

BARCLAYS PLC
Form F-6EF
October 01, 2007

As filed with the Securities and Exchange Commission on October 1, 2007.

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares

BARCLAYS PLC

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

England

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK

(Exact name of depositary as specified in its charter)

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One Wall Street New York, N.Y. 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

The Bank of New York

ADR Division

One Wall Street, 29th Floor

New York, New York 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Peter B. Tisne, Esq.

Emmet, Marvin & Martin, LLP

120 Broadway

New York, New York 10271

(212) 238-3010

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

| Title of each class of | Amount to be registered | Proposed maximum aggregate price per | Proposed maximum | Amount of registration |
|-------------------------------|--------------------------------|---|-------------------------|-------------------------------|
|-------------------------------|--------------------------------|---|-------------------------|-------------------------------|

| Securities to be registered | | unit ⁽¹⁾ | aggregate offering price ⁽¹⁾ | fee |
|---|----------------------------|----------------------------|--|------------|
| American Depositary Shares representing ordinary shares of Barclays plc | 200,000,000 | | | |
| | American Depositary Shares | \$5.00 | \$10,00,000 | \$307.00 |

(1)

For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

The prospectus consists of the form of American Depositary Receipt included as Exhibit A to the form of Amended and Restated Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

| <u>Item Number and Caption</u> | <u>Location in Form of Receipt Filed Herewith as Prospectus</u> |
|--|---|
| 1. | Introductory Article |
| Name and address of depositary | |
| 2. | Face of Receipt, top center |
| Title of American Depositary Receipts and identity of deposited securities | |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one unit of Face of Receipt, upper right corner | Articles number 15, 16 and 18 |
| (ii) The procedure for voting, if any, the deposited securities | Articles number 4, 12, 13, 15 and 18 |
| (iii) The collection and distribution of dividends | Articles number 11, 15, 16 and 18 |
| (iv) The transmission of notices, reports and proxy soliciting material | Articles number 13, 14, 15 and 18 |
| (v) The sale or exercise of rights | Articles number 12, 13, 15, 17 and 18 |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Articles number 20 and 21 |
| (vii) Amendment, extension or termination of the deposit agreement | Article number 11 |
| (viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts | Articles number 2, 3, 4, 5, 6, 8 and 22 |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Articles number 14, 18, 19 and 21 |
| (x) Limitation upon the liability of the depositary | |
| 3. Fees and Charges | Articles number 7 and 8 |

Item - 2.

Available Information

Public reports furnished by issuer

Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Amended and Restated Deposit Agreement dated as of July 16, 2002 among Barclays PLC, The Bank of New York as Depositary, and all Holders from time to time of American Depositary Shares issued thereunder. - Filed herewith as Exhibit 1.

b.

Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. - Not Applicable.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. Filed herewith as Exhibit 4.

e.

Certification under Rule 466. Filed herewith as Exhibit 5.

Item - 4.

Undertakings

(a)

The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the depositary shares, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b)

If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of depositary shares thirty days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on October 1, 2007.

Legal entity created by the agreement for the issuance of depositary shares representing ordinary shares of Barclays plc.

By:

The Bank of New York,

As Depositary

By:

/s/ Keith G. Galfo

Name: Keith G. Galfo

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, Barclays PLC has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in London, England, on October 1, 2007.

BARCLAYS PLC

By: /s/ Christopher Lucas

Name: Christopher Lucas

Title: Group Finance Director

Each person whose signature appears below hereby constitutes and appoints any Director of Barclays PLC, Company Secretary or the Deputy Company Secretary and each of them (with full power in each of them to act alone) his or her true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his or her name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his or her name and on his or her behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on October 1, 2007.

| | |
|---|--|
| <u>/s/ Marcus Agius</u> Marcus Agius | Chairman (Chairman of the Board) |
| <u>/s/ John Varley</u> John Varley | Group Chief Executive (Board and Executive Committee member) (principal executive officer) President, Barclays PLC and CEO of Investment Banking and Investment Management |
| _____ Robert E. Diamond, Jr. | (Board and Executive Committee member) |
| _____ Gary Hoffman | Group Vice Chairman (Board member) |
| <u>/s/ Christopher Lucas</u> Christopher Lucas | Group Finance Director (Board and Executive Committee member) (principal financial and accounting officer) |
| <u>/s/ Frederik Seegers</u> Frederik Seegers | Chief Executive, Global Retail and Commercial Banking (Board and Executive Committee member) |
| <u>/s/ David G. Booth</u> David G. Booth | Non-Executive Director (Board member) |
| <u>/s/ Sir Richard Broadbent</u> Sir Richard Broadbent | Senior Independent Director (Board member) |
| <u>/s/ Leigh Clifford</u> Leigh Clifford | Non-Executive Director (Board member) |
| <u>/s/ Fulvio Conti</u> Fulvio Conti | Non-Executive Director (Board member) |

| | |
|---|--|
| <u>/s/ Daniël Cronjé</u> Dr. Daniël Cronjé | Non-Executive Director (Board member) |
| <u>/s/ Professor Dame Sandra Dawson</u> Professor Dame Sandra Dawson | Non-Executive Director (Board member) |
| <u>/s/ Sir Andrew Likierman</u> Sir Andrew Likierman | Non-Executive Director (Board member) |
| <u>/s/ Sir Nigel Rudd</u> Sir Nigel Rudd | Deputy Chairman (Board member) |
| <u>/s/ Stephen Russell</u> Stephen Russell | Non-Executive Director (Board member) |
| <u>/s/ Sir John Sunderland</u> Sir John Sunderland | Non-Executive Director (Board member) |
| <u>/s/ James Walker</u> James Walker | Authorized Representative in the United States |

INDEX TO EXHIBITS

Exhibit

Number

Exhibit

- | | |
|---|--|
| 1 | Form of Amended and Restated Deposit Agreement dated as of July 16, 2002, among Barclays PLC, The Bank of New York as Depositary, and all Holders from time to time of American Depositary Shares issued thereunder. |
| 4 | Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. |

