



**BARCLAYS BANK PLC**

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

**EUR 3,000,000 Securities due August 2020 under the Global Structured Securities Programme  
(the Tranche 1 Securities)  
Issue Price: 100.00 per cent**

This document constitutes the final terms of the Securities (the "**Final Terms**") described herein for the purposes of Article 5.4 of the Prospectus Directive and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**"). These Final Terms are supplemental to and should be read in conjunction with the GSSP Base Prospectus 9 dated 19 August 2014, as supplemented on 12 September 2014, 24 November 2014, 2 March 2015, 30 March 2015, 2 June 2015 and 29 June 2015, which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to these Final Terms.

The Base Prospectus, and any supplements thereto, are available for viewing at <http://irreports.barclays.com/prospectuses-and-documentation/structured-securities/prospectuses> and during normal business hours at the registered office of the Issuer and the specified office of the Issue and Paying Agent for the time being in London, and copies may be obtained from such office. Words and expressions defined in the Base Prospectus and not defined in the Final Terms shall bear the same meanings when used herein.

**BARCLAYS**

**Final Terms dated 30 July 2015**

## PART A – CONTRACTUAL TERMS

### *Provisions relating to the Securities*

1. (a) Series: NX000173976
  - (b) Tranche: 1
  2. Settlement Currency: Euro (“EUR”)
  3. Securities: Notes
  4. Notes: Applicable
  - (a) Aggregate Nominal Amount as at the Issue Date:
    - (i) Tranche: EUR 3,000,000
    - (ii) Series: EUR 3,000,000
  - (b) Specified Denomination: EUR 1,000
  5. Certificates: Not Applicable
  6. Calculation Amount: EUR 1,000
  7. Issue Price: 100% of the Aggregate Nominal Amount
- The Issue Price includes a commission element payable by the Issuer to the Authorised Offeror which will be no more than 3.00% of the Issue Price. Investors in the Securities intending to invest through an intermediary (including by way of introducing broker) should request details of any such commission or fee payment from such intermediary before making any purchase hereof.
8. Issue Date: 30 July 2015
  9. Scheduled Redemption Date: 6 August 2020
  10. Type of Security: Share Linked Securities
  11. Underlying Performance Type<sub>(Autocall)</sub>: Single Asset
  12. Underlying Performance Type<sub>(Interest)</sub>: Single Asset
  13. Underlying Performance Type<sub>(Redemption)</sub>: Single Asset

### *Provisions relating to interest (if any) payable*

14. Interest Type: Digital (Bullish)  
General Condition 6 (*Interest*)
- (a) Interest Payment Date: Each of the dates set out in Table 1 below in the column entitled 'Interest Payment Date'
- (b) Interest Valuation Dates: Each of the dates set out in Table 1 below in the column entitled 'Interest Valuation Date'.

Table 1

<b>Observation Date(s):</b>	<b>Interest Date(s):</b>	<b>Valuation</b>	<b>Interest Date(s):</b>	<b>Payment</b>
30 October 2015	30 October 2015		6 November 2015	
1 February 2016	1 February 2016		8 February 2016	
2 May 2016	2 May 2016		6 May 2016	
1 August 2016	1 August 2016		8 August 2016	
31 October 2016	31 October 2016		7 November 2016	
30 January 2017	30 January 2017		6 February 2017	
2 May 2017	2 May 2017		8 May 2017	
31 July 2017	31 July 2017		7 August 2017	
30 October 2017	30 October 2017		6 November 2017	
30 January 2018	30 January 2018		6 February 2018	
30 April 2018	30 April 2018		8 May 2018	
30 July 2018	30 July 2018		6 August 2018	
30 October 2018	30 October 2018		6 November 2018	
30 January 2019	30 January 2019		6 February 2019	
30 April 2019	30 April 2019		7 May 2019	
30 July 2019	30 July 2019		6 August 2019	
30 October 2019	30 October 2019		6 November 2019	
30 January 2020	30 January 2020		6 February 2020	
30 April 2020	30 April 2020		7 May 2020	
30 July 2020	30 July 2020		6 August 2020	

- (c) Interest Trigger Event Type: Daily
- (d) Interest Barrier Percentage: 80 per cent.
- (e) Observation Dates: Each of the dates set out in Table 1 above in the column entitled 'Observation Date'.
- (f) Fixed Interest Rate: 2.30 per cent.
- (g) Global Floor: 0 per cent.

***Provisions relating to Automatic Redemption (Autocall)***

15. Automatic Redemption (Autocall): Applicable  
General Condition 7 (*Automatic Redemption (Autocall)*)

- (a) Autocall Observation Type: Discrete
- (b) Autocall Barrier Percentage: 100 per cent.

- (c) Autocall Redemption Percentage: 100 per cent.
- (d) Autocall Valuation Dates: Each date set out in Table 2 below in the column entitled 'Autocall Valuation Date'.
- (e) Autocall Redemption Dates: Each date set out in Table 2 below in the column entitled 'Autocall Redemption Date'.
- (f) Autocall Valuation Price: The Valuation Price of the Underlying Asset on the Autocall Valuation Date
- (i) Averaging-out: Not Applicable
- (ii) Min Lookback-out: Not Applicable
- (iii) Max Lookback-out: Not Applicable

Table 2

<b>Autocall Date(s):</b>	<b>Valuation</b>	<b>Autocall Date(s)</b>	<b>Redemption</b>
30 October 2015		6 November 2015	
1 February 2016		8 February 2016	
2 May 2016		6 May 2016	
1 August 2016		8 August 2016	
31 October 2016		7 November 2016	
30 January 2017		6 February 2017	
2 May 2017		8 May 2017	
31 July 2017		7 August 2017	
30 October 2017		6 November 2017	
30 January 2018		6 February 2018	
30 April 2018		8 May 2018	
30 July 2018		6 August 2018	
30 October 2018		6 November 2018	
30 January 2019		6 February 2019	
30 April 2019		7 May 2019	
30 July 2019		6 August 2019	
30 October 2019		6 November 2019	
30 January 2020		6 February 2020	
30 April 2020		7 May 2020	

***Provisions relating to Optional Early Redemption***

16. Optional Early Redemption Event: Not Applicable  
General Condition 8 (*Optional Early Redemption Event*)

***Provisions relating to Final Redemption***

17. (a) Final Redemption Type: Capped  
General Condition 9 (*Final*)

*Redemption)*

- (b) Settlement Method: Cash
- (c) Strike Price Percentage: 100 per cent.
- (d) Knock-in Barrier Type: European
- (e) Knock-in Barrier Percentage: 65 per cent.

***Provisions relating to Instalment Notes***

- 18. Instalment Notes: Not Applicable  
General Condition 11 (*Redemption by Instalments*)

***Provisions relating to the Underlying Asset(s)***

- 19. Underlying Asset: Underlying Asset: Initial Valuation Date:  
Banco Bilbao Vizcaya Argentaria S.A. 30 July 2015
- (a) Share: Banco Bilbao Vizcaya Argentaria S.A.
  - (i) Exchange: Madrid Stock Exchange
  - (ii) Related Exchange: All Exchanges
  - (iii) Underlying Asset Currency: EUR
  - (iv) Bloomberg Screen: BBVA SM Equity
  - (v) Underlying Asset ISIN: ES0113211835
  - (vi) Weight: Not Applicable
- (b) Index: Not Applicable
- (c) Commodity: Not Applicable
- (d) FX Pair: Not Applicable
- 20. (a) Initial Price<sub>(Interest)</sub>: The Valuation Price of the Underlying Asset on the Initial Valuation Date
  - (i) Averaging-in: Not Applicable
  - (ii) Min Lookback-in: Not Applicable
  - (iii) Max Lookback-in: Not Applicable
- (b) Initial Price<sub>(Redemption)</sub>: The Valuation Price of the Underlying Asset on the Initial Valuation Date
  - (i) Averaging-in: Not Applicable
  - (ii) Min Lookback-in: Not Applicable
  - (iii) Max Lookback-in: Not Applicable
- (c) Initial Valuation Date: 30 July 2015
- 21. (a) Final Valuation Price:

(b) Final Valuation Date: 30 July 2020

***Provisions relating to disruption events***

22. Consequences of a Disrupted Day (in respect of an Averaging Date or Lookback Date):  
General Condition 14  
*(Consequences of Disrupted Days)*
- (a) Omission: Not Applicable
- (b) Postponement: Not Applicable
- (c) Modified Postponement: Not Applicable
23. Additional Disruption Events:  
General Condition 26 (*Adjustment or Early Redemption following an Additional Disruption Event*)
- (a) Change in Law: Applicable
- (b) Currency Disruption Event: Applicable
- (c) Hedging Disruption: Applicable
- (d) Issuer Tax Event: Applicable
- (e) Extraordinary Market Disruption: Applicable
- (f) Increased Cost of Hedging: Not Applicable
- (g) Affected Jurisdiction Hedging Disruption: Not Applicable
- (h) Affected Jurisdiction Increased Cost of Hedging: Not Applicable
- (i) Increased Cost of Stock Borrow: Not Applicable
- (j) Loss of Stock Borrow: Not Applicable
- (k) Foreign Ownership Event: Not Applicable
- (l) Fund Disruption Event: Not Applicable
24. Early Cash Settlement Amount: Market Value
25. Early Redemption Notice Period Number: As specified in General Condition 45.1 (*Definitions*)
26. Substitution of Shares: Not Applicable
27. Entitlement Substitution: Not Applicable
28. FX Disruption Event: Not Applicable
29. Disruption Fallbacks:  
General Condition 22  
*(Consequences of FX Disruption)*

	<i>Events (FX)</i>	
30.	Unwind Costs:	Not Applicable
31.	Settlement Expenses:	Not Applicable
32.	Local Jurisdiction Taxes and Expenses:	Not Applicable
	<b><i>General provisions</i></b>	
33.	Form of Securities:	Global Bearer Securities: Permanent Global Security NGN Form: Applicable Held under the NSS: Not Applicable CGN Form: Not Applicable CDIs: Not Applicable
34.	Trade Date:	13 July 2015
35.	Additional Business Centre(s):	Not Applicable
36.	Business Day Convention:	Modified Following
37.	Determination Agent:	Barclays Bank PLC
38.	Registrar:	Not Applicable
39.	CREST Agent:	Not Applicable
40.	Transfer Agent:	Not Applicable
41.	(a) Name of Manager:	Not Applicable
	(b) Date of underwriting agreement:	Not Applicable
	(c) Names and addresses of secondary trading intermediaries and main terms of commitment:	Not Applicable
42.	Registration Agent:	Not Applicable
43.	<i>Masse</i> Category:	No <i>Masse</i>
44.	Governing Law:	English law

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (a) Listing and Admission to Trading: Application is expected to be made by the Issuer (or on its behalf) for the Securities to be listed on the official list and admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from the Issue Date.
- (b) Estimate of total expenses related to admission to trading: Not Applicable

### 2. RATINGS

Ratings: The Securities have not been individually rated.

### 3. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (a) Reasons for the offer: General funding

### 4. YIELD

Not Applicable

### 5. PERFORMANCE OF UNDERLYING ASSET, AND OTHER INFORMATION CONCERNING THE UNDERLYING ASSET

Bloomberg Screen: "BBVA SM Equity"

### 6. OPERATIONAL INFORMATION

- (a) ISIN: XS1230153808
- (b) Common Code: 123015380
- (c) Relevant Clearing System(s): Euroclear, Clearstream
- (d) Delivery: Delivery free of payment

### 7. TERMS AND CONDITIONS OF THE OFFER

#### 7.1 Authorised Offer(s)

- (a) Public Offer: An offer of the Notes may be made, subject to the conditions set out below by the Authorised Offeror(s) (specified in (b) immediately below) other than pursuant to Article 3(2) of the Prospectus Directive in the Public Offer Jurisdiction(s) (specified in (c) immediately below) during the Offer Period (specified in (d) immediately below) subject to the conditions set forth in the Base Prospectus and in (e) immediately below
- (b) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place (together the "Authorised Offeror(s)":
- (i) **Specific consent:** Deutsche Bank S.A.E. Paseo de la Castellana 18, Madrid, Spain, 28046 (the "Initial Authorised Offeror(s)") and each financial intermediary expressly named as an Authorised Offeror on the Issuer's website



*(<http://irreports.barclays.com/prospectuses-and-documentation/structured-securities/final-terms>); and*

(ii) **General consent:** Not Applicable

- (c) Jurisdiction(s) where the offer may take place (together, the "**Public Offer Jurisdictions(s)**): Spain
- (d) Offer period for which use of the Base Prospectus is authorised by the Authorised Offeror(s): From and including 22 July 2015 to but excluding 28 July 2015 (the "**Offer Period**").
- (e) Other conditions for use of the Base Prospectus by the Authorised Offeror(s): Not Applicable

## 7.2 **Other terms and conditions of the offer**

- (a) Offer Price: The Issue Price
- (b) Total amount of offer: EUR 3,000,000
- (c) Conditions to which the offer is subject: The Issuer reserves the right to withdraw the offer for Securities at any time prior to the end of the Offer Period.
- Following withdrawal of the offer, if any application has been made by any potential investor, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities and any applications will be automatically cancelled and any purchase money will be refunded to the applicant by the Authorised Offeror in accordance with the Authorised Offeror's usual procedures.
- (d) Time period, including any possible amendments, during which the offer will be open and description of the application process: From and including 22 July 2015 to but excluding 28 July 2015.
- (e) Description of the application process: An offer of the Securities may be made by the Manager or the Authorised Offeror other than pursuant to Article 3(2) of the Prospectus Directive in Spain (the "**Public Offer Jurisdiction**") during the Offer Period
- Applications for the Securities can be made in the Public Offer Jurisdiction through the Authorised Offeror during the Offer Period. The Securities will be placed into the Public Offer Jurisdiction by the Authorised Offeror. Distribution will be in accordance with the Authorised Offeror's usual procedures, notified to investors by the Authorised Offeror.
- (f) Details of the minimum and/or maximum amount of application: The minimum and maximum amount of application from the Authorised Offeror will be notified to investors by the Authorised Offeror.

- (g) Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable
- (h) Details of method and time limits for paying up and delivering the Securities: Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.
- (i) Manner in and date on which results of the offer are to be made public: Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.
- (j) Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable
- (k) Whether tranche(s) have been reserved for certain countries: Offers may be made through the Authorised Offeror in the Public Offer Jurisdiction to any person. Offers (if any) in other EEA countries will only be made through the Authorised Offeror pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus.
- (l) Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: Applicants will be notified directly by the Authorised Offeror of the success of their application. No dealings in the Securities may take place prior to the Issue Date.
- (m) Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Prior to making any investment decision, investors should seek independent professional advice as they deem necessary.
- (n) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: Initial Authorised Offeror

## ISSUE SPECIFIC SUMMARY

Section A – Introduction and Warnings		
A.1	<b>Introduction and warnings</b>	<p>This Summary should be read as an introduction to the Base Prospectus. Any decision to invest in Securities should be based on consideration of the Base Prospectus as a whole, including any information incorporated by reference, and read together with the Final Terms.</p> <p>Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff might, under the national legislation of the relevant Member State of the European Economic Area, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.</p> <p>No civil liability shall attach to any responsible person solely on the basis of this Summary, including any translation thereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.</p>
A.2	<b>Consent by the Issuer to the use of prospectus in subsequent resale or final placement of Securities</b>	<p>The Issuer may provide its consent to the use of the Base Prospectus and Final Terms for subsequent resale or final placement of Securities by financial intermediaries, provided that the subsequent resale or final placement of Securities by such financial intermediaries is made during the offer period specified in the Final Terms. Such consent may be subject to conditions which are relevant for the use of the Base Prospectus.</p> <p><b>Specific consent:</b> The Issuer consents to the use of the Base Prospectus and these Final Terms with respect to the subsequent resale or final placement of Securities (a "Public Offer") which satisfies all of the following conditions:</p> <p>(a) the Public Offer is only made in Spain; and the Public Offer is only made during the period from (and including) 22 July 2015 to (but excluding) 28 July 2015; and</p> <p>(b) the Public Offer is only made by Deutsche Bank S.A.E. and each financial intermediary whose name is published on the Issuer's website (<a href="http://irreports.barclays.com/prospectuses-and-documentation/structured-securities/final-terms">http://irreports.barclays.com/prospectuses-and-documentation/structured-securities/final-terms</a>) and who is identified as an authorised offeror for these Securities and (ii) has published on its website that it is using the Base Prospectus in accordance with the Issuer's consent and the conditions attached thereto (each an "Authorised Offeror")</p> <p><b>Information on the terms and conditions of an offer by any Authorised Offeror is to be provided at the time of that offer by the Authorised Offeror.</b></p>

Section B – Issuer		
B.1	Legal and commercial name of the Issuer	The Securities are issued by Barclays Bank PLC (the "Issuer").
B.2	Domicile and legal form of the Issuer, legislation under which the Issuer operates and country of incorporation of the Issuer	<p>The Issuer is a public limited company registered in England and Wales. The Issuer was incorporated on 7 August 1925 under the Colonial Bank Act 1925 and, on 4 October 1971, was registered as a company limited by shares under the Companies Acts 1948 to 1967. Pursuant to the Barclays Bank Act 1984, on 1 January 1985, the Issuer was re-registered as a public limited company.</p> <p>The principal laws and legislation under which the Issuer operates are laws of England and Wales including the Companies Act.</p>
B.4b	Known trends affecting the Issuer and industries in which the Issuer operates	<p>The business and earnings of the Issuer and its subsidiary undertakings (together, the "Bank Group") can be affected by the fiscal or other policies and other actions of various governmental and regulatory authorities in the UK, EU, US and elsewhere, which are all subject to change. The regulatory response to the financial crisis has led and will continue to lead to very substantial regulatory changes in the UK, EU and US and in other countries in which the Bank Group operates. It has also (amongst other things) led to (i) a more assertive approach being demonstrated by the authorities in many jurisdictions, and (ii) enhanced capital and liquidity requirements (for example pursuant to the fourth Capital Requirements Directive (CRD IV)). Any future regulatory changes may restrict the Bank Group's operations, mandate certain lending activity and impose other, significant compliance costs.</p> <p>Known trends affecting the Issuer and the industry in which the Issuer operates include:</p> <ul style="list-style-type: none"> <li>• continuing political and regulatory scrutiny of the banking industry which is leading to increased or changing regulation that is likely to have a significant effect on the industry;</li> <li>• general changes in regulatory requirements, for example, prudential rules relating to the capital adequacy framework and rules designed to promote financial stability and increase depositor protection;</li> <li>• the US Dodd-Frank Wall Street Reform and Consumer Protection Act, which contains far-reaching regulatory reform (including restrictions on proprietary trading and fund-related activities (the so-called 'Volcker rule'));</li> <li>• recommendations by the Independent Commission on Banking including: (i) that the UK and EEA retail banking activities of the largest UK banks should be placed in a legally, operationally and economically separate independent entity (so-called 'ring-fencing'); (ii) statutory depositor preference in insolvency; and (iii) a reserve power for the Prudential Regulatory Authority to</li> </ul>

		<p>enforce full separation of the retail operations of UK banks to which the reforms apply under certain circumstances;</p> <ul style="list-style-type: none"> <li>• investigations by the Office of Fair Trading into Visa and MasterCard credit and debit interchange rates, which may have an impact on the consumer credit industry;</li> <li>• investigations by (i) regulatory bodies in the UK, EU and US into submissions made by the Issuer and other panel members to the bodies that set various interbank offered rates such as the London Interbank Offered Rate ("LIBOR") and the Euro Interbank Offered Rate ("EURIBOR"); and (ii) regulatory bodies in the UK and US into historical practices with respect to ISDAfix, amongst other benchmarks; and</li> <li>• changes in competition and pricing environments.</li> </ul>
B.5	Description of the group and the Issuer's position within the group	<p>The Bank Group is a major global financial services provider.</p> <p>The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Bank Group.</p>
B.9	Profit forecast or estimate	Not Applicable: the Issuer has chosen not to include a profit forecast or estimate.
B.10	Nature of any qualifications in audit report on historical financial information	Not Applicable: the audit report on the historical financial information contains no such qualifications.
B.12	Selected key financial information; no material adverse change and significant change statements	<p>Based on the Bank Group's audited financial information for the year ended 31 December 2014, the Bank Group had total assets of £1,358,693 million (2013: £1,344,201 million), total net loans and advances of £470,424 million (2013: £474,059 million), total deposits of £486,258 million (2013: £ 487,647 million), and total shareholders' equity of £66,045 million (2013: £63,220 million) (including non-controlling interests of £2,251 million (2013: £2,211 million)). The profit before tax from continuing operations of the Bank Group for the year ended 31 December 2014 was £2,309 million (2013: £2,885 million) after credit impairment charges and other provisions of £2,168 million (2013: £3,071 million). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2014.</p> <p>Not Applicable. There has been no significant change in the financial or trading position of the Bank Group since 31 March 2015</p> <p>There has been no material adverse change in the prospects of the Issuer since 31 December 2014.</p>

B.13	Recent events particular to the Issuer which are materially relevant to the evaluation of Issuer's solvency	On 30 July 2014 Barclays PLC announced that the execution of the plan to meet the 3% PRA leverage ratio by 30 June 2014 had been successful, by reporting the following ratios: a fully loaded CRD IV CET1 ratio of 9.9% and a PRA leverage ratio of 3.4% as at 30 June 2014.
B.14	Dependency of the Issuer on other entities within the group	<p>The Bank Group is a major global financial services provider. The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Bank Group.</p> <p>The financial position of the Issuer is dependent on the financial position of its subsidiary undertakings.</p>
B.15	Description of the Issuer's principal activities	The Bank Group is a major global financial services provider engaged in retail and commercial banking, credit cards, investment banking, wealth management and investment management services with an extensive international presence in Europe, the United States, Africa and Asia.
B.16	Description of whether the Issuer is directly or indirectly owned or controlled and by whom and nature of such control	The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Issuer and its subsidiary undertakings.
B.17	Credit ratings assigned to the Issuer or its debt securities	<p>The short-term unsecured obligations of the Issuer are rated A-2 by Standard &amp; 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 obligations of the Issuer are rated A by Standard &amp; Poor's Credit Market Services Europe Limited, A2 by Moody's Investors Service Ltd. and A by Fitch Ratings Limited. A specific issue of Securities may be rated or unrated.</p> <p><b>Ratings:</b> This issue of Securities will not be rated.</p>
<b>Section C – Securities</b>		
C.1	Type and class of Securities being offered and/or admitted to trading	<p>Securities issued under this Base Prospectus may be debt securities or, where the repayment terms are linked to an underlying asset, derivative securities, in the form of notes.</p> <p><b>Identification:</b> Series number: NX000173976; Tranche number: 1</p> <p><b>Identification codes:</b> ISIN: XS1230153808, Common Code:</p>

		123015380.
C.2	Currency	<p>Subject to compliance with all applicable laws, regulations and directives, Securities may be issued in any currency.</p> <p>This issue of Securities will be denominated in Euro ("EUR").</p>
C.5	Description of restrictions on free transferability of the Securities	<p>The Securities may not be offered, sold, transferred or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, any United States person for a period of 40 days from the issue date or, in any case, unless an exemption from the registration requirements of the United States Securities Act is applicable.</p> <p>No offers, sales, resales or deliveries of any Securities may be made in or from any jurisdiction and/or to any individual or entity except in circumstances which will result in compliance with any applicable laws and regulations and which will not impose any obligation on the Issuer (the "<b>Manager</b>").</p> <p>Subject to the above, the Securities will be freely transferable.</p>
C.8	Description of rights attached to the Securities, including ranking and limitations to those rights	<p style="text-align: center;"><b>RIGHTS</b></p> <p>The Securities will be issued on 30 July 2015 (the "<b>Issue Date</b>") at 100 per cent. of par (the "<b>Issue Price</b>") and will give each holder of Securities the right to receive a potential return on the Securities, together with certain ancillary rights such as the right to receive notice of certain determinations and events and the right to vote on some (but not all) amendments to the terms and conditions of the Securities.</p> <p><b>Interest:</b> Whether or not interest is payable will depend on the performance of shares in Banco Bilbao Vizcaya Argentaria S.A. (the "<b>Underlying Asset</b>"). In some cases the interest amount could be zero.</p> <p><b>Final redemption:</b> If the Securities have not redeemed early they will redeem on the Scheduled Redemption Date and the cash amount paid to investors will depend on the performance of: the Underlying Asset on the specified valuation dates during the life of the Securities.</p> <p><b>Taxation:</b> All payments in respect of the Securities shall be made without withholding or deduction for or on account of any UK taxes unless such withholding or deduction is required by law. In the event that any such withholding or deduction is required by law, the Issuer will, save in limited circumstances, be required to pay additional amounts to cover the amounts so withheld or deducted.</p> <p><b>Events of default:</b> If the Issuer fails to make any payment due under the Securities or breaches any other provision of the Securities (and such failure is not remedied within 30 days, or, in the case of interest, 14 days), or the Issuer is subject to a winding-up order, then (subject, in the case of interest, to the Issuer being prevented from payment by a mandatory provision of law) the Securities will become immediately due and payable, upon notice being given by the holder (or, in the case of Securities governed by French law, the representative of the holders).</p>

		<p>The Securities will be governed by English law and the rights thereunder will be construed accordingly.</p> <p style="text-align: center;"><b>STATUS</b></p> <p>The Securities are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves.</p> <p style="text-align: center;"><b>LIMITATIONS ON RIGHTS</b></p> <p><b>Certain limitations:</b></p> <ul style="list-style-type: none"> <li>• Notwithstanding that the Securities are linked to the performance of the underlying asset(s), holders do not have any rights in respect of the underlying asset(s).</li> <li>• The terms and conditions of the Securities permit the Issuer and the Determination Agent (as the case may be), on the occurrence of certain events and in certain circumstances, without the holders' consent, to make adjustments to the terms and conditions of the Securities, to redeem the Securities prior to maturity, (where applicable) to postpone valuation of the underlying asset(s) or scheduled payments under the Securities, to change the currency in which the Securities are denominated, to substitute the Issuer with another permitted entity subject to certain conditions, and to take certain other actions with regard to the Securities and the underlying asset(s) (if any).</li> <li>• The Securities contain provisions for calling meetings of holders to consider matters affecting their interests generally and these provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.</li> </ul>
C.11	<b>Admission to trading</b>	<p>Securities may be listed and admitted to trading on a regulated market in Belgium, Denmark, Finland, France, Ireland, Italy, Luxembourg, Malta, the Netherlands, Norway, Portugal, Spain, Sweden or the United Kingdom. Securities may be listed and admitted to trading on a market in Switzerland or Italy that is not a regulated market for the purposes of the Prospectus Directive.</p> <p>Application is expected to be made by the Issuer to list the Securities on the official list and admit the Securities to trading on the regulated market of the Luxembourg Stock Exchange with effect from 30 July 2015.</p>
C.15	<b>Description of how the value of the investment is affected by the value of the underlying instrument</b>	<p>The return on and value of the Securities is dependent on the performance of (i) one or more specified equity indices, shares, depository receipts representing shares and/or exchange traded funds; (ii) one or more specified commodities and/or commodity indices; or (iii) foreign exchange rates (each an "Underlying Asset").</p> <p>The Underlying Asset is:</p>



Underlying Asset	Initial Valuation Date
Banco Bilbao Vizcaya Argentaria S.A.	30 July 2015

Calculations in respect of amounts payable under the Securities are made by reference to a "**Calculation Amount**", being EUR 1,000.

**Indicative amounts:** If the Securities are being offered by way of a Public Offer and any specified product values are not fixed or determined at the commencement of the Public Offer (including any amount, level, percentage, price, rate or other value in relation to the terms of the Securities which has not been fixed or determined by the commencement of the Public Offer), these specified product values will specify an indicative amount, indicative minimum amount, an indicative maximum amount or indicative amount or any combination thereof. In such case, the relevant specified product value(s) shall be the value determined based on market conditions by the Issuer on or around the end of the Public Offer. Notice of the relevant specified product value will be published prior to the Issue Date.

**Determination Agent:** Barclays Bank PLC will be appointed to make calculations and determinations with respect to the Securities.

**A – Interest**

Observation Date(s):	Interest Valuation Date(s):	Interest Payment Date(s):
30 October 2015	30 October 2015	6 November 2015
1 February 2016	1 February 2016	8 February 2016
2 May 2016	2 May 2016	6 May 2016
1 August 2016	1 August 2016	8 August 2016
31 October 2016	31 October 2016	7 November 2016
30 January 2017	30 January 2017	6 February 2017
2 May 2017	2 May 2017	8 May 2017
31 July 2017	31 July 2017	7 August 2017
30 October 2017	30 October 2017	6 November 2017
30 January 2018	30 January 2018	6 February 2018
30 April 2018	30 April 2018	8 May 2018
30 July 2018	30 July 2018	6 August 2018
30 October 2018	30 October 2018	6 November 2018
30 January 2019	30 January 2019	6 February 2019
30 April 2019	30 April 2019	7 May 2019
30 July 2019	30 July 2019	6 August 2019

30 October 2019	30 October 2019	6 November 2019
30 January 2020	30 January 2020	6 February 2020
30 April 2020	30 April 2020	7 May 2020
30 July 2020	30 July 2020	6 August 2020

The interest amount payable on each Security on each Interest Payment Date will be calculated on each Interest Valuation Date and will depend on whether or not a Digital Down Trigger Event has occurred and is calculated as follows:

- (i) If a Digital Down Trigger Event has not occurred, the interest amount is calculated by multiplying the Fixed Interest Rate (being 2.30 per cent.) by the Calculation Amount; or
- (ii) Otherwise, the interest amount is calculated by multiplying the Global Floor (being 0) by the Calculation Amount.

A "**Digital Down Trigger Event**", in respect of an Interest Valuation Date, shall be deemed to have occurred if the closing level of the Underlying Asset on any Observation Date is below the Interest Barrier.

In respect of an Interest Valuation Date, the "**Interest Barrier**" means the Interest Barrier Percentage multiplied by the Initial Price<sup>(Interest)</sup> of the Underlying Asset.

"**Interest Barrier Percentage**" means 80 per cent.

"**Initial Price<sup>(Interest)</sup>**" means the closing level of the Underlying Asset on the Initial Valuation Date.

"**Initial Valuation Date**" means 30 July 2015, subject to adjustment.

#### **B – Automatic Redemption (Autocall)**

The Securities will automatically redeem if the value of performance calculated in respect of the closing price or level of the Underlying Asset is at or above its corresponding Autocall Barrier Percentage on any Autocall Valuation Date. If this occurs, you will receive a cash payment equal to the nominal amount of your securities multiplied by 100% payable on the Autocall Redemption Date corresponding to such Autocall Valuation Date.

<b>Autocall Valuation Date(s):</b>	<b>Autocall Barrier Percentage:</b>	<b>Autocall Redemption Date(s)</b>
30 October 2015	100%	6 November 2015
1 February 2016	100%	8 February 2016

2 May 2016	100%	6 May 2016
1 August 2016	100%	8 August 2016
31 October 2016	100%	7 November 2016
30 January 2017	100%	6 February 2017
2 May 2017	100%	8 May 2017
31 July 2017	100%	7 August 2017
30 October 2017	100%	6 November 2017
30 January 2018	100%	6 February 2018
30 April 2018	100%	8 May 2018
30 July 2018	100%	6 August 2018
30 October 2018	100%	6 November 2018
30 January 2019	100%	6 February 2019
30 April 2019	100%	7 May 2019
30 July 2019	100%	6 August 2019
30 October 2019	100%	6 November 2019
30 January 2020	100%	6 February 2020
30 April 2020	100%	7 May 2020

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**C – Issuer Optional Early Redemption**

Not Applicable.

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**D – Final Redemption**

If the Securities have not otherwise redeemed, each Security will be redeemed on 6 August 2020 (the "Scheduled Redemption Date") by payment of the Final Cash Settlement Amount.

The Final Cash Settlement Amount is calculated as follows:

- (i) if the Final Performance is greater than or equal to Strike Price Percentage ("SPP") (being 100 per cent.) or th Final Performance is greater than or equal to the Knock-in Barrier Percentage (being 65 per cent.), 100% multiplied by the Calculation Amount;
- (ii) otherwise, the Final Performance divided by SPP multiplied by the Calculation Amount.

		<p>"<b>Final Performance</b>" means the Final Valuation Price divided by the Initial Price<sub>(Redemption)</sub>.</p> <p>"<b>Final Valuation Date</b>" means 30 July 2020, subject to adjustment.</p> <p>"<b>Final Valuation Price</b>" means, in respect of an Underlying Asset, the closing price of the Underlying Asset on the Final Valuation Date.</p> <p>"<b>Initial Price<sub>(Redemption)</sub></b>" means the closing level of the Underlying Asset on the Initial Valuation Date.</p>
C.16	<b>Expiration or maturity date of the Securities</b>	<p>The Securities are scheduled to redeem on the scheduled redemption date. This day may be postponed following the postponement of a valuation date due to a disruption event.</p> <p>The scheduled redemption date of the Securities is 6 August 2020.</p>
C.17	<b>Settlement procedure of the derivative securities</b>	<p>Securities may be cleared and settled through Euroclear Bank S.A./N.V., Clearstream Banking <i>société anonyme</i>, CREST, Euroclear France S.A., VP Securities, A/S, Euroclear Finland Oy, Norwegian Central Securities Depository, Euroclear Sweden AB or SIX SIS Ltd.</p> <p>The Securities will be cleared and settled through Euroclear Bank S.A./N.V. and Clearstream Banking <i>société anonyme</i></p>
C.18	<b>Description of how the return on derivative securities takes place</b>	<p>The performance of the Underlying Asset to which the Securities are linked may affect: (i) the interest paid on the Securities (if any); and (ii) if the Securities have not redeemed early, the amount paid on the Scheduled Redemption Date.</p> <p>Interest and any amount payable if the Securities redeem before the Scheduled Redemption Date will be paid in cash.</p> <p>On the Scheduled Redemption Date, if the Securities have not redeemed early, the settlement amount will be paid in cash.</p>
C.19	<b>Final reference price of the Underlying Asset</b>	<p>The final reference level of any equity index, share, commodity index, commodity, depository receipt or fund to which Securities are linked, will be determined by the Determination Agent by reference to a publicly available source on a specified date or dates.</p> <p>The final valuation price of the Underlying Asset is the closing price or level of the Underlying Asset on 30 July 2020, as determined by the Determination Agent.</p>
C.20	<b>Type of Underlying Asset</b>	<p>Securities may be linked to one or more:</p> <ul style="list-style-type: none"> <li>• common shares;</li> <li>• depository receipts representing common shares;</li> <li>• exchange traded funds ("ETFs") (being a fund, pooled investment vehicle, collective investment scheme, partnership, trust or other similar legal arrangement and holding assets, such as shares, bonds, indices, commodities, and/or other securities such as financial derivative instruments);</li> </ul>

		<ul style="list-style-type: none"> <li>• equity indices;</li> <li>• commodities;</li> <li>• commodity indices; or</li> <li>• foreign exchange rates.</li> </ul> <p>Information about the Underlying Asset is available at: Bloomberg</p>
C.21	Market where Securities are traded	Application is expected to be made by the Issuer to list the Securities and admit the Securities to trading on the regulated market of the Luxembourg Stock Exchange with effect from 30 July 2015.
<b>Section D – Risks</b>		
D.2	Key information on the key risks that are specific to the Issuer	<p><b>Credit risk:</b> The Issuer is exposed to the risk of suffering loss if any of its customers, clients or market counterparties fails to fulfil its contractual obligations. The Issuer may also suffer loss where the downgrading of an entity's credit rating causes a fall in the value of the Issuer's investment in that entity's financial instruments.</p> <p>Weak or deteriorating economic conditions negatively impact these counterparty and credit-related risks. In recent times, the economic environment in the Issuer's main business markets (being Europe and the United States) has been marked by generally weaker than expected growth, increased unemployment, depressed housing prices, reduced business confidence, rising inflation and contracting GDP. Operations in the Eurozone remain affected by the ongoing sovereign debt crisis, the stresses being exerted on the financial system and the risk that one or more countries exit the Euro. The current absence of a predetermined mechanism for a member state to exit the Euro means that it is not possible to predict the outcome of such an event and to accurately quantify the impact of such event on the Issuer's profitability, liquidity and capital. If some or all of these conditions persist or worsen, they may have a material adverse effect on the Issuer's operations, financial condition and prospects.</p> <p><b>Liquidity risk:</b> The Issuer is exposed to the risk that it may be unable to meet its obligations as they fall due as a result of a sudden, and potentially protracted, increase in net cash outflows. These outflows could be principally through customer withdrawals, wholesale counterparties removing financing, collateral posting requirements or loan drawdowns.</p> <p><b>Capital risk:</b> The Issuer may be unable to maintain appropriate capital ratios, which could lead to: (i) an inability to support business activity; (ii) a failure to meet regulatory requirements; and/or (iii) credit ratings downgrades. Increased regulatory capital requirements and changes to what constitutes capital may constrain the Issuer's planned activities and could increase costs and contribute to adverse impacts on the Issuer's earnings.</p> <p><b>Legal and regulatory-related risk:</b> Non-compliance by the Issuer with applicable laws, regulations and codes relevant to the financial services industry could lead to fines, public reprimands, damage to</p>

		<p>reputation, increased prudential requirements, enforced suspension of operations or, in extreme cases, withdrawal of authorisations to operate.</p> <p><b>Reputation risk:</b> Reputational damage reduces – directly or indirectly – the attractiveness of the Issuer to stakeholders and may lead to negative publicity, loss of revenue, litigation, regulatory or legislative action, loss of existing or potential client business, reduced workforce morale, and difficulties in recruiting talent. Sustained reputational damage could have a materially negative impact on the Issuer's licence to operate and the value of the Issuer's franchise, which in turn could negatively affect the Issuer's profitability and financial condition.</p>
D.6	<p><b>Risk warning that investors may lose value of entire investment or part of it</b></p>	<p><b>You may lose up to the entire value of your investment in the Securities:</b></p> <p>Even if the relevant Securities are stated to be repayable at an amount that is equal to or greater than their initial purchase price, you will lose up to the entire value of your investment if the Issuer fails or is otherwise unable to meet its payment obligations.</p> <p>You may also lose the value of your entire investment, or part of it, if:</p> <ul style="list-style-type: none"> <li>• the Underlying Asset performs in such a manner that the redemption amount payable or deliverable to you (whether at maturity or following any early redemption and including after deduction of any applicable taxes and expenses) is less than the initial purchase price;</li> <li>• you sell your Securities prior to maturity in the secondary market (if any) at an amount that is less than the initial purchase price;</li> <li>• the Securities are redeemed early following the occurrence of an extraordinary event in relation to the Underlying Asset(s), the Issuer, the Issuer's hedging arrangement, the relevant currencies or taxation (such as following an additional disruption event) and the amount you receive on such redemption is less than the initial purchase price; and/or</li> <li>• the terms and conditions of the Securities are adjusted (in accordance with the terms and conditions of the Securities) with the result that the redemption amount payable to you and/or the value of the Securities is reduced.</li> </ul> <p><b>Reinvestment risk/loss of yield:</b> Following an early redemption of the Securities for any reason, holders may be unable to reinvest the redemption proceeds at a rate of return as high as the return on the Securities being redeemed.</p> <p><b>Issuer optional early redemption:</b> The ability of the Issuer to early redeem the Securities will mean an investor is no longer able to participate in the performance of any Underlying Assets. This feature may limit the market value of the Securities.</p> <p><b>Settlement expenses:</b> Payments, deliveries and settlement under the</p>

		<p>Securities may be subject to deduction of taxes and settlement expenses, if applicable.</p> <p><b>Conditions to settlement:</b> Settlement is subject to satisfaction of all conditions to settlement by the investor.</p> <p><b>Volatile market prices:</b> The market value of the Securities is unpredictable and may be highly volatile, as it can be affected by many unpredictable factors, including: market interest and yield rates; fluctuations in foreign exchange rates; exchange controls; the time remaining until the Securities mature; economic, financial, regulatory, political, terrorist, military or other events in one or more jurisdictions; changes in laws or regulations; and the Issuer's creditworthiness or perceived creditworthiness.</p> <p><b>Return linked to performance of an Underlying Asset:</b> The return payable on the Securities is linked to the change in value of the Underlying Asset over the life of the Securities. Any information about the past performance of any Underlying Asset should not be taken as an indication of how prices will change in the future. You will not have any rights of ownership, including, without limitation, any voting rights or rights to receive dividends, in respect of any Underlying Asset.</p> <p><b>Equity index risks:</b> Securities linked to the performance of equity indices provide investment diversification opportunities, but will be subject to the risk of fluctuations in both equity prices and the value and volatility of the relevant equity index. Securities linked to equity indices may not participate in dividends or any other distributions paid on the shares which make up such indices, accordingly, you may receive a lower return on the Securities than you would have received if you had invested directly in those shares.</p> <p>The Index Sponsor can add, delete or substitute the components of an equity index at its discretion, and may also alter the methodology used to calculate the level of such index. These events may have a detrimental impact on the level of that index, which in turn could have a negative impact on the value of and return on the Securities.</p> <p><b>Capped return:</b> As the redemption amount is subject to a cap, the value of or return on your Securities may be significantly less than if you had purchased the Underlying Asset(s) directly.</p> <p><b>Capped return:</b> As the redemption amount is subject to a cap, the return holders may receive is limited.</p> <p><b>Underlying foreign exchange rates:</b> Securities will be exposed to the performance of one or more underlying foreign exchange rates. Foreign exchange rates are highly volatile and are determined by a wide range of factors including supply and demand for currencies, inflation, interest rates; economic forecasts, political issues, the convertibility of currencies and speculation.</p>
<b>Section E – Offer</b>		
E.2b	Reasons for	Not Applicable: the net proceeds will be applied by the Issuer for

	offer and use of proceeds when different from making profit and/or hedging certain risks	making profit and/or hedging certain risks.
E.3	Description of the terms and conditions of the offer	<p>The Securities are offered subject to the following conditions:</p> <p><b>Offer Price:</b> The Issue Price</p> <p><b>Conditions to which the offer is subject:</b> The Issuer reserves the right to withdraw the offer for Securities at any time prior to the end of the Offer Period.</p> <p>Following withdrawal of the offer, if any application has been made by any potential investor, each such potential investor shall not be entitled to subscribe or otherwise acquire the Securities and any applications will be automatically cancelled and any purchase money will be refunded to the applicant by the Authorised Offeror in accordance with the Authorised Offeror's usual procedures.</p> <p><b>Description of the application process:</b></p> <p>An offer of the Securities other than pursuant to Article 3(2) of the Prospectus Directive may be made by the Manager or the Authorised Offeror in Spain (the "Public Offer Jurisdiction") during the Offer Period</p> <p>Applications for the Securities can be made in the Public Offer Jurisdiction through the Authorised Offeror during the Offer Period. The Securities will be placed into the Public Offer Jurisdiction by the Authorised Offeror. Distribution will be in accordance with the Authorised Offeror's usual procedures, notified to investors by the Authorised Offeror.</p> <p><b>Details of the minimum and/or maximum amount of application:</b> The minimum and maximum amount of application from the Authorised Offeror will be notified to investors by the Authorised Offeror.</p> <p><b>Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:</b> Not Applicable</p> <p><b>Details of the method and time limits for paying up and delivering the Securities:</b> Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.</p> <p><b>Manner in and date on which results of the offer are to be made public:</b> Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.</p>



		<p><b>Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:</b> Not Applicable</p> <p><b>Categories of holders to which the Securities are offered and whether Tranche(s) have been reserved for certain countries:</b> Offers may be made through the Authorised Offeror in the Public Offer Jurisdiction to any person. Offers (if any) in other EEA countries will only be made through the Authorised Offeror pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus.</p> <p><b>Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:</b> Applicants will be notified directly by the Authorised Offeror of the success of their application. No dealings in the Securities may take place prior to the Issue Date.</p> <p><b>Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:</b> the Initial Authorised Offeror(s)</p>
E.4	<b>Description of any interest material to the issue/offer, including conflicting interests</b>	<p>The relevant Manager or authorised offeror(s) may be paid fees in relation to any issue or offer of Securities. Potential conflicts of interest may exist between the Issuer, Determination Agent, relevant Manager or authorised offeror(s) or their affiliates (who may have interests in transactions in derivatives related to the Underlying Asset(s) which may, but are not intended to, adversely affect the market price, liquidity or value of the Securities) and holders.</p> <p>Not Applicable: no person involved in the issue or offer has any interest, or conflicting interest, that is material to the issue or offer of Securities.</p>
E.7	<b>Estimated expenses charged to investor by issuer/offero r</b>	<p>The following estimated expenses will be charged to the holder by the offeror: The Issue Price includes a commission element shared with Deutsche Bank S.A.E., which will be no more than 3.00% of the Issue Price. Further details of the commission element are available upon request.</p>