

21 December 2016

PROSPECTUS SUPPLEMENT

COMBINED SUPPLEMENT 3/2016



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

Pursuant to the Global Structured Securities Programme

This prospectus supplement dated 21 December 2016 (the "**Prospectus Supplement**") is supplemental to, and must be read in conjunction with, each of the base prospectuses listed in the Schedule hereto (each such base prospectus as supplemented by the Combined Supplement 1/2016 dated 23 August 2016 and by the Combined Supplement 2/2016 dated 25 November 2016, 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 of each Base Prospectus 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, and 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 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 Prospectus Supplement and any documents incorporated by reference will be published on www.bourse.lu.

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 update the "Summary" (in respect of Base Prospectus 9 only), "Information Incorporated by Reference", "Risk Factors" and "Important Legal Information" sections in each of the Base Prospectuses with information relating to the credit rating upgrade of the Issuer's long-term debt obligations by Moody's Investors Service Ltd. and to amend Risk Factor 3.

A) THE SUMMARY

In respect of Base Prospectus 9 only, the information appearing in the first paragraph of the third column of Element B.17 shall be amended by deleting "A2" and replacing it with "A1" so that the entire third column shall be amended as follows:

"The short-term unsecured obligations of the Issuer are rated A-2 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 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."

B) INFORMATION INCORPORATED BY REFERENCE

In respect of each Base Prospectus, the section "Information Incorporated by Reference" on pages 74 to 77 of Base Prospectus 6 and pages 98 to 102 of Base Prospectus 9 shall be updated by:

- i) adding the following document to the list of source documents in paragraph 1 (Source documents):

"the Supplement 3/2016 dated 20 December 2016 to the Registration Document 3/2016 dated 1 June 2016 (the "**Supplement 3/2016**")";

- ii) adding the following page references in respect of the cross-reference lists:

From the Supplement 3/2016 to the Registration Document

The Issuer and the Group
General Information

Page 1
Page 1

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

The Supplement 3/2016 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>.

C) RISK FACTORS

In respect of Risk Factor 3 of Base Prospectus 6 (*Regulatory action in the event a bank or investment firm in the Group (such as the Issuer) is failing or likely to fail could materially adversely affect the value of the Warrants*) and Risk Factor 3 of Base Prospectus 9 (*Regulatory action in the event a bank or investment firm in the Group (such as the Issuer) is failing or likely to fail could materially adversely affect the value of the Securities*) in the section entitled "Risk Factors" of each Base Prospectus:

- i) the third paragraph of page 36 of Base Prospectus 6 and the sixth paragraph of page 54 of Base Prospectus 9 shall be updated by deleting the words "that meet the definition of a "banking group company"" therein such that the paragraph shall be amended as follows:

"Under the Banking Act, substantial powers are granted to the Bank of England (or, in certain circumstances, HM Treasury), in consultation with the PRA, the FCA and HM Treasury, as appropriate as part of a special resolution regime (the "**SRR**"). These powers enable the relevant UK resolution authority to implement resolution measures with respect to a UK bank (such as the Issuer) or investment firm and certain of its Affiliates (currently including the Issuer) (each a relevant entity) in circumstances in which the relevant UK resolution authority is satisfied that the resolution conditions are met. Such conditions include that a UK bank or investment firm is failing or are likely to fail to satisfy the FSMA threshold conditions for authorisation to carry on certain regulated activities (within the meaning of section 55B FSMA) or, in the case of a UK banking group company that is an EEA or third country institution or investment firm, that the relevant EEA or third country relevant authority is satisfied that the resolution conditions are met in respect of such entity."; and

- ii) the final paragraph on page 37 of Base Prospectus 6 and the third paragraph on page 56 of Base Prospectus 9 shall be deleted in its entirety and replaced with the following:

"As part of the reforms required by the BRRD, amendments have been made to relevant legislation in the UK (including the UK Insolvency Act 1986) to establish in the insolvency hierarchy a statutory preference (i) firstly, for deposits that are insured under the Financial Services Compensation Scheme (insured deposits) to rank with existing preferred claims as 'ordinary' preferred claims and (ii) secondly, for all other deposits of individuals and micro, small and medium sized enterprises held in EEA or non-EEA branches of an EEA bank (other preferred deposits), to rank as 'secondary' preferred claims only after the 'ordinary' preferred claims. In addition, the EU Deposit Guarantee Scheme Directive, which was implemented into national law in July 2015, increased the nature and quantum of insured deposits to include a wide range of deposits, including corporate deposits (unless the depositor is a public sector body or financial institution) and some temporary high value deposits. The effect of these changes is to increase the size of the class of preferred creditors. All such preferred deposits will rank in the insolvency hierarchy ahead of all other unsecured senior creditors of the Issuer, including the holders of the Securities. Furthermore, insured deposits are excluded from the scope of the bail-in tool. As a result, if the UK bail-in tool were exercised by the relevant UK resolution authority, the Securities would be more likely to be bailed-in than certain other unsubordinated liabilities of the Issuer such as other preferred deposits."

D) IMPORTANT LEGAL INFORMATION

In respect of each Base Prospectus, the second paragraph under the heading "Ratings" in the section entitled "Important Legal Information" (i) on page 251 of Base Prospectus 6 and (ii) pages 398 and 399 of Base Prospectus 9 shall be amended by deleting "A2" and replacing it with "A1" such that the paragraph shall be amended as follows (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-2 by Standard & Poor's, P-1 by Moody's, and F1 by Fitch and the long-term obligations of the Issuer are rated A- by Standard & Poor's, A1 by Moody's, and A by Fitch."

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.

In accordance with Article 13 paragraph 2 of Luxembourg Law, 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 December 2016. 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 Commission de Surveillance du Secteur Financier, which is 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 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.



The date of this Prospectus Supplement is 21 December 2016

SCHEDULE

LIST OF BASE PROSPECTUSES

1. GSSP Base Prospectus 6 dated 10 June 2016 ("**Base Prospectus 6**").
2. GSSP Base Prospectus 9 dated 12 August 2016 ("**Base Prospectus 9**").