

4 April 2014

PROSPECTUS SUPPLEMENT

COMBINED SUPPLEMENT 3/2014



**BARCLAYS BANK PLC**

*(Incorporated with limited liability in England and Wales)*

**Pursuant to the Global Structured Securities Programme**

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This prospectus supplement dated 4 April 2014 (the "**Prospectus Supplement**") is supplemental to and must be read in conjunction with each of the following Base Prospectuses (the "**Base Prospectuses**" and each a "**Base Prospectus**"), as prepared by Barclays Bank PLC (the "**Bank**") in its capacity as issuer (the "**Issuer**"). GSSP Base Prospectus 4, GSSP Base Prospectus 6, GSSP Base Prospectus 9, GSSP Base Prospectus 10 and GSSP Base Prospectus 11 (as defined below) have been supplemented by the first combined supplement 1/2013, dated 10 October 2013 (the "**Combined Supplement 1/2013**") and GSSP Base Prospectus 4, GSSP Base Prospectus 6, GSSP Base Prospectus 9, GSSP Base Prospectus 10, GSSP Base Prospectus 11 and GSSP Base Prospectus 15 have been supplemented by Combined Supplement 2/2013, dated 23 December 2013 (the "**Combined Supplement 2/2013**"),

<b>Base Prospectus:</b>	<b>Description:</b>	<b>Date of approval:</b>	<b>Applicable section of this Supplement</b>
GSSP Base Prospectus 4 ("GSSP Base Prospectus 4")	Equity Linked Securities	4 June 2013	(a) – pages 2 and 3;  (b) – pages 3 and 4; and  (c) – pages 4 and 5.
GSSP Base Prospectus 6 ("GSSP Base Prospectus 6")	Equity or Commodity Linked Warrants	14 June 2013	(a) – pages 2 and 3;  (b) – pages 3 and 4; and  (c) – pages 4 and 5.
GSSP Base Prospectus 9 ("GSSP Base Prospectus 9")	Multi-Asset Linked Securities	19 August 2013	(a) – pages 2 and 3;  (b) – pages 3 and 4; and  (c) – pages 4 and 5.
GSSP Base Prospectus 10 ("GSSP Base Prospectus 10")	FX Linked Securities	30 August 2013	(a) – pages 2 and 3;  (b) – pages 3 and 4; and  (c) – pages 4 and 5.

GSSP Base Prospectus 11 ("GSSP Base Prospectus 11")	Open-ended Equity Linked Securities	13 June 2013	(a) – pages 2 and 3;  (b) – pages 3 and 4; and  (c) – pages 4 and 5.
GSSP Base Prospectus 15 ("GSSP Base Prospectus 15")	Credit Linked Securities	22 October 2013	(a) – pages 2 and 3; and  (c) – pages 4 and 5.

This Prospectus Supplement constitutes a base prospectus supplement in respect of the Base Prospectuses for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Law on Prospectuses for Securities dated 10 July 2005 and amended on 3 July 2012 (the "**Luxembourg Law**").

The purpose of this Prospectus Supplement is to:

1. incorporate by reference the joint annual report of the Issuer and Barclays PLC and the annual report of the Issuer;
2. supplement the information relating to the Issuer and its subsidiary undertakings (together, the "**Group**") in the above listed Base Prospectuses with new financial information and information in relation to legal proceedings; and
3. confirm that there has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2013 and no significant change in the financial or trading position of the Issuer or the Group since 31 December 2013.

**(a) Documents Incorporated by Reference**

- (i) The information under the heading 'Information Incorporated by Reference' on pages:

46 of GSSP Base Prospectus 4;

55 of GSSP Base Prospectus 6;

67 of GSSP Base Prospectus 9;

47 of GSSP Base Prospectus 10

45 of GSSP Base Prospectus 11; and

38 of GSSP Base Prospectus 15

is updated with the following information:

Incorporation by reference of the sections set out below from the joint Annual Report of the Issuer and Barclays PLC, as filed with the US Securities and Exchange Commission (the "**SEC**") on Form 20 F in respect of the years ended 31 December 2012 and 31 December 2013 (the "**Joint Annual Report**").

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(ii) The information under the heading 'Information Incorporated by Reference' on pages:

46 of GSSP Base Prospectus 4;

55 of GSSP Base Prospectus 6;

67 of GSSP Base Prospectus 9;

47 of GSSP Base Prospectus 10

45 of GSSP Base Prospectus 11; and

38 of GSSP Base Prospectus 15

is updated with the following information:

Incorporation by reference of the Annual Report of the Issuer containing the audited consolidated financial statements of the Issuer in respect of the year ended 31 December 2013 (the "**Issuer Annual Report**").

Issuer Annual Report Cross Reference List

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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 the Joint Annual Report or the Issuer Annual Report do not form part of any of the above listed Base Prospectuses.

Information in the Joint Annual Report which is not incorporated by reference into the above listed Base Prospectuses is either not relevant for the investor or is covered elsewhere in such Base Prospectuses.

The above document may be inspected: (i) during normal business hours at the registered office of the Issuer; or (ii) at <http://group.barclays.com/prospectuses-and-documentation>.

**(b) Updates to the Summary**

In the third column of Element B.12 on pages:

12 of GSSP Base Prospectus 4;

10 of GSSP Base Prospectus 6;

13 of GSSP Base Prospectus 9;

14 of GSSP Base Prospectus 10; and

12 of GSSP Base Prospectus 11

is updated as follows:

(i) the paragraph relating to the Group's audited financial information for the year ended 31 December 2012 is no longer relevant;

- (ii) the paragraph relating to the Group's unaudited financial information for the six months ended 30 June 2013 is no longer relevant; and
- (iii) the information is updated with the addition of the following language:

“Based on the Group’s audited financial information for the year ended 31 December 2013, the Group had total assets of £1,312,840 million (2012: £1,488,761 million), total net loans and advances of £468,664 million (2012: £464,777 million), total deposits of £482,770 million (2012: £462,512 million), and total shareholders’ equity of £63,220 million (2012: £59,923 million) (including non-controlling interests of £2,211 million (2012: £2,856 million)). The profit before tax from continuing operations of the Group for the year ended 31 December 2013 was £2,855 million (2012: £650 million) after credit impairment charges and other provisions of £3,071 million (2012: £3,340 million). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2013.

There has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2013.

There has been no significant change in the financial or trading position of the Issuer or the Group since 31 December 2013.”

**(c) Updates to 'Information Relating to the Issuer'**

- (i) Following the publication of the Joint Annual Report and the Issuer Annual Report, the information under the heading 'The Issuer and the Group' on pages:
  - 49 of GSSP Base Prospectus 4;
  - 58 of GSSP Base Prospectus 6;
  - 70 of GSSP Base Prospectus 9;
  - 50 of GSSP Base Prospectus 10;
  - 48 of GSSP Base Prospectus 11, and
  - 41 of GSSP Base Prospectus 15

is updated with the following to disclose the most recent financial information:

Based on the Group’s audited financial information for the year ended 31 December 2013, the Group had total assets of £1,312,840 million (2012: £1,488,761 million), total net loans and advances of £468,664 million (2012: £464,777 million), total deposits of £482,770 million (2012: £462,512 million), and total shareholders’ equity of £63,220 million (2012: £59,923 million) (including non-controlling interests of £2,211 million (2012: £2,856 million)). The profit before tax from continuing operations of the Group for the year ended 31 December 2013 was £2,855 million (2012: £650 million) after credit impairment charges and other provisions of £3,071 million (2012: £3,340 million). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2013.

- (ii) The information under the heading ‘Significant Change Statement’ on pages:
  - 58 of GSSP Base Prospectus 4;
  - 67 of GSSP Base Prospectus 6;
  - 81 of GSSP Base Prospectus 9;
  - 61 of GSSP Base Prospectus 10;
  - 57 of GSSP Base Prospectus 11; and
  - 54 of GSSP Base Prospectus 15

is updated to state:

There has been no significant change in the financial or trading position of the Issuer or the Group since 31 December 2013.

(iii) The information under the heading 'Material Adverse Change Statement' on pages:

58 of GSSP Base Prospectus 4;

67 of GSSP Base Prospectus 6;

81 of GSSP Base Prospectus 9;

61 of GSSP Base Prospectus 10;

57 of GSSP Base Prospectus 11; and

54 of GSSP Base Prospectus 15

is updated to state:

There has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2013.

(iv) The information is further supplemented on pages:

58 of GSSP Base Prospectus 4;

67 of GSSP Base Prospectus 6;

81 of GSSP Base Prospectus 9;

61 of GSSP Base Prospectus 10;

57 of GSSP Base Prospectus 11; and

54 of GSSP Base Prospectus 15

with the following information in relation to legal proceedings:

#### Legal Proceedings

Save as disclosed under 'The Issuer and the Group — Competition and Regulatory Matters' (on pages 48 to 54 of this Base Prospectus under the headings 'Investigations into LIBOR, ISDAfix and other Benchmarks', 'Investigations into Foreign Exchange Trading', 'Interest Rate Hedging Products Redress', 'Payment Protection Insurance Redress', 'Federal Energy Regulatory Commission Investigation', 'Credit Default Swap (CDS) Antitrust Investigations' and 'Investigations into Certain Agreements') and 'The Issuer and the Group — Legal Proceedings' on pages 55 to 61 of this Base Prospectus under the headings 'Lehman Brothers', 'American Depositary Shares', 'Mortgage Related Activity and Litigation', 'Devonshire Trust', 'LIBOR and other Benchmarks Civil Actions', 'Civil Action in Respect of Foreign Exchange Trading' and 'Other Legal and Regulatory Proceedings', Note 28 (*Provisions*) on pages 301 to 302 of the Joint Annual Report and Note 30 (*Legal, Competition and Regulatory Matters*) on pages 303 to 309 of the Joint Annual Report, 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 Group.

Terms defined in the Base Prospectuses shall, unless the context otherwise requires, have the same meanings when used in this Prospectus Supplement. This Prospectus Supplement is supplemental to, and should be read in conjunction with each Base Prospectus, Combined Supplement 1/2013, if applicable and Combined Supplement 2/2013. To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement and (b) any other statement in, or incorporated by reference into any Base Prospectus, the statements in (a) above shall prevail.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have agreed to purchase or subscribe for Securities before this 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. Investors should contact their distributor for further information. This right will expire on 8 April 2014.

References to each Base Prospectus shall hereafter mean the Base Prospectus as supplemented by Combined Supplement 1/2013, if applicable, Combined Supplement 2/2013 and 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 of the Base Prospectuses which is capable of affecting the assessment of the securities issued pursuant to any Base Prospectus has arisen or been noted, as the case may be, since the publication of each of the Base Prospectuses (as supplemented at the date hereof) issued by the Issuers.

This Prospectus Supplement has been approved by the Commission de Surveillance du Secteur Financier, which is the competent authority in the Grand Duchy of Luxembourg for the purposes of the Prospectus Directive and the relevant implementing measures in the Grand Duchy of Luxembourg, as a base prospectus supplement issued in compliance with the Prospectus Directive and the relevant implementing measures in the Grand Duchy of Luxembourg for the purpose of giving information with regard to the issue of securities under the Programme. This supplement and any documents incorporated by reference will be published on [www.bourse.lu](http://www.bourse.lu).



The date of this Prospectus Supplement is 4 April 2014.