to the widest possible global investor base and provides an important means of accessing capital and funding for Barclays' global operations. Barclays is a frequent issuer of securities that are registered with the Commission and offered and sold under its current Form F-3 registration statement (the "WKSI shelf").

Barclays issues a variety of securities that are registered under the WKSI shelf, including ordinary shares, regulatory capital securities (Additional Tier 1 contingent convertible securities and Tier 2 subordinated debt), and senior debt securities issued in syndicated transactions in "benchmark" size. Since 2011, Barclays has issued off the WKSI shelf the USD-equivalent of approximately \$8.5 billion of regulatory capital securities, which represents 100% of all regulatory capital securities issued by Barclays in that period. These figures demonstrate the importance of the WKSI shelf to Barclays in meeting its capital and funding requirements.

As an ineligible issuer, Barclays would lose the flexibility (i) to offer additional securities of the classes covered by a registration statement without filing a new registration statement, (ii) to register additional classes of securities not covered by the registration statement by filing a post-effective amendment which becomes immediately effective, (iii) to omit certain information from the prospectus, (iv) to take advantage of the pay-as-you-go fees or (v) to qualify a new indenture under the Trust Indenture Act of 1939, as amended, should the need arise, without filing or having the Commission declare effective a new registration statement.

In addition, as an ineligible issuer, Barclays would be unable to use free writing prospectuses ("FWP") other than ones that contain only a description of the terms of the securities in the offering or the offering itself. This limitation would restrict Barclays from using investor presentation FWP materials in connection with its offers and sales of its regulatory capital securities, which it believes is an important channel of communication to investors in regulatory capital securities.

The adverse market and issuer impact of the potential loss of flexibility with respect to new types of securities is particularly important to Barclays in light of current regulatory and market conditions and uncertainties that are significantly transforming the landscape for financial institutions like Barclays. The U.K. Prudential Regulation Authority (“PRA”), which is responsible for the day-to-day prudential regulation and supervision of Barclays, has continued to develop and apply a more assertive approach to supervision, including application of heightened capital, leverage and liquidity standards that either anticipate or go beyond requirements established by global or EU standards. Further changes to prudential requirements are expected over the next few years, including further refinements to the eligibility criteria of applicable securities for meeting capital, leverage and liquidity requirements (including with respect to “total loss absorbing capacity” or TLAC), the outlines and impacts of which are not fully known.

Finally, under the stress tests administered by the Bank of England and European Banking Authority from time to time, the parameters and requirements of which continue to evolve, significant capital buffers, above the regulatory minimum levels, are required for financial institutions to be able to withstand a severe economic downturn hypothesized for purposes of the stress tests. The results of such stress tests could dictate additional capital needs. In the past three years, Barclays has registered a new class of securities in the form of Additional Tier 1 securities with the Commission and has been able to strengthen its capital position in an efficient manner using the “file-and-go” procedures for a public offering of these new securities. If Barclays were required to issue new types of securities in the future to address additional capital needs, it would similarly seek to benefit from using such procedures. However, if Barclays were prevented from using the “file-and-go” procedures as a result of becoming an ineligible issuer, this may adversely impact the speed at which Barclays could strengthen its capital position if required to do so. In addition, this impact on the speed to the market may adversely affect Barclays because, by the time Barclays could issue such new type of securities, market conditions may have become unfavorable or similar securities issued by other issuers in the intervening period may decrease the market demand for Barclays’ securities, which could have a negative pricing effect on Barclays’ securities.

In light of these considerations, subjecting Barclays to ineligible issuer status is not necessary under the circumstances, either in the public interest or for the protection of investors, and good cause exists to determine that Barclays should not be considered an ineligible issuer under Rule 405 as a result of the Plea Entry. We respectfully request the Division of Corporation Finance to make that determination.

Mary J. Kosterlitz, Esq.

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Please contact me at the above listed telephone number if you should have any questions regarding this request.

Very truly yours,

A handwritten signature in black ink that reads "George H. White". The signature is written in a cursive style with a large, prominent "G" and "H".

George H. White