BARCLAYS PLC
Form F-6
August 04, 2008

As filed with the U.S. Securities and Exchange Commission on , 2008
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
For American Depositary Shares Evidenced by American Depositary Receipts

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

N/A
(Translation of issuer's name into English)

England and Wales
(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.
(Exact name of depositary as specified in its charter)

4 New York Plaza, New York, NY 10004
Telephone (212) 623-0636
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

James Walker
Barclays Bank PLC
200 Park Avenue
New York, New York 10166
(212) 412-4000
(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:
Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP
570 Lexington Avenue, 44th Floor
New York, New York 10022
(212) 319-7600
It is proposed that this filing become effective under Rule 466

o immediately upon filing
o on (Date) at (Time)

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

CALCULATION OF REGISTRATION FEE

Title of each class of Securities to be registered	Amount to be registered	Proposed maximum aggregate price per unit [1]	Proposed maximum aggregate offering price [2]	Amount of registration fee
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing 4 ordinary shares of Barclays PLC	100,000,000 American Depositary Shares	$ 0.05	$ 5 ,000,000	$ 196.50

(1) Each unit represents one American Depositary Share.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

PART I
INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt ("ADR" or "American Depositary Receipt") included as Exhibit A to the Second Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

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

Item 2. AVAILABLE INFORMATION

Item Number and Caption		Location in Form of American Depositary Receipt Filed Herewith as Prospectus
(b)	Statement that Barclays PLC is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the Commission, and that such reports can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C.	Article 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

(a) **Form of Deposit Agreement**. Form of Second Amended and Restated Deposit Agreement dated as of , 2008 among Barclays PLC, JPMorgan Chase Bank, N.A., as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"), including the Form of American Depositary Receipt, is filed herewith as Exhibit (a).

(b) **Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby**. 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**. Not Applicable.

(d) **Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered**. Filed herewith as Exhibit (d).

(e) **Certification under Rule 466.** Not applicable.

(f) **Powers of Attorney.** Filed herewith as Exhibit (f)

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 American Depositary Receipts, 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 an American Depositary Receipt thirty days before any change in the fee schedule.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A. , on behalf of the legal entity created by the Deposit Agreement, 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 August 4, 2008.

Legal entity created by the form of Deposit Agreement for the issuance of ADRs evidencing American Depositary Shares

By: JPMORGAN CHASE BANK, N.A., as Depositary

By: /s/Joseph M. Leinhauser
Name: Joseph M. Leinhauser
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Barclays PLC 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 on August 1, 2008.

BARCLAYS PLC

By: /s/Christopher Lucas
Name: Christopher Lucas
Title: Group Finance Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signatures	Title	Date
* Name: Marcus Agius	Group Chairman	August 1, 2008
* Name: Gary Hoffman	Vice Chairman	August 1, 2008
* Name: Robert Edward Diamond Jr	President .	August 1, 2008
* Name: John Varley	Chief Executive Officer (principal executive officer)	August 1, 2008
/s/Christopher Lucas Name: Christopher Lucas	Finance Director (Principal Financial Officer and Principal Accounting Officer)	August 1, 2008
* Name: Frederik Ferdinand Seegers	Director	August 1, 2008
* Name: David Booth	Non-Executive Director	August 1, 2008
* Name: Sir Richard Broadbent	Non-Executive Director	August 1, 2008
* Name: Leigh Clifford, AO	Non-Executive Director	August 1, 2008

*	Non-Executive Director	August 1, 2008
Name: Fulvio Conti		
*	Non-Executive Director	August 1, 2008
Name: Professor Dame Sandra Dawson		
*	Non-Executive Director	August 1, 2008
Name: Sir Andrew Likierman		
*	Non-Executive Director	August 1, 2008
Name: Sir Michael Rake		
*	Non-Executive Director	August 1, 2008
Name: Sir Nigel Rudd		
*	Non-Executive Director	August 1, 2008
Name: Stephen Russell		
*	Non-Executive Director	August 1, 2008
Name: Sir John Sunderland		
*	Non-Executive Director	August 1, 2008
Name: Patience Wheatcroft		
/s/James Walker Name: James Walker	Authorized U.S. Representative	August 1, 2008

*By: /s/ Christopher Lucas
Name: Christopher Lucas
Title: Power of Attorney

INDEX TO EXHIBITS

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(a)	Form of Second Amended and Restated Deposit Agreement (including the Form of ADR), among Barclays PLC, JPMorgan Chase Bank, N.A., as depositary, and the holders from time to time of American Depositary Receipts issued thereunder.
(d)	Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities to be registered.
(f)	Powers of Attorney