

2 September 2015

PROSPECTUS SUPPLEMENT

COMBINED SUPPLEMENT 3/2015



BARCLAYS BANK PLC

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

Pursuant to the Global Structured Securities Programme

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This supplement dated 2 September 2015 (the "**Supplement**") is supplemental to and must be read in conjunction with each of the prospectuses as set out in the table below (each a "**Prospectus**" and together, the "**Prospectuses**"), as prepared by Barclays Bank PLC (the "**Bank**") in its capacity as issuer (the "**Issuer**") pursuant to the Global Structured Securities Programme (the "**Programme**") and each supplement to each Prospectus. The GSSP Base Prospectus 6 and GSSP Prospectus 11 (each as defined below) have been supplemented by Combined Supplement 1/2015 dated 29 June 2015 and Combined Supplement 2/2015 dated 7 August 2015 (each such Prospectus, as supplemented up to the date of this Supplement, a "**Base Prospectus**" and together, the "**Base Prospectuses**").

<b>Prospectus:</b>	<b>Description:</b>	<b>Date of approval:</b>
GSSP Base Prospectus 6	Warrant Linked Securities	12 June 2015
GSSP Base Prospectus 11	Equity Linked Certificates	11 June 2015

This Supplement constitutes a prospectus supplement in respect 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 (the "**Luxembourg Law**").

This Supplement incorporates by reference the joint unaudited Interim Results Announcement of Barclays PLC and the Bank as filed with the United States Securities and Exchange Commission ("**SEC**") on Form 6-K on 29 July 2015 (the "**Q2 2015 Results Announcement**").

The purpose of this Supplement is to update certain sections of the Base Prospectuses as a result of the release of the Q2 2015 Results Announcement.

#### **Updates to the Summary**

In respect of each Base Prospectus, Element B.12 shall be updated as follows:

<p><b>B.12</b></p>	<p><b>Selected key financial information; no material adverse change and significant change statements</b></p>	<p>Based on the Bank Group’s audited financial information for the year ended 31 December 2014, the Bank Group had total assets of £1,358,693m (2013: £1,344,201m), total net loans and advances of £470,424m (2013: £474,059m), total deposits of £486,258m (2013: £487,647m), and total shareholders’ equity of £66,045m (2013: £63,220m) (including non-controlling interests of £2,251m (2013: £2,211m)). The profit before tax from continuing operations of the Bank Group for the year ended 31 December 2014 was £2,309m (2013: £2,885m) after credit impairment charges and other provisions of £2,168m (2013: £3,071m). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Bank for the year ended 31 December 2014.</p> <p>Based on the Bank Group’s unaudited financial information for the six months ended 30 June 2015, the Bank Group had total assets of £1,197,555m (30 June 2014: £1,315,492m), total net loans and advances of £475,826m (30 June 2014: £486,385m), total deposits of £494,423m (30 June 2014: £505,873m), and total shareholders’ equity of £65,710m (30 June 2014: £65,119m) (including non-controlling interests of £2,153m (30 June 2014: £2,130m)). The profit before tax from continuing operations of the Bank Group for the six months ended 30 June 2015 was £3,147m (30 June 2014: £2,504m) after credit impairment charges and other provisions of £973m (30 June 2014: £1,086m). The financial information in this paragraph is extracted from the unaudited consolidated financial statements of the Bank for the six months ended 30 June 2015.</p> <p>Not Applicable: there has been no significant change in the financial or trading position of the Bank Group since 30 June 2015.</p> <p>There has been no material adverse change in the prospects of the Issuer since 31 December 2014.</p>
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**Updates to Information Incorporated by Reference**

(i) In respect of each Base Prospectus, the following shall be included in the list of documents incorporated by reference under paragraph 1 (*Source documents*):

‘the joint unaudited Interim Results Announcement of Barclays PLC and the Bank as filed with the SEC on Form 6-K on 29 July 2015 in respect of the six months ended 30 June 2015 (the “**Q2 2015 Results Announcement**”); and

the Supplement 3/2015 to the Registration Document (as defined therein), dated and approved by the FCA on 2 September 2015 (the “**Supplement 3/2015 to the Registration Document**”).’

(ii) In particular, under paragraph 2 (*Information incorporated by reference*), the following sections set out in the cross reference table with regard to Q2 2015 Results Announcement and Supplement 3/2015 to the Registration Document respectively shall be incorporated by reference into each Base Prospectus:

*‘From the Q2 2015 Results Announcement*

<p>Exhibit 99.1 – Results of Barclays PLC Group as of, and for the six months ended, 30 June 2015</p>	<p>Pages 2 to 114 of Exhibit 99.1</p>
<p>Performance Highlights</p>	<p>Pages 2 to 4</p>
<p>Group Finance Director’s Review</p>	<p>Pages 6 to 8</p>

Quarterly Results Summary	Pages 21 to 23
Quarterly Core Results by Business	Pages 24 to 28
Performance Management	Pages 29 to 31
Returns and equity by business	Pages 29 to 30
Margins and balances	Page 31
Financial Statement Notes	Pages 55 to 88
Shareholder Information	Pages 89 to 90
Glossary	Pages 91 to 114
Exhibit 99.2 – Unaudited consolidated summary financial statements of Barclays Bank PLC as of, and for the six months ended, 30 June 2015	Pages 1 to 9 of Exhibit 99.2
Condensed Consolidated Income Statement (Unaudited)	Page 2
Condensed Consolidated Statement of Comprehensive Income (Unaudited)	Page 3
Condensed Consolidated Balance Sheet (Unaudited)	Page 4
Condensed Consolidated Statement of Changes in Equity (Unaudited)	Page 5
Condensed Consolidated Cash Flow Statement (Unaudited)	Page 6
Financial Statement Notes	Pages 7 to 8
Shareholder Information	Page 9
Exhibit 99.4 – A table setting out the issued share capital of Barclays Bank PLC and its consolidated total shareholders’ equity, indebtedness and contingent liabilities as at 30 June 2015	Page 1 of Exhibit 99.4
<b><i>From the Supplement 3/2015 to the Registration Document</i></b>	
Updates to Risk Factors	Pages 1 to 2’

The information incorporated by reference, either expressly or implicitly, into i) the Q2 2015 Results Announcement and ii) the Supplement 3/2015 to the Registration Document do not form part of this Supplement and/or each Base Prospectus.

Information in i) the Q2 2015 Results Announcement and ii) the Supplement 3/2015 to the Registration Document which are not incorporated by reference into each Base Prospectus are either not relevant for the investor or are covered elsewhere in each Base Prospectus.

The Q2 2015 Results Announcement may be inspected, free of charge at the registered office of the Issuer; or at <http://www.home.barclays/barclays-investor-relations/results-and-reports/results.html>.

The 3/2015 Supplement to the Registration Document may be inspected free of charge at <http://www.home.barclays/prospectuses-and-documentation/structured-securities/prospectuses.html>.

## Updates to General Information

- (i) In respect of each Base Prospectus, the paragraph entitled “Significant Change Statement” under the “General Information” section shall be updated as follows:

### **‘Significant Change Statement**

There has been no significant change in the financial or trading position of the Bank Group since 30 June 2015.’

- (ii) In respect of each Base Prospectus, the paragraph entitled “Legal proceedings” under the “General Information” section shall be updated as follows:

### **‘Legal proceedings**

Save as disclosed in the Registration Document, pages 1 to 2 of Supplement 3/2015 to the Registration Document dated 2 September 2015, Note 11 (Provisions) and Note 17 (Legal, competition and regulatory matters) on page 68 and pages 71 to 85 of Exhibit 99.1 of the Q2 2015 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.’

Terms defined in each Base Prospectus shall, unless the context otherwise requires, have the same meanings when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with each Base Prospectus and other supplements to the relevant Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this 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 Supplement is published, to withdraw their acceptances. Investors should contact their distributor for further information. This right will expire on 6 September 2015.

References to each Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Supplement. The Issuer has taken all reasonable care to ensure that the information contained in each Base Prospectus, as supplemented by this 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 Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in each Base Prospectus 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 Base Prospectus (as supplemented at the date hereof) issued by the Issuer.

This 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 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 Supplement is 2 September 2015