

21 NOVEMBER 2017

PROSPECTUS SUPPLEMENT

COMBINED SUPPLEMENT 3/2017



BARCLAYS BANK PLC
(Incorporated with limited liability in England and Wales)

Pursuant to the Global Structured Securities Programme

This prospectus supplement dated 21 November 2017 (the "**Prospectus Supplement**") is supplemental to, and must be read in conjunction with, each of the base prospectuses listed in the Schedule hereto, (in respect of Base Prospectus 2 and Base Prospectus 5 only, as supplemented by the Combined Supplement 1/2017 dated 13 July 2017 and the Combined Supplement 2/2017 dated 4 August 2017) (each, a "**Base Prospectus**" and together, the "**Base Prospectuses**") as prepared by Barclays Bank PLC in its capacity as issuer (the "**Issuer**") in respect of its Global Structured Securities Programme (the "**Programme**"). This Prospectus Supplement constitutes a base prospectus supplement in respect of each Base Prospectus for the purposes of Directive 2003/71/EC (and amendments thereto) and Section 87G of the UK Financial Services and Markets Act 2000 ("**FSMA**").

Terms defined in the Base Prospectuses shall, unless the context otherwise requires, have the same meanings when used in the Prospectus Supplement.

The purpose of this Prospectus Supplement is to amend and supplement certain information in each of the "Important Information", "Summary", "Information Incorporated by Reference", "Form of Final Terms", "Taxation", "Important Legal Information" and "General Information" sections in each of the Base Prospectuses due to (i) the release of the Q3 2017 Results Announcement and the Structural Reform Announcement (each as defined below), (ii) the upgrade by Standard & Poor's Credit Market Services Europe Limited to the short-term debt obligations of the Issuer and (iii) the forthcoming date of application of the Benchmarks Regulation (Regulation (EU) 2016/1011).

A) IMPORTANT INFORMATION

The section entitled "Important Information on (i) pages 4 to 6 of Base Prospectus 1, (ii) pages 4 to 6 of Base Prospectus 2 and (iii) pages 4 to 6 of Base Prospectus 5 is updated by:

- i) In respect of Base Prospectus 1 and Base Prospectus 5 only, inserting a new paragraph at the end of the section as follows:

"Use of a benchmark

Amounts payable under the Securities may be calculated or otherwise determined by reference to an index or a combination of indices. Any such index may constitute a benchmark for the purposes of the Benchmarks Regulation (Regulation (EU) 2016/1011) (the "**Benchmarks Regulation**"). If any such index does constitute such a benchmark, from 1 January 2018, the Final Terms will indicate whether or not the benchmark is provided by an administrator included in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to article 36 of the Benchmarks Regulation. Not every index will fall within the scope of the

Benchmarks Regulation. Furthermore transitional provisions in the Benchmarks Regulation may have the result that the administrator of a particular benchmark is not required to appear in the register of administrators and benchmarks at the date of the Final Terms. The registration status of any administrator under the Benchmarks Regulation is a matter of public record and, save where required by applicable law, the Issuer does not intend to update the Final Terms to reflect any change in the registration status of the administrator."

- ii) In respect of Base Prospectus 2 only, inserting a new paragraph at the end of the section as follows:

"Use of a benchmark

Amounts payable under the Securities or assets deliverable under the Securities may be calculated or otherwise determined by reference to an index or a combination of indices. Any such index may constitute a benchmark for the purposes of the Benchmarks Regulation (Regulation (EU) 2016/1011) (the "**Benchmarks Regulation**"). If any such index does constitute such a benchmark, from 1 January 2018, the Final Terms will indicate whether or not the benchmark is provided by an administrator included in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to article 36 of the Benchmarks Regulation. Not every index will fall within the scope of the Benchmarks Regulation. Furthermore transitional provisions in the Benchmarks Regulation may have the result that the administrator of a particular benchmark is not required to appear in the register of administrators and benchmarks at the date of the Final Terms. The registration status of any administrator under the Benchmarks Regulation is a matter of public record and, save where required by applicable law, the Issuer does not intend to update the Final Terms to reflect any change in the registration status of the administrator."

B) SUMMARY

The section entitled "Summary" on (i) pages 9 to 35 of Base Prospectus 1, (ii) pages 10 to 36 of Base Prospectus 2 and (iii) pages 9 to 22 of Base Prospectus 5 is updated by:

- i) In respect of each Base Prospectus:
 - (1) Deleting the information appearing in the third paragraph of the third column of Element B.12 in its entirety and replacing it with the following:

"Not Applicable: there has been no significant change in the financial or trading position of the Bank Group since 30 September 2017."
- ii) In respect of Base Prospectus 1 only:
 - (1) Deleting the information appearing in the first paragraph of the third column of Element B.17 in its entirety and replacing it with the following:

"The short-term unsecured obligations of the Issuer are rated A-1 by Standard & Poor's Credit Market Services Europe Limited, P-1 by Moody's Investors Service Ltd. and F1 by Fitch Ratings Limited and the long-term unsecured unsubordinated obligations of the Issuer are rated A by Standard & Poor's Credit Market Services Europe Limited, A1 by Moody's Investors Service Ltd. and A by Fitch Ratings Limited. A specific issue of Securities may be rated or unrated."

- (2) deleting the information headed "Mandatory Early Redemption" appearing in the third column of Element C.9 and replacing it with the following:

"**[[Mandatory] Early Redemption:** Securities may also be redeemed earlier than the Scheduled Redemption Date if performance of the Issuer's obligations becomes illegal, if the Determination Agent so determines, following cessation of publication of an inflation index, or following [the occurrence of a change in applicable law,] [a currency disruption] [or] a tax event affecting the Issuer's ability to fulfil its obligations under the Securities.]"

- (3) deleting the second bullet point of the paragraph beginning with "You may also lose some or all of your entire investment if" of Element D.3 and replacing it with the following:

- the Securities are redeemed early for reasons beyond the control of the Issuer (such as following [a change in applicable law,][a currency disruption] [or] a tax event affecting the Issuer's ability to fulfil its obligations under the Securities) and the amount paid to investors is less than the initial purchase price; or"

- iii) In respect of Base Prospectus 2 and Base Prospectus 5 only:

- (1) Deleting the information appearing in the third column of Element B.5 in its entirety and replacing it with the following:

"The Bank Group is a major global financial services provider.

The Issuer is a wholly owned direct subsidiary of Barclays PLC, which is the ultimate holding company of the Bank Group (Barclays PLC, together with its subsidiaries, the "**Group**")."

C) INFORMATION INCORPORATED BY REFERENCE

The section "Information Incorporated by Reference" on (i) pages 69 to 73 of Base Prospectus 1, (ii) pages 73 to 76 of Base Prospectus 2 and (iii) pages 56 to 59 of Base Prospectus 5 is updated by:

- i) adding the following documents (the "**Documents**", each a "**Document**") to the list of source documents in paragraph 1 (*Source documents*):
- (1) the joint unaudited Q3 2017 results announcement of Barclays PLC and the Issuer in respect of the nine months ended 30 September 2017, as filed with the SEC on Form 6-K on 26 October 2017 (the "**Q3 2017 Results Announcement**");
 - (2) the joint announcement of Barclays PLC and the Issuer in respect of an update on structural reform as filed with the SEC on Form 6-K on 26 October 2017 (the "**Structural Reform Announcement**"); and
 - (3) Supplement 2/2017 dated 20 November 2017 to the Registration Document 4/2017 dated 1 June 2017 ("**Supplement 2/2017**").

- ii) adding the following page references in respect of the Q3 2017 Results Announcement and Supplement 2/2017 to the cross-reference lists in paragraph 2 (*Information incorporated by reference*):

From the Q3 2017 Results Announcement

Exhibit 99.1 - Results of Barclays PLC Group as of, and for the nine months ended, 30 September 2017	Pages i to 57 of Exhibit 99.1
Notes	Page i
Non- IFRS performance measures	Pages i to iv
Forward-looking statements	Page ii
Performance Highlights	Page 1
Group Performance Review	Pages 2 to 5
Results by Business	
Barclays UK	Pages 6 to 7
Barclays International	Pages 8 to 9
Head Office	Page 10
Quarterly Results Summary	Page 11
Quarterly Results by Business	Pages 12 to 16
Barclays Non-Core Results	Page 17
Discontinued Operation Results	Page 18
Performance Management	Page 19
Credit Risk	Page 20
Consolidated Condensed Financial Statements	Pages 21 to 23
Barclays PLC Parent Company	Page 24
Treasury and Capital Risk	Pages 25 to 30
Appendix: Non-IFRS Performance Measures	Pages 31 to 33
Shareholder Information	Page 34
Glossary of terms	Pages 35 to 57
Exhibit 99.2 and Exhibit 99.3 - Capitalisation and Indebtedness	Page 1 of Exhibit 99.2 and Page 1 of Exhibit 99.3

From the Structural Reform Announcement

Exhibit 99.1 – Proposed changes to the structure of the Barclays Group due to ring fencing	Pages 4 to 6
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From Supplement 2/2017

Risk Factors	Pages 1 to 2
Forward-Looking Statements	Pages 3 to 4
The Issuer and the Group	Pages 4 to 5

Only information listed in the cross-reference lists above is incorporated by reference into the Base Prospectuses.

For the purposes of the prospectus rules made under Section 73A of the FSMA and each of the above listed Base Prospectuses, the information incorporated by reference, either expressly or implicitly, into each Document does not form part of any of the above listed Base Prospectuses. Information in each Document which is not incorporated by reference into each of the Base Prospectuses is either not relevant for investors or is covered elsewhere in each such Base Prospectus.

D) FORM OF FINAL TERMS

In respect of each Base Prospectus, the section "Form of Final Terms" is supplemented by inserting a new item entitled "Relevant Benchmark[s]" as (i) item 54 on page 261 of Base Prospectus 1, (ii) item 42 on page 289 of Base Prospectus 2 and (iii) item 17 on page 90 of Base Prospectus 5:

"Relevant Benchmark[s]: [[*specify benchmark*] is provided by
[*administrator legal name*]][*repeat as necessary*]. As at the date hereof,
[[*administrator legal name*]
[appears]/[does not appear]][*repeat as necessary*] in the register of
administrators and benchmarks
established and maintained by ESMA
pursuant to article 36 of the Benchmarks
Regulation]/[Not Applicable]"

E) TAXATION

In respect of Base Prospectus 2 and Base Prospectus 5 only, the information under the heading "US federal tax treatment of non-US holders" on (i) pages 302 to 304 of Base Prospectus 2 and (ii) pages 102 to 104 of Base Prospectus 5 shall be amended by deleting the fourth, fifth, sixth, seventh, eighth, and ninth paragraphs in their entirety and replacing them with the following:

"Under Section 871(m) of the Code and regulations thereunder, actual or deemed payments on financial instruments that reference one or more US corporations may be treated as 'dividend equivalent' payments that are subject to US withholding tax at a rate of 30 per cent. Generally, a 'dividend equivalent' is a payment that is directly or indirectly contingent upon a US source dividend or is determined by reference to a US source dividend, including a payment that implicitly takes into account such a dividend. For financial instruments issued on or after 1 January 2017 but prior to 1 January 2019, dividend equivalent payments will be subject to withholding if the instrument has a 'delta' of one with respect to either an underlying US stock or a US stock component of an underlying index or basket. For financial instruments issued on or after 1 January 2019, dividend equivalent payments on (1) a 'simple' financial instrument that has a delta of 0.8 or greater with respect to an underlying US stock or a US stock component of an underlying index or basket and (2) a 'complex' financial instrument that meets the 'substantial equivalence' test with respect to an underlying US stock or a US stock component of an underlying index or basket, will be subject to withholding tax under Section 871(m). An issue of Securities that references an index or basket that is treated as a 'qualified index' will not be subject to withholding under Section 871(m), even if such Securities meet, as applicable, the delta or substantial equivalence test. In general, a qualified index is a diverse, passive, and widely used index that satisfies the technical requirements prescribed by regulations.

The delta of a financial instrument generally is defined as the ratio of the change in the fair market value of the instrument to a small change in the fair market value of the number of shares of the underlying US corporation, determined either as of the pricing or issue date of the instrument, in accordance with applicable regulations. A financial instrument generally will be treated as having a delta of one if it provides for 100 per cent participation in all of the appreciation and depreciation of one or more underlying US stocks. Very broadly, the substantial equivalence test analyses whether a financial instrument has a correlation to the applicable underlying US stock that is at least as great as that of a simple financial instrument with a delta of at least 0.8.

The Final Terms will indicate if the Issuer has determined that the particular issue of Securities is expected to be subject to withholding under Section 871(m). Any determination by the Issuer on the application of Section 871(m) to a particular Security generally is binding on Holders, but is not binding on the IRS. The Section 871(m) regulations require complex calculations to be made with respect to Securities referencing shares of US corporations and their application to a specific issue of Securities may be uncertain. Accordingly, even if the Issuer determines that a Security is not subject to Section 871(m), the IRS could assert that the Holder is liable for Section 871(m) tax in respect of such Security, including where the IRS concludes that the delta or substantial equivalence with respect to the Security was determined more than 14 days prior to the Security's issue date.

In addition, a Security may be treated as reissued for purposes of Section 871(m) upon a significant modification of the terms of the Security. In certain circumstances, a rebalancing or adjustment to the components of an underlying index or basket may result in the deemed reissuance of the Security, in particular where the rebalancing or adjustment is made other than pursuant to defined rules, or involves the exercise of discretion. In that case, a Security that was not subject to withholding under Section 871(m) at issuance may become subject to withholding at the time of the deemed reissuance. In addition, a Security that in isolation is not subject to Section 871(m) may nonetheless be subject to Section 871(m) if the non-US holder has engaged, or engages, in other transactions in respect of an underlying US stock or component of an underlying index or basket. In such situations, such non-US holders could be subject to Section 871(m) tax even if the Issuer does not withhold in respect of the Security. Further, a non-US holder may be required, including by custodians and other withholding agents with respect to the Security, to make representations regarding the nature of any other positions with respect to US stock directly or indirectly referenced (including components of any index or basket) by such Security. A non-US holder that enters, or has entered, into other transactions in respect of a US stock, component of an underlying index or basket, or the Securities should consult its own tax advisor regarding the application of Section 871(m) to the Securities and such other transactions.

If an issue of Securities is determined to be subject to US withholding tax under Section 871(m), information regarding the amount of each dividend equivalent, the delta of the Securities, the amount of any tax withheld and deposited, the estimated dividend amount (if applicable), and any other information required under Section 871(m), will be provided, communicated, or made available to Holders in a manner permitted by applicable regulations. Withholding on payments will be based on actual dividends on the underlying US stock or, if otherwise notified by the Issuer in accordance with applicable regulations, on estimated dividends used in pricing the Securities. Where an issue of Securities that references estimated dividend amounts also provides for any additional payments to reflect actual dividends on the underlying US stock, withholding tax will also apply to any additional payments.

If the Issuer determines that a Security is subject to withholding under Section 871(m), it will withhold tax in respect of the actual (or estimated, as described above) dividends that are paid on the underlying US stock. In addition, the US tax may be withheld on any portion of a payment or deemed payment (including, if appropriate, the payment of the purchase price) that is a dividend equivalent. Such withholding may occur at the time a dividend is paid on the relevant US stock (or, in certain cases, at the close of the quarter upon which the dividend is paid). Upon remitting the taxes withheld to the IRS, any increase in value of the relevant asset, index or basket or distributions to Holders in respect of a dividend equivalent will reflect the amount of the dividend net of the withholding described above."

F) IMPORTANT LEGAL INFORMATION

In respect of each Base Prospectus, the section "Important Legal Information" on (i) pages 317 to 321 of Base Prospectus 1, (ii) pages 355 to 360 of Base Prospectus 2 and (iii) pages 109 to 113 of Base Prospectus 5 shall be amended as follows:

- i) The second paragraph under the heading "Ratings" in the section entitled "Important Legal Information" on (i) pages 318 and 319 of Base Prospectus, (ii) pages 356 and 357 of Base Prospectus 2 and (iii) pages 109 to 110 of Base Prospectus 5 shall be deleted in its entirety and replaced with the following (notwithstanding that any footnotes in such paragraph of each Base Prospectus shall apply *mutatis mutandis* as set out therein):

"As of the date of this Base Prospectus, the short-term unsecured obligations of the Issuer are rated A-1 by Standard & Poor's, P-1 by Moody's, and F1 by Fitch and the unsecured unsubordinated long-term obligations of the Issuer are rated A by Standard & Poor's, A1 by Moody's, and A by Fitch."

- ii) The footnotes to the second paragraph under the heading "Ratings" shall be amended by deleting the information in (i) footnote 2 on page 319 of Base Prospectus 1, (ii) footnote 1 on page 357 of Base Prospectus 2 and (iii) footnote 3 on page 111 of Base Prospectus 5 in their entirety and replacing them with the following (notwithstanding that the numbering of such footnotes shall remain as set out in each Base Prospectus):

"A short-term obligation rated 'A-1' is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rating categories. However, the obligor's capacity to meet its financial commitment on the obligation is satisfactory."

G) GENERAL INFORMATION

The section entitled "General Information" on (i) pages 322 to 325 of Base Prospectus 1, (ii) pages 361 to 365 of Base Prospectus 2 and (iii) pages 114 to 118 of Base Prospectus 5 is updated by:

- i) In respect of each Base Prospectus, deleting the sentence under "Significant Change Statement" on (i) page 322 of Base Prospectus 1, (ii) page 361 of Base Prospectus 2 and (iii) page 114 of Base Prospectus 5 and in each case replacing it with the following:

"There has been no significant change in the financial or trading position of the Bank Group since 30 September 2017."

- ii) In respect of each Base Prospectus, deleting the information set out under "Legal Proceedings" on (i) page 322 of Base Prospectus 1, (ii) page 361 of Base Prospectus 2 and (iii) page 114 of Base Prospectus 5 and in each case replacing it with the following:

"Save as disclosed under (i) Note 13 (*Provisions*) and Note 19 (*Legal, competition and regulatory matters*) to the consolidated interim financial statements of Barclays PLC as set out on page 70 and pages 74 to 85 respectively, of the Q2 2017 Interim Results Announcement and (ii) the section entitled "*Group Finance Director's Review – Other matters*" on page 4 of the Q3 2017 Results Announcement, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), which may have or have had during the 12 months preceding the date of this Base Prospectus, a significant effect on the financial position or profitability of the Issuer and/or the Bank Group."

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement (in relation to any Base Prospectus) and (b) any other statement in, or incorporated by reference in any Base Prospectus, the statements in (a) above shall prevail.

The Q3 2017 Results Announcement and the Structural Reform Announcement may be inspected during normal business hours at the registered office of the Issuer or at <https://www.home.barclays/barclays-investor-relations/results-and-reports/results.html>.

The Supplement 2/2017 may be inspected during normal business hours at the registered office of the Issuer or at <https://www.home.barclays/prospectuses-and-documentation/structured-securities/prospectuses.html>.

Investors should be aware of their rights under Section 87Q(4) to (6) of the Financial Services and Markets Act 2000. Investors who have agreed to purchase or subscribe for Securities before this Prospectus Supplement was published have the right, exercisable within two working days after the date on which this Prospectus Supplement is published, to withdraw their acceptances. This right is exercisable up to, and including 23 November 2017. Investors should contact the distributor from which they agreed to purchase or subscribe the Securities in order to exercise their withdrawal rights.

References to each Base Prospectus shall hereafter mean each such Base Prospectus as supplemented by this Prospectus Supplement. The Issuer has taken all reasonable care to ensure that the information contained in each Base Prospectus, as supplemented by this Prospectus Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import and accepts responsibility accordingly. Save as disclosed in this Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in each Base Prospectus is capable of affecting the assessment of securities issued pursuant to each Base Prospectus has arisen or been noted, as the case may be, since the publication of each Base Prospectus (as supplemented at the date hereof) by the Issuer.

This Prospectus Supplement has been approved by the United Kingdom Financial Conduct Authority, which is the United Kingdom competent authority for the purposes of the Prospectus Directive and the relevant implementing measures in the United Kingdom, as a prospectus supplement issued in compliance with the Prospectus Directive and the relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of securities under the Programme.



The date of this Prospectus Supplement is 21 November 2017

SCHEDULE

LIST OF BASE PROSPECTUSES

1. GSSP Base Prospectus 1 dated 29 August 2017 ("**Base Prospectus 1**").
2. GSSP Base Prospectus 2 dated 2 June 2017 ("**Base Prospectus 2**").
3. GSSP Base Prospectus 5 dated 9 June 2017 ("**Base Prospectus 5**").