UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 9651 \ September 23, 2014

In the Matter of **Barclays Capital Inc.,** **Respondent.**	**ORDER UNDER RULE 506(d) OF THE SECURITIES ACT OF 1933 GRANTING A WAIVER OF THE RULE 506(d)(1)(iv)(B) DISQUALIFICATION PROVISION**

I.

Barclays Capital Inc. ("BCI"), a dually registered investment adviser and broker-dealer, has submitted a letter, dated September 23, 2014, requesting a waiver of the Rule 506(d)(1)(iv)(B) disqualification from relying on the exemption under Regulation D from the registration requirements under the Securities Act of 1933 (the "Securities Act").

II.

The Securities and Exchange Commission ("Commission") issued an order instituting administrative and cease-and-desist proceedings against BCI (the "Cease-and-Desist Order") pursuant to Sections 15(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Sections 203(e) and 203(k) of the Investment Advisers Act of 1940 (the "Advisers Act") for violations of the Advisers Act.

III.

The exemptions under Rule 506 of Regulation D would be unavailable to BCI as a result of the Cease-and-Desist Order. Rule 506(d)(2) of Regulation D provides, however, that the disqualification "shall not apply. . . upon a showing of good cause and without prejudice to any other action by the Commission, if the Commission determines that it is not necessary under the circumstances that an exemption be denied."

IV.

Based upon the representations set forth in BCI's request, the Commission has determined that pursuant to Rule 506(d) under the Securities Act a showing of good cause has been made that it is not necessary under the circumstances that the exemptions be denied.

Accordingly, **IT IS ORDERED**, pursuant to Rule 506(d) under the Securities Act, that a waiver from the application of the disqualification provision of Rule 506(d)(1)(iv)(B) under the Securities Act resulting from the Cease-and-Desist Order is hereby granted to BCI.

By the Commission.

Brent J. Fields
Secretary