

Edgar Filing: BARCLAYS PLC - Form 6-K

BARCLAYS PLC  
Form 6-K  
June 01, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

---

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13A-16 OR 15D-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

May 2006

Barclays PLC and  
Barclays Bank PLC  
(Names of Registrants)

1 Churchill Place  
London E14 5HP  
England  
(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

---

This Report is a joint Report on Form 6-K filed by Barclays PLC and Barclays Bank PLC. All of the issued ordinary share capital of Barclays Bank PLC is owned by Barclays PLC.

This Report comprises:

Information given to The London Stock Exchange and furnished pursuant to General Instruction B to the General Instructions to Form 6-K.

---

EXHIBIT INDEX

Edgar Filing: BARCLAYS PLC - Form 6-K

1. Director/PDMR Shareholding dated 03 May 2006
2. Director/PDMR Shareholding dated 05 May 2006
3. Barclays Bank PLC - Full Repurchase dated 08 May 2006
4. Director/PDMR Shareholding dated 09 May 2006
5. Director/PDMR Shareholding dated 10 May 2006
6. Director/PDMR Shareholding dated 12 May 2006
7. Director/PDMR Shareholding dated 15 May 2006
8. Director/PDMR Shareholding dated 16 May 2006
9. Director/PDMR Shareholding dated 18 May 2006
10. Barclays Bank PLC - FRN Variable Rate Fix dated 24 May 2006
11. Director/PDMR Shareholding dated 24 May 2006
12. Barclays Bank PLC - FRN Variable Rate Fix dated 25 May 2006
13. Barclays Bank PLC - Redemption of Loan Notes dated 26 May 2006
14. Director/PDMR Shareholding dated 26 May 2006
15. Director/PDMR Shareholding dated 31 May 2006

-----

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each of the registrants has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BARCLAYS PLC  
(Registrant)

Date: June 01, 2006

By: /s/ Patrick Gonsalves

-----  
Patrick Gonsalves  
Deputy Secretary

BARCLAYS BANK PLC  
(Registrant)

Date: June 01, 2006

By: /s/ Patrick Gonsalves

-----  
Patrick Gonsalves  
Joint Secretary

Exhibit 1.

3 May 2006

Director/PDMR shareholding: Disclosure Rules 3.1.4R(1) (a) and 3.1.4R(1) (b)

1. The independent trustee of the Barclays Group (ESAS) Employees' Benefit Trust (the "ESAS Trust") notified the Company on 3 May 2006 that it had between 24 April and 29 April 2006 exercised its discretion and released a total of 211,146 ordinary shares in Barclays PLC and on 24 April 2006 purchased a total of 3,131,160 ordinary shares in Barclays PLC at an average price of 679.31p per share. None of the shares released or purchased were in respect of an award made to a director of Barclays PLC.

## Edgar Filing: BARCLAYS PLC - Form 6-K

2. The independent trustee of the Barclays Group (PSP & ESOS) Employees' Benefit Trust (the "PSP & ESOS Trust") notified the Company on 3 May 2006 that it had on 24 April 2006 exercised its discretion and purchased a total of 112,182 ordinary shares in Barclays PLC at a price of 675.99p per share. None of the shares purchased were in respect of an award made to a director of Barclays PLC.

In addition to the interests shown above, the trustees of all the Barclays Group employees' benefit trusts hold a total of 162,136,218 ordinary shares in Barclays PLC. Matthew W Barrett, Chairman and the executive directors of Barclays are amongst the potential beneficiaries under these trusts and are therefore regarded for Companies Act purposes as being interested in the Barclays PLC ordinary shares held in them.

Exhibit 2.

5 May 2006

Director/PDMR shareholding: Disclosure Rules 3.1.4R(1) (a) and 3.1.4R(1) (b)

The Company was notified on 4 May 2006 by the Administrators of the Dividend Reinvestment Plan (the "Plan") that on 28 April 2006 the following directors/ Persons Discharging Managerial Responsibility (PDMRs) (or their connected persons) had received ordinary shares in the Company under the Plan for the year ended 31 December 2005 at a price of 687.39p per share. The number of shares received, together with their total beneficial interests following the notification are as follows:

Director/PDMR	No. of shares received	Beneficial Interest
MW Barrett	7,575	309,839
Sir Richard Broadbent	76	7,090
SG Russell	63	17,344
S Dawson	52	8,857

The Company was also notified on 5 May 2006 by Mr SG Russell, a director of the Company, that a connected person had on 2 May 2006 received ordinary shares in the Company for the year ended 31 December 2005 under a Personal Equity Plan at a price of 690.00p per share. The number of shares received, together with his total beneficial interest following the notification is as follows:

Director/PDMR	No. of shares received	Beneficial Interest
SG Russell	65	17,409

In addition to these transactions, the trustees of all the Barclays Group employees' benefit trusts hold a total of 162,136,218 ordinary shares in Barclays PLC. Matthew W Barrett, Chairman, and the executive directors of Barclays PLC are amongst the potential beneficiaries under these trusts and are therefore regarded for Companies Act purposes as being interested in the Barclays PLC ordinary shares held in them.

Exhibit 3

## Edgar Filing: BARCLAYS PLC - Form 6-K

Barclays Bank PLC

Barclays SRS 3617  
Due 04 May 2010  
XS0216787910

Please be advised that the above issue will be called at PAR on 04 May 2006.

The outstanding balance will therefore be ZERO.

Please amend your records accordingly.

Exhibit 4

9 May 2006

Director/PDMR shareholding: Disclosure Rules 3.1.4R(1) (a) and 3.1.4R(1) (b)

The independent trustee of the Barclays Group (ESAS) Employees' Benefit Trust (the "ESAS Trust") notified the Company on 8 May 2006 that it had on 3 May 2006 exercised its discretion and released a total of 12,889 ordinary shares in Barclays PLC and on 4 May 2006 it purchased 90,224 ordinary shares in Barclays PLC at a price of 673.00p per share. None of the shares released or purchased were in respect of an award made to a director of Barclays PLC.

Following these transactions, the trustees of all the Barclays Group employees' benefit trusts hold a total of 162,213,553 ordinary shares in Barclays PLC. The Chairman and the executive directors of Barclays are amongst the potential beneficiaries under these trusts and are therefore regarded for Companies Act purposes as being interested in the Barclays PLC ordinary shares held in them.

Exhibit 5.

10 May 2006

Director/PDMR shareholding: Disclosure Rules 3.1.4R(1) (a) and 3.1.4R(1) (b)

The trustee of the Barclays Group Sharepurchase Plan, an Inland Revenue approved all-employee share plan, informed the Company on 9 May 2006 that it had on 8 May 2006 purchased, and now held as bare trustee of the Barclays Group Sharepurchase Plan, the following ordinary shares in the capital of Barclays PLC for the following directors/Persons Discharging Managerial Responsibility (PDMRs) at a price of 682.50p per share:

## Edgar Filing: BARCLAYS PLC - Form 6-K

Director/PDMR	Number of Shares
Mr G A Hoffman	36
Mr D L Roberts	36
Mr J S Varley	36
Mr L C Dickinson	16

The Barclays Group Sharepurchase Plan now includes Matching Shares provided by the Company on a 1:1 basis up to the first GBP600 per annum invested by the participant under the Plan. The number of shares purchased on 8 May 2006 for each director/PDMR above includes the Matching Shares.

The revised total shareholding for each director following these transactions is as follows:

Director	Beneficial Holding	Non Beneficial Holding
Mr G A Hoffman	317,159	-
Mr D L Roberts	219,221	-
Mr J S Varley	374,784	-

In addition to the interests shown above, the trustees of all the Barclays Group employees' benefit trusts hold a total of 162,213,553 ordinary shares in Barclays PLC. The Chairman and the executive directors of Barclays are amongst the potential beneficiaries under these trusts and are therefore regarded for Companies Act purposes as being interested in the Barclays PLC ordinary shares held in them.

Exhibit 6.

12 May 2006

Director/PDMR shareholding: Disclosure Rules 3.1.4R(1) (a) and 3.1.4R(1) (b)

The Company was notified on 11 May 2006 by the Personal Equity Plan (PEP) / Individual Savings Account (ISA) Administrators that on 5 May 2006 the following director (or his connected persons) had received ordinary shares in the Company, following the reinvestment of the Barclays dividend for the year ended 31 December 2005 at a price of 676.50p per share. The number of shares received, together with their total beneficial interests following the notification are as follows:

Director/PDMR	No. of shares received	Beneficial Interest
GA Hoffman	250	317,409

In addition to these transactions, the trustees of all the Barclays Group employees' benefit trusts hold a total of 162,213,553 ordinary shares in

## Edgar Filing: BARCLAYS PLC - Form 6-K

Barclays PLC. The Chairman, and the executive directors of Barclays PLC are amongst the potential beneficiaries under these trusts and are therefore regarded for Companies Act purposes as being interested in the Barclays PLC ordinary shares held in them.

Exhibit 7.

15 May 2005

Director/PDMR shareholding: Disclosure Rules 3.1.4R(1) (a) and 3.1.4R(1) (b)

1. The independent trustee of the Barclays Group (PSP) Employees' Benefit Trust (the "PSP Trust") notified the Company on 12 May 2006 that on 21 April 2006 it had resolved to grant the following awards under PSP to directors of Barclays PLC:

Director	Allocation of performance shares (a)	Maximum number potentially releasable
Robert Diamond Jr	768,736	2,306,208
Gary Hoffman	96,092	288,276
Naguib Kheraj	107,624	322,872
David Roberts	92,250	276,750
John Varley	153,748	461,244

Note:

- (a) Under PSP, awards are granted as a provisional allocation and do not give rise to any entitlement to the shares. At the third anniversary, shares may be released by the trustee subject to performance conditions being satisfied.

The effective date of the grant of the awards was 21 March 2006 and the calculation of the initial award allocation was based on a share price of GBP6.5042. No consideration was paid for the grant of any award.

2. Robert Diamond Jr, a director of Barclays PLC ("the Company"), notified the Company on 12 May 2006 that, on 12 May 2006, he had, under the Barclays Global Investors Equity Option Plan ("BGI EOP"), exercised options (with an effective date of exercise of 4 May 2006) granted in Barclays Global Investors UK Holdings Limited ("BGIUKHL"), a subsidiary of the Company, and received 100,000 "A" ordinary shares in BGIUKHL at a price of 201p per share.

The revised total shareholding in BGIUKHL for Robert Diamond Jr following the above transaction is as follows:

Director	Beneficial Holding
Robert Diamond Jr	200,000 "A" ordinary shares

3. The independent trustee of the Barclays Group (ESAS) Employees' Benefit Trust (the "ESAS Trust") notified the Company on 14 March 2006 that it had on 13 March 2006 granted rights in the form of nil cost options over 24,790 ordinary shares in Barclays PLC to John Varley. The trustee has now notified

## Edgar Filing: BARCLAYS PLC - Form 6-K

the Company that the actual number of nil cost options granted was over 24,227 ordinary shares in Barclays PLC. All other details announced by the Company on 15 March 2006 in respect of Directors' interests remain unchanged.

In addition to these transactions, the trustees of all the Barclays Group employees' benefit trusts hold a total of 162,213,553 ordinary shares in Barclays PLC. The Chairman, and the executive directors of Barclays are amongst the potential beneficiaries under these trusts and are therefore regarded for Companies Act purposes as being interested in the Barclays PLC ordinary shares held in them.

Exhibit 8.

16 May 2006

Director/PDMR shareholding: Disclosure Rules 3.1.4R(1) (a) and 3.1.4R(1) (b)

The independent trustee of the Barclays Group (ESAS) Employees' Benefit Trust (the "ESAS Trust") notified the Company on 15 May 2006 that it had between 8 May and 12 May 2006 exercised its discretion and released a total of 35,496 ordinary shares in Barclays PLC. None of the shares released or purchased were in respect of an award made to a director of Barclays PLC.

Following these transactions, the trustees of all the Barclays Group employees' benefit trusts hold a total of 162,178,057 ordinary shares in Barclays PLC. The Chairman and the executive directors of Barclays are amongst the potential beneficiaries under these trusts and are therefore regarded for Companies Act purposes as being interested in the Barclays PLC ordinary shares held in them.

Exhibit 9.

18 May 2006

Director/PDMR shareholding: Disclosure Rules 3.1.4R(1) (a) and 3.1.4R(1) (b)

The Company was notified on 17 May 2006 by the Administrators of the Barclays Group Sharepurchase Plan (the "Plan") that on 16 May 2006 the following directors/Persons Discharging Managerial Responsibility (PDMRs) had received ordinary shares in the Company under the Plan, following the re-investment of the final dividend for the year ended 31 December 2005, at a price of 641.00p per share. The number of shares received is as follows:

Director/PDMR	No. of shares received
G A Hoffman	38
D L Roberts	38
J S Varley	38
L C Dickinson	4
R Le Blanc	6

## Edgar Filing: BARCLAYS PLC - Form 6-K

The revised total shareholding for each director following these transactions is as follows:

Director	Beneficial Holding	Non-Beneficial Holding
G A Hoffman	317,447	-
D L Roberts	219,259	-
J S Varley	374,822	-

In addition to these transactions, the trustees of all the Barclays Group employees' benefit trusts hold a total of 162,178,057 ordinary shares in Barclays PLC. The Chairman and the executive directors of Barclays PLC are amongst the potential beneficiaries under these trusts and are therefore regarded for Companies Act purposes as being interested in the Barclays PLC ordinary shares held in them.

Exhibit 10.

RE: WOOLWICH PLC  
GBP 150,000,000.00  
MATURING: 12-Feb-2012  
ISSUE DATE: 12-Feb-1997  
ISIN: XS0073220625

PLEASE BE ADVISED THAT THE INTEREST RATE FOR THE PERIOD  
23-May-2006 TO 23-Aug-2006 HAS BEEN FIXED AT 5.080630 PCT

DAY BASIS 92/365

INTEREST PAYABLE VALUE 23-Aug-2006 WILL AMOUNT TO:  
GBP 128.06 PER GBP 10,000.00 DENOMINATION  
GBP 1,280.60 PER GBP 100,000.00 DENOMINATION.

IF YOU HAVE ANY QUERIES PLEASE CONTACT THE RATE FIX DESK ON  
TEL: 44 20 7508 3858/3855 OR FAX: 44 20 7508 3881

Exhibit 11.

24 May 2006

Director/PDMR shareholding: Disclosure Rules 3.1.4R(1) (a) and 3.1.4R(1) (b)

1. Mr R K Steel, a director of the Company, notified the Company on 23 May 2006 that on 19 May 2006 he had received ordinary shares in the Company, following the reinvestment of the Barclays dividend for the year ended 31 December 2005 at a price of 685.00p per share. The number of shares received, together with his total beneficial interest following the notification is as follows:

Director/PDMR	No. of shares received	Beneficial Interest
---------------	------------------------	---------------------



Edgar Filing: BARCLAYS PLC - Form 6-K

Mr R K Steel

2,506

103,638

2. The Company was notified on 24 May 2006 by the Personal Equity Plan (PEP) / Individual Savings Account (ISA) Administrators that on 5 May 2006, Mr L C Dickinson, a Person Discharging Managerial Responsibility (PDMR) of the Company, had received 78 ordinary shares in the Company following the reinvestment of the Barclays dividend for the year ended 31 December 2005 at a price of 676.50p per share.

Exhibit 12.

Barclays Bank PLC

RE: WOOLWICH PLC  
ITL 15,000,000,000.00  
MATURING: 26-Nov-2007  
ISSUE DATE:08-Oct-1997  
ISIN: XS0080965113

PLEASE BE ADVISED THAT THE INTEREST RATE FOR THE PERIOD 26-May-2006 TO 29-Aug-2006 HAS BEEN FIXED AT 3.038750 PCT

DAY BASIS 95/360

INTEREST PAYABLE VALUE 29-Aug-2006 WILL AMOUNT TO:

ITL 801,892.00 PER ITL 100,000,000.00 DENOMINATION

IF YOU HAVE ANY QUERIES PLEASE CONTACT THE RATE FIX DESK ON

TEL: 44 20 7508 3858/3855 OR FAX: 44 20 7508 3881

Exhibit 13.

26 May 2006

Barclays Bank PLC  
Barclays redeems US\$125,000,000 Floating Rate Subordinated  
Step-up Callable Notes due May 2011 (the "Notes")  
ISIN: XS0129884945

Barclays Bank PLC announced today, 26 May 2006, that in accordance with an option to redeem conferred by the terms of the Notes, it redeemed the Notes in whole on 25 May 2006.

The Notes will be cancelled and there are no further Notes outstanding.

## Edgar Filing: BARCLAYS PLC - Form 6-K

Exhibit 14.

26 May 2006

Director/PDMR shareholding: Disclosure Rules 3.1.4R(1) (a) and 3.1.4R(1) (b)

The Company was notified on 26 May 2006 by the nominee account administrators that on 28 April 2006 the following director (or his connected persons) had received ordinary shares in the Company, following the reinvestment of the Barclays dividend for the year ended 31 December 2005 at a price of 694.26p per share. The number of shares received, together with their total beneficial interests following the notification are as follows:

Director	No. of shares received	Beneficial Interest
DL Roberts	1,924	221,183

In addition to these transactions, the trustees of all the Barclays Group employees' benefit trusts hold a total of 162,178,058 ordinary shares in Barclays PLC. The Chairman, and the executive directors of Barclays PLC are amongst the potential beneficiaries under these trusts and are therefore regarded for Companies Act purposes as being interested in the Barclays PLC ordinary shares held in them.

Exhibit 15.

31 May 2006

Director/PDMR shareholding: Disclosure Rules 3.1.4R(1) (a) and 3.1.4R(1) (b)

1. The independent trustee of the Barclays Group (ESAS) Employees' Benefit Trust (the "ESAS Trust") notified the Company on 30 May 2006 that it had on 26 May 2006 exercised its discretion and purchased 50,356 ordinary shares in Barclays PLC at a price of 608.33p per share. None of the shares purchased were in respect of an award made to a director of Barclays PLC.
2. The independent trustee of the Barclays Group PSP Trust (the "PSP Trust") notified the Company on 30 May 2006 that it had on 26 May 2006 exercised its discretion and purchased a total of 1,043,827 shares in Barclays PLC at a price of 608.33p per share. The participants for whom the shares were purchased are not directors of Barclays PLC.

Following these transactions, the trustees of all the Barclays Group employees' benefit trusts hold a total of 163,272,240 ordinary shares in Barclays PLC. The Chairman and the executive directors of Barclays are amongst the potential beneficiaries under these trusts and are therefore regarded for Companies Act purposes as being interested in the Barclays PLC ordinary shares held in them.

change Act ), including all other amendments and reports filed for the purpose of updating such description; and

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part of this Registration Statement from the date of filing of such documents; except for any portions of the Registrant's Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 thereof and any corresponding exhibits thereto not filed with the Commission.

Any statement contained in a document incorporated or deemed incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

## Item 6. Indemnification of Directors and Officers.

Maryland law permits a Maryland corporation to include in its charter a provision limiting the liability of its directors and officers to the corporation and its stockholders for money damages except for liability resulting from (i) actual receipt of an improper benefit or profit in money, property or services or (ii) active and deliberate dishonesty which is established by a final judgment and which is material to the cause of action. The Registrant's charter contains such a provision which eliminates directors' and officers' liability to the maximum extent permitted by Maryland law.

The Registrant's charter authorizes the Registrant, to the maximum extent permitted by Maryland law, to obligate the Registrant to indemnify any present or former director or officer or any individual who, while a director or officer of the Registrant and at the request of the Registrant, serves or has served another corporation, real estate investment trust, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise as a director, officer, partner or trustee, from and against any claim or liability to which that individual may become subject or which that individual may incur by reason of his or her service in such capacity and to pay or reimburse his or her reasonable expenses in advance of final disposition of a proceeding. The Registrant's bylaws obligate the Registrant, to the maximum extent permitted by Maryland law, to indemnify any present or former director or officer or any individual who, while a director or officer of the Registrant and at the request of the Registrant, serves or has served another corporation, real estate investment trust, limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise as a director, officer, trustee, member, manager or partner and who is made or threatened to be made a party to, or witness in, the proceeding by reason of his or her service in that capacity from and against any claim or liability to which that individual may become subject or which that individual may incur by reason of his or her service in such capacity and to pay or reimburse his or her reasonable expenses in advance of final disposition of a proceeding. The charter and bylaws also permit the Registrant to indemnify and advance expenses to any individual who served a predecessor of the Registrant in any of the capacities described above and any employee or agent of the Registrant or a predecessor of the Registrant.

Maryland law requires a Maryland corporation (unless its charter provides otherwise, which the Registrant's charter does not) to indemnify a director or officer who has been successful in the defense of any proceeding to which he or she is made or threatened to be made a party by reason of his or her service in that capacity. Maryland law permits a corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made or threatened to be made a party by reason of their service in those or other capacities unless it is established that (i) the act or omission of the director or officer was material to the matter giving rise to the proceeding and (a) was committed in bad faith or (b) was the result of active and deliberate dishonesty, (ii) the director or officer actually received an improper personal benefit in money, property or services or (iii) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful. However, under Maryland law, a Maryland corporation may not indemnify for an adverse judgment in a suit by or in the right of the corporation or for a judgment of liability on the basis that personal benefit was improperly received, unless in either case a court orders indemnification and then only for expenses. In addition, Maryland law permits a corporation to advance reasonable expenses to a director or officer upon the corporation's receipt of (i) a written affirmation by the director or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by the corporation and (ii) a written undertaking by him or her or on his or her behalf to repay the amount paid or reimbursed by the corporation if it is ultimately determined that the standard of conduct was not met.

The Registrant has entered into indemnification agreements (the Indemnification Agreements) with each of the Registrant's directors and officers (each, an Indemnitee). The Indemnification Agreements provide that the Registrant will, subject to certain limitations and exceptions, indemnify, to the fullest extent permitted under Maryland law, and advance expenses to, each Indemnitee, in connection with (among other things) the Indemnitee's capacity as a director, officer, employee or agent of the Registrant. This obligation includes, subject to certain terms and conditions, indemnification for any expenses (including reasonable attorneys' fees), judgments, fines, penalties and settlement

amounts actually and reasonably incurred by the Indemnitee in connection with any threatened or pending action, suit or proceeding. In certain instances, the Registrant may be required to advance such expenses, in which case the Indemnitee will be obligated to reimburse the Registrant for the amounts advanced if it is later determined that the Indemnitee is not entitled to indemnification for such expenses. The indemnification provided under the Indemnification Agreements is not exclusive of any other indemnity rights.

---

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

**Exhibit**

<b>Number</b>	<b>Exhibit Description</b>
4.1.a	<u>Articles of Amendment and Restatement (filed as Exhibit 3.1.a to the Registrant's Current Report on Form 8-K (File No. 1-14788) filed on April 2, 2003 and incorporated herein by reference)</u>
4.1.b	<u>Certificate of Notice (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 1-14788) filed on February 27, 2007 and incorporated herein by reference)</u>
4.1.c	<u>Articles of Amendment (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 1-14788) filed on December 21, 2012 and incorporated herein by reference)</u>
4.1.d	<u>Articles of Amendment (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 1-14788) filed on May 7, 2013 and incorporated herein by reference)</u>
4.1.e	<u>Articles of Amendment (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 1-14788) filed on April 13, 2015 and incorporated herein by reference)</u>
4.1.f	<u>Fourth Amended and Restated Bylaws of the Registrant (filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 1-14788) filed on October 28, 2014 and incorporated herein by reference)</u>
4.2	<u>Blackstone Mortgage Trust, Inc. 2018 Stock Incentive Plan (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 1-14788) filed on June 21, 2018 and incorporated herein by reference)</u>
5.1	<u>Opinion of Venable LLP as to the legality of the securities being issued *</u>
23.1	<u>Consent of Venable LLP (included in Exhibit 5.1) *</u>
23.2	<u>Consent of Deloitte &amp; Touche LLP *</u>
24.1	<u>Power of Attorney (included on the signature page to this Registration Statement) *</u>

\* Filed herewith

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the

Edgar Filing: BARCLAYS PLC - Form 6-K

most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.



---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 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 June 21, 2018.

BLACKSTONE MORTGAGE TRUST, INC.

By: /s/ Stephen D. Plavin  
 Name: Stephen D. Plavin  
 Title: Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Stephen D. Plavin, Anthony F. Marone, Jr., Douglas N. Armer and Leon Volchyok, and each of them singly (with full power to each of them to act alone), his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments to this registration statement, including post-effective amendments, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement and Power of Attorney have been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ Michael B. Nash Michael B. Nash	Executive Chairman of the Board of Directors	June 21, 2018
/s/ Stephen D. Plavin Stephen D. Plavin	Chief Executive Officer and Director (Principal Executive Officer)	June 21, 2018
/s/ Anthony F. Marone, Jr. Anthony F. Marone, Jr.	Chief Financial Officer (Principal Financial and Accounting Officer)	June 21, 2018
/s/ Leonard W. Cotton Leonard W. Cotton	Director	June 21, 2018
/s/ Thomas E. Dobrowski Thomas E. Dobrowski	Director	June 21, 2018
/s/ Martin L. Edelman	Director	June 21, 2018

Edgar Filing: BARCLAYS PLC - Form 6-K

Martin L. Edelman

/s/ Henry N. Nassau  
Henry N. Nassau

Director

June 21, 2018

/s/ Jonathan L. Pollack  
Jonathan L. Pollack

Director

June 21, 2018

/s/ Lynne B. Sagalyn  
Lynne B. Sagalyn

Director

June 21, 2018