

## FINAL TERMS FOR THE PURPOSES OF LISTING



**BARCLAYS BANK PLC**

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

GBP 1,400,000 Warrant Linked Securities due June 2021 issued on 13 February 2017 under the Global Structured Securities Programme (the "**Tranche 3 Securities**") to be consolidated with and form a single series with the existing GBP 1,000,000 Warrant Linked Securities due June 2021 issued on 1 July 2016 under the Global Structured Securities Programme (the "**Tranche 2 Securities**") and GBP 5,000,000 Warrant Linked Securities due June 2021 issued on 9 June 2015 under the Global Structured Securities Programme (the "**Tranche 1 Securities**" and, together with the Tranche 2 Securities and the Tranche 3 Securities, the "**Securities**")  
Issue Price: 100 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 5 dated 10 June 2016, as supplemented by the Supplemental Base Prospectuses dated 23 August 2016, 25 November 2016, 21 December 2016 and 12 January 2017, which constitute a base prospectus (the "**Base Prospectus**" for the purposes of the Prospectus Directive), save in respect of the Terms and Conditions of the Securities which are extracted from the GSSP Base Prospectus 5 dated 10 June 2014 (the "**2014 GSSP Base Prospectus 5**") and which are incorporated by reference into the Base Prospectus. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of this Final Terms and the Base Prospectus, save in respect of the Terms and Conditions of the Securities which are extracted from the 2014 GSSP Base Prospectus 5. A summary of the individual issue of the Securities is annexed to this Final Terms.

The Base Prospectus, any supplements to the Base Prospectus and the 2014 GSSP Base Prospectus 5 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 2014 GSSP Base Prospectus 5 and not defined in the Final Terms shall bear the same meanings when used herein.

**Barclays**

**Final Terms dated 13 February 2017**

## Part A – CONTRACTUAL TERMS

1.
  - a. Series number: NX000172412
  - b. Tranche number: 2
2. Currency: GBP
3. Securities:
  - a. Aggregate Nominal Amount as at the Issue Date:
    - (i) Tranche: Tranche 1 Securities: GBP 5,000,000  
Tranche 2 Securities: GBP 1,000,000  
Tranche 3 Securities: GBP 1,400,000
    - (ii) Series: GBP 7,400,000
  - b. Specified Denomination: GBP 1
  - c. Minimum Tradable Amount: GBP 1
  - d. Calculation Amount: Specified Denomination
4. Issue Price: 100 per cent. of par
5. Issue Date: Tranche 1 Securities: 9 June 2015  
Tranche 2 Securities: 1 July 2016  
Tranche 3 Securities: 13 February 2017
6. Scheduled Redemption Date: 10 June 2021
7. Warrant linked Securities:
  - (i) Underlying Warrant(s) and Underlying Warrant Reference Asset(s): Warrant (an "**Underlying Warrant**") linked to the FTSE 100 Index, the S&P 500 Index and the EURO STOXX 50 Index (the "**Underlying Warrant Reference Assets**") issued by Barclays Bank PLC (ISIN: GB00B8MNKQ88; Series Number: NX000172413)
  - (ii) Final Valuation Date: 3 June 2021, subject as in General Condition 5 (c) (*Final Redemption – Relevant Defined Terms*)
  - (iii) Valuation Time: As specified in General Condition 5 (c) (*Final Redemption – Relevant Defined Terms*)
8. Additional Disruption Event:
  - (a) Currency Disruption Event: Applicable as per General Condition 22.1 (*Definitions*)

	(b) Issuer Tax Event:	Applicable as per General Condition 22.1 (Definitions)
	(c) Extraordinary Market Disruption:	Applicable as per General Condition 22.1 (Definitions)
9.	Form of Securities:	Bearer Securities  Permanent Global Security  NGN Form: Applicable  CGN Form: Not Applicable  CDIs: Not Applicable
10.	Trade Date:	Tranche 1 Securities: 3 June 2015  Tranche 2 Securities: 24 June 2016  Tranche 3 Securities: 6 February 2017
11.	Early Redemption Notice Period Number:	As specified in General Condition 22.1 (Definitions)
12.	Additional Business Centre(s):	Not Applicable
13.	Determination Agent:	Barclays Bank PLC
14.	Common Safekeeper:	Clearstream
15.	a. Name of Manager:	Barclays Bank PLC
	b. Date of underwriting agreement:	Not Applicable

## Part B - OTHER INFORMATION

1. **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 London Stock Exchange on or around the Issue Date in respect of the Tranche 3 Securities.

2. **RATINGS**

Ratings: The Securities have not been individually rated.

3. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER**

Save for any trading and market-making activities of the Issuer and/or its affiliates in the Underlying Warrant, the hedging activities of the Issuer and/or its affiliates and the fact that the Issuer is the Determination Agent in respect of the Securities and the determination agent in respect of the Underlying Warrant, so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the offer.

4. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- (i) Reasons for the offer: Making profit and/or hedging purposes  
(ii) Estimated net proceeds: Not Applicable  
(iii) Estimated total expenses: Not Applicable

5. **PERFORMANCE OF THE UNDERLYING WARRANTS AND OTHER INFORMATION CONCERNING THE UNDERLYING WARRANTS**

The value of the Securities will depend upon the performance of the Underlying Warrant which is:

A Warrant linked to the FTSE 100 Index, the S&P 500 Index and the EURO STOXX 50 Index issued by Barclays Bank PLC (ISIN: GB00B8MNKQ88; Series Number: NX000172413) The Warrant Value in respect of the Underlying Warrant will be published on each Business Day on GB00B8MNKQ88=RIC.

Details of the past performance and volatility of the Underlying Warrant Reference Assets may be obtained from Reuters page .FTSE in respect of the FTSE 100 Index, Reuters page .SPX in respect of the S&P 500 Index and Reuters page .STOXX50E in respect of the EuroStoxx 50 Index. The terms and conditions of the Underlying Warrant are available on <http://group.barclays.com/prospectuses-and-documentation/structured-securities/final-terms>

Index Disclaimers: FTSE® 100 Index, S&P 500® Index and EURO STOXX 50® Index

6. **OPERATIONAL INFORMATION**

- (i) ISIN Code: XS1218142427  
(ii) Common Code: 121814242  
(iii) Name(s) and address(es) of any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification Not Applicable

	number(s):	
(iv)	Delivery:	Delivery free of payment.
7.	<b>TERMS AND CONDITIONS OF THE OFFER</b>	
	<b>Authorised Offer(s)</b>	
(i)	Public Offer:	An offer of the Securities may be made, subject to the conditions set out below by the Authorised Offeror(s) (specified in (ii) immediately below) other than pursuant to Article 3(2) of the Prospectus Directive in the Public Offer Jurisdiction(s) (specified in (iii) immediately below) during the Offer Period (specified in (iv) immediately below) subject to the conditions set forth in the Base Prospectus and in (v) immediately below
(ii)	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)"):	Each financial intermediary specified in (a) and (b) below: (a) <b>Specific consent:</b> Not Applicable; and (b) <b>General consent:</b> Applicable: each financial intermediary which (a) is authorised to make such offers under Directive 2004/39/EC of the European Parliament and of the Council on markets in financial instruments, including under any applicable implementing measure in each relevant jurisdiction and (b) accepts such offer by publishing on its website the Acceptance Statement
(iii)	Jurisdiction where the offer make take place (together, the "Public Offer Jurisdiction"):	The United Kingdom
(iv)	Offer period for which use of the Base Prospectus is authorised by the Authorised Offeror(s):	From the open to the close of business on 1 July 2016 only (the "Offer Period")
(v)	Other conditions for use of the Base Prospectus by the Authorised Offeror(s):	Not Applicable
	<b>Other terms and conditions of the offer</b>	
(i)	Offer Price:	The Issue Price
(ii)	Total amount of offer:	Aggregate Nominal Amount
(iii)	Conditions to which the offer is subject:	The Issuer reserves the right to withdraw the offer for Securities at any time on or 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.
(iv)	Time period, including any possible amendments, during which the offer will be open and description of the application process:	Investors will be notified by the Authorised Offeror of their allocations of Securities and the settlement arrangements in respect thereof.
(v)	Description of the application process:	<p>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 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>
(vi)	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.
(vii)	Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not Applicable
(viii)	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.
(ix)	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.
(x)	Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
(xi)	Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is	<p>Each investor will be notified by the Authorised Offeror of its allocation of Securities at the time of such investor's application.</p> <p>No dealings in the Securities may take place prior</p>

- made: to the Issue Date in respect of the Tranche 3 Securities.
- (xii) Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Apart from the Offer Price, the Issuer is not aware 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.
- (xiii) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: Not Applicable

## ISSUE SPECIFIC SUMMARY

Summaries are made up of disclosure requirements known as 'elements'. These elements are numbered in sections A – E (A.1 – E.7).

<b>Section A – Introduction and warnings</b>		
<b>A.1</b>	<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 holders when considering whether to invest in the Securities.</p>
<b>A.2</b>	<b>Consent by the Issuer to the use of prospectus in subsequent resale or final placement of Securities.</b>	Not Applicable; the Issuer does not consent to the use of the Base Prospectus for subsequent resales.
<b>Section B - Issuer</b>		
<b>B.1</b>	<b>Legal and commercial name of the Issuer</b>	The Securities are issued by Barclays Bank PLC (the "Issuer")
<b>B.2</b>	<b>Domicile and legal form of the Issuer, legislation under which the Issuer operates and country of</b>	<p>The Issuer is a public limited company registered in England and Wales.</p> <p>The principal laws and legislation under which the Issuer operates are the laws of England and Wales including the Companies Act.</p>



	incorporation of the Issuer	
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 "<b>Bank Group</b>" or "<b>Barclays</b>") 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, leverage, liquidity and funding 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 structure and management of the Bank Group;</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, increased regulation and procedures for the protection of customers and clients of financial services firms and an increased willingness on the part of regulators to investigate past practices, vigorously pursue alleged violations and impose heavy penalties on financial services firms;</li> <li>• increased levels of legal proceedings in jurisdictions in which the Bank Group does business, including in the form of class actions;</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 '<b>Volcker rule</b>'));</li> <li>• the United Kingdom Financial Services (Banking Reform) Act 2013 which gives United Kingdom authorities powers to implement measures for, among others: (i) the separation of the United Kingdom and EEA retail banking activities of the largest United Kingdom banks into a legally, operationally and economically separate and independent entity (so-called 'ring-fencing'); (ii) statutory depositor preference in insolvency; and (iii) a 'bail-in' stabilisation option; and</li> <li>• changes in competition and pricing environments.</li> </ul>
B.5	Description	Barclays is a major global financial services provider.

	<b>of the group and the Issuer's position within the group</b>	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.
<b>B.9</b>	<b>Profit forecast or estimate</b>	Not Applicable; the Issuer has chosen not to include a profit forecast or estimate.
<b>B.10</b>	<b>Nature of any qualifications in audit report on historical financial information</b>	Not Applicable; the audit report on the historical financial information contains no such qualifications.
<b>B.12</b>	<b>Selected key financial information ; no material adverse change and no significant change statements</b>	<p>Based on the Bank Group's audited financial information for the year ended 31 December 2015, the Bank Group had total assets of £1,120,727m (2014: £1,358,693m), total net loans and advances of £441,046m (2014: £470,424m), total deposits of £465,387m (2014: £486,258m), and total shareholders' equity of £66,019m (2014: £66,045m) (including non-controlling interests of £1,914m (2014: £2,251m)). The profit before tax from continuing operations of the Bank Group for the year ended 31 December 2015 was £2,841m (2014: £2,309m) after credit impairment charges and other provisions of £2,114m (2014: £2,168m). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2015.</p> <p>Based on the Bank Group's unaudited financial information for the six months ended 30 June 2016, the Issuer Group had total assets of £1,351,958 million (30 June 2015: £1,197,555 million), total net loans and advances of £473,962 million (30 June 2015: £475,826 million), total deposits of £500,919 million (30 June 2015: £494,423 million), and total shareholders' equity of £69,599 million (30 June 2015: £65,710 million) (including non-controlling interests of £2,976 million (30 June 2015: £2,153 million)). The profit before tax from continuing operations of the Issuer's Group for the six months ended 30 June 2016 was £3,017 million (30 June 2015: £2,635 million) after credit impairment charges and other provisions of £931 million (30 June 2015: £779 million). The financial information in this paragraph is extracted from the unaudited consolidated financial statements of the Issuer for the six months ended 30 June 2016.</p> <p>Not Applicable. There has been no significant change in the financial or trading position of the Bank Group since 30 September 2016.</p> <p>There has been no material adverse change in the prospects of the Issuer since 31 December 2015.</p>
<b>B.13</b>	<b>Recent events</b>	Not Applicable.

	particular to the Issuer which are materially relevant to the evaluation of Issuer's solvency	
B.14	Dependency of the Issuer on other entities within the group	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. The financial position of the Issuer is dependent on the financial position of its subsidiary undertakings.
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>Section C - Securities</b>		
C.1	Type and class of Securities being offered and/or admitted to trading	Securities described in this Summary (the " <b>Securities</b> ") are derivative securities and are issued as notes. The Securities will not bear interest. If the Securities have not redeemed early they will redeem on the scheduled redemption date and the amount paid will be a redemption amount that is linked to the change in value of one or more specified warrants which may fluctuate up or down depending on the performance of the reference asset(s) to which they are linked. Securities will be cleared through a clearing system and may be held in bearer form. Certain Securities may be in dematerialised and uncertificated book-entry form. Title to cleared Securities will be determined by the books of the relevant

		<p>clearing system.</p> <p>Securities will be issued in one or more series (each a "<b>Series</b>") and each Series may be issued in tranches (each a "<b>Tranche</b>") on the same or different issue dates. The Securities of each Series are intended to be interchangeable with all other Securities of that Series. Each Series will be allocated a unique Series number and an identification code.</p> <p>The Securities are transferable obligations of the Issuer that can be bought and sold by investors in accordance with the terms and conditions set out in the Base Prospectus as completed by the final terms document (the "<b>Final Terms</b>").</p> <p><b>Form:</b> The Securities will initially be issued in global bearer form and may be exchanged for definitive securities if the clearing system ceases doing business, or if the Issuer fails to make payments when due.</p> <p><b>Identification:</b> Series number: NX000172412; Tranche number: 3</p> <p><b>Identification Codes:</b> ISIN Code: XS1218142427; Common Code: 121814242.</p> <p><b>Governing law:</b> The Securities will be governed by English law.</p>
C.2	Currency	<p>Subject to compliance with all applicable laws, regulations and directives, Securities may be issued in any currency.</p> <p>The Securities will be denominated in pounds sterling ("<b>GBP</b>").</p>
C.5	Description of restrictions on free transferability of the Securities	<p>Securities are offered and sold outside the United States to non-US persons in reliance on 'Regulation S' and must comply with transfer restrictions with respect to the United States. Securities held in a clearing system will be transferred in accordance with the rules, procedures and regulations of that clearing system.</p> <p>Subject to the above, the Securities will be freely transferable.</p>
C.8	Description of rights attached to the Securities and limitations of those rights; ranking of the Securities	<p style="text-align: center;"><b>RIGHTS</b></p> <p>Each Security includes a right to a potential return and an amount payable on redemption, together with certain ancillary rights such as the right to receive notice of certain determinations and events and to vote on future amendments.</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.</p> <p><b>Events of default:</b> If the Issuer fails to make any payment due under the Securities or breaches any other term and condition of the Securities in a way that is materially prejudicial to the interests of the holders (and, in each case, such failure is not remedied within 30 days) or the Issuer is subject to a winding-up order (other than in connection with a scheme of reconstruction, merger or amalgamation), the Securities will become immediately due and payable, upon notice being given by the holder.</p> <p style="text-align: center;"><b>LIMITATIONS TO RIGHTS</b></p> <p>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 assets(s). The terms and conditions of the Securities contain provisions for</p>

		<p>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. Furthermore, in certain circumstances, the Issuer may amend the terms and conditions of the Securities, without the holders' consent. 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).</p> <p style="text-align: center;"><b>RANKING</b></p> <p>The Securities are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves.</p>
C.11	<b>Admission to trading</b>	<p>Securities may be admitted to trading on a regulated market in the United Kingdom.</p> <p>Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the regulated market of the London Stock Exchange with effect from 13 February 2017.</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 will be linked to changes in the value of the Index Linked Warrants issued by Barclays Bank PLC (ISIN: GB00B8MKNKQ88, Series number: NX000172413, the "<b>Underlying Warrant</b>", the value of which is dependent on the performance of the FTSE 100 Index, the S&amp;P 500 Index and the EURO STOXX 50 Index the ("<b>Underlying Warrant Reference Assets</b>").</p> <p><b>Interest</b></p> <p>The Securities will not bear interest.</p> <p><b>Final redemption</b></p> <p>The Securities are scheduled to redeem on 10 June 2021 by payment by the Issuer of an amount in GBP for each GBP 1 in nominal amount of the Securities equal to an amount determined by the Determination Agent in good faith and in a commercially reasonable manner as GBP 1 multiplied by an amount equal to the value of the Underlying Warrant on 3 June 2021, being the final valuation date, divided by the value of the Underlying Warrant on 9 June 2015, being the initial valuation date, the final valuation date being subject to certain delay provisions if any relevant date for valuation is delayed in accordance with the terms of the Underlying Warrant.</p> <p>The greater the value of the Underlying Warrant on the final valuation date (as compared to the value of the Underlying Warrant on the initial valuation date), the greater the redemption amount payable on the Securities. If the value of the</p>

		<p>Underlying Warrant on the final valuation date is below the value of the Underlying Warrant on the initial valuation date the final redemption amount will be less than the amount invested and could be as low as zero.</p> <p><b>Early redemption</b></p> <p>Securities may at the option of the Issuer (in the case of (i) or (ii)) or shall (in the case of (iii)) be redeemed earlier than the scheduled redemption date (i) if performance becomes unlawful or physically impracticable, (ii) following the occurrence of a change in applicable law, a currency disruption event, an extraordinary market disruption or a tax event affecting the Issuer's ability to fulfil its obligations under the Securities) or (iii) following the occurrence of (a) the cancellation or termination of the Underlying Warrant (other than by scheduled exercise or automatic exercise pursuant to its terms) or (b) a specified early cancellation event in respect thereof.</p> <p>In each case, the amount due in respect of the Calculation Amount for each Security will be an amount determined by the Determination Agent in good faith and in a commercially reasonable manner on the same basis as that which would have determined the amount due on final redemption except that the final value in respect of any Underlying Warrant shall be its value as of the day on which the disruption or termination event, event of default, unlawfulness or physical impracticability, as the case may be, occurs.</p> <p>The value of the Underlying Warrant will be published on each Business Day on GB00B8MKNQ88=RIC. Details of the past and future performance and the volatility of the Underlying Warrant Reference Assets may be obtained from Reuters page .FTSE in respect of the FTSE 100 Index, Reuters page .SPX in respect of the S&amp;P 500 Index and Reuters page .STOXX50E in respect of the EuroStoxx 50 Index.</p>
C.16	<b>Expiration or maturity date of the Securities</b>	<p>The Securities are scheduled to redeem on the scheduled redemption date. Such scheduled redemption date may be delayed if the determination of any value used to calculate an amount payable under the Securities is delayed (including where the valuation of any Underlying Warrant is delayed in accordance with its terms).</p> <p>The scheduled redemption date of the Securities will be 10 June 2021.</p>
C.17	<b>Settlement procedure of the derivative securities</b>	<p>Securities will be delivered on the specified issue date either against payment of the issue price or free of payment of the issue price of the Securities. Securities may be cleared and settled through Euroclear, Clearstream or CREST.</p> <p>Securities will be delivered on 13 February 2017 (the "<b>Tranche 3 Securities Issue Date</b>") free of payment of the issue price of the Securities.</p> <p>The Securities are cleared and settled through Euroclear/Clearstream.</p>
C.18	<b>Description of how the return on derivative securities</b>	<p>The value of and return (if any) on the Securities will be linked to changes in the value of the Underlying Warrant, the value of which is dependent on the performance of the Underlying Warrant Reference Assets.</p>

	takes place	
C.19	Final reference price of the underlying	<p>The amount payable in respect of the Securities will be calculated using the value of the Underlying Warrant on 9 June 2015 (the initial valuation date) and the value of the Underlying Warrant on 3 June 2021 (the final valuation date).</p> <p>The value of the Underlying Warrant on the final valuation date will be determined by the Determination Agent taking into account the applicable cash or physical settlement amount (as applicable) due on exercise of such Underlying Warrant.</p>
C.20	Type of underlying	<p>Securities issued under the Base Prospectus will be derivative securities, reflecting the fact that the repayment of the Securities will be linked to one or more underlying warrants, the value of which may fluctuate up or down depending on the performance of one or more specified reference assets.</p> <p>Amounts payable on redemption of the Securities will be determined by reference to the Underlying Warrant (ISIN: GB00B8MKNQ88). Information on <a href="http://group.barclays.com/prospectuses-and-documentation/structured-securities/final-terms">http://group.barclays.com/prospectuses-and-documentation/structured-securities/final-terms</a>.</p>
<b>Section D – Risks</b>		
D.2	Key information on the key risks that are specific to the Issuer	<p><b>Principal Risks relating to the Issuer:</b> Material risks and their impact are described below in two sections: (i) Material existing and emerging risks by Principal Risk and (ii) Material existing and emerging risks potentially impacting more than one Principal Risk. The five principal risks are currently categorised as: (1) Credit Risk; (2) Market Risk; (3) Funding Risk; (4) Operational Risk; and (5) Conduct Risk (within the meaning of the Issuer's Enterprise Risk Management Framework, each a "<b>Principal Risk</b>").</p> <p>(i) Material existing and emerging risks by Principal Risk:</p> <p><b>Credit risk:</b> The financial condition of the Group's customers, clients and counterparties, including governments and other financial institutions, could adversely affect the Group. The term "<b>Group</b>" means Barclays PLC together with its subsidiaries. The Group may suffer financial loss if any of its customers, clients or market counterparties fails to fulfil their contractual obligations to the Group. Furthermore, the Group may also suffer loss when the value of the Group's investment in the financial instruments of an entity falls as a result of that entity's credit rating being downgraded. In addition, the Group may incur significant unrealised gains or losses due to changes in the Group's credit spreads or those of third parties, as these changes affect the fair value of the Group's derivative instruments, debt securities that the Group holds or issues, and loans held at fair value.</p> <p><b>Market risk:</b> The Group's financial position may be adversely affected by changes in both the level and volatility of prices leading to lower revenues, or reduced capital. The Group is also at risk from movements in foreign currency exchange rates as these impact the sterling equivalent value of foreign currency denominated assets in the banking book, exposing it to currency translation risk.</p> <p><b>Funding risk:</b> The ability of the Group to achieve its business plans may be adversely impacted if it does not effectively manage its capital (including leverage), liquidity and other regulatory requirements. The Group may not be able to achieve its business plans due to: (i) being unable to maintain</p>

		<p>appropriate capital ratios; (ii) being unable to meet its obligations as they fall due; (iii) rating agency methodology changes resulting in ratings downgrades; and (iv) adverse changes in foreign exchange rates on capital ratios.</p> <p><b>Operational risk:</b> The operational risk profile of the Group may change as a result of human factors, inadequate or failed internal processes and systems, or external events. The Group is exposed to many types of operational risk. This includes: fraudulent and other internal and external criminal activities; the risk of breakdowns in processes, controls or procedures (or their inadequacy relative to the size and scope of the Group's business); systems failures or an attempt, by an external party, to make a service or supporting infrastructure unavailable to its intended users, and the risk of geopolitical cyber threat activity which destabilises or destroys the Group's information technology, or critical infrastructure the Group depends upon but does not control. The Group is also subject to the risk of business disruption arising from events wholly or partially beyond its control for example natural disasters, acts of terrorism, epidemics and transport or utility failures, which may give rise to losses or reductions in service to customers and/or economic loss to the Group. All of these risks are also applicable where the Group relies on outside suppliers or vendors to provide services to it and its customers. The operational risks that the Group is exposed to could change rapidly and there is no guarantee that the Group's processes, controls, procedures and systems are sufficient to address, or could adapt promptly to, such changing risks to avoid the risk of loss.</p> <p><b>Legal, competition and regulatory matters:</b> Legal disputes, regulatory investigations, fines and other sanctions relating to conduct of business and financial crime may negatively affect the Group's results, reputation and ability to conduct its business.</p> <p><b>Risks arising from regulation of the financial services industry:</b> The financial services industry continues to be the focus of significant regulatory change and scrutiny which may adversely affect the Group's business, financial performance, capital and risk management strategies.</p> <p><b>Conduct risk:</b></p> <p><b>Organisational Change:</b> The Group is at risk of not being able to meet customer and regulatory expectations due to a failure to appropriately manage the: (i) complexity in business practice, processes and systems; (ii) challenges faced in product suitability, automation and portfolio-level risk monitoring; (iii) resilience of its technology; and, (iv) execution strategy, including the failure to fulfil the high level of operational precision required for effective execution in order to deliver positive customer outcomes.</p> <p><b>Legacy Issues:</b> Barclays remains at risk from the potential outcomes of a number of investigations relating to its past conduct. Many stakeholders will remain sceptical and so the risk to Barclays' reputation will remain. Barclays continues to work to rebuild customer trust and market confidence impacted by legacy issues.</p> <p><b>Market Integrity:</b> There are potential risks arising from conflicts of interest. While primarily relevant to the Investment Bank, these potential risks may also impact the corporate and retail customer base.</p> <p><b>Financial Crime:</b> The Group, as a global financial services firm, is</p>
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		<p>exposed to the risks associated with money laundering, terrorist financing, bribery and corruption and sanctions.</p> <p>Any one, or combination, of the above risks could have significant impact on the Group's reputation and may also lead to potentially large costs to both rectify this issue and reimburse losses incurred by customers and regulatory censure and penalties.</p> <p>(ii) Material existing and emerging risks potentially impacting more than one Principal Risk:</p> <p><b>Structural Reform (emerging risk):</b></p> <p>The UK Financial Services (Banking Reform) Act 2013 (the UK Banking Reform Act) and associated secondary legislation and regulatory rules, require the separation of the Group's UK and EEA retail and SME deposit-taking activities into a legally, operationally and economically separate and independent entity and restrict the types of activity such an entity may conduct (so-called 'ring fencing').</p> <p><b>Business conditions, general economy and geopolitical issues:</b></p> <p>The Group's performance could be adversely affected in relation to more than one Principal Risk by a weak or deteriorating global economy or political instability. These factors may also occur in one or more of the Group's main countries of operation. The Group offers a broad range of services to retail, institutional and government customers, in a large number of countries. The breadth of these operations means that deterioration in the economic environment, or an increase in political instability in countries where it is active, or any other systemically important economy, could adversely affect the Group's performance.</p> <p><b>Business Change/Execution (emerging risk):</b></p> <p>As Barclays moves towards a single point of entry (Holding Company) resolution model and implementation of the Structural Reform Programme Execution, the expected level of structural and strategic change to be implemented over the medium term will be disruptive and is likely to increase funding and operational risks for the Group and could impact its revenues and businesses.</p> <p><b>UK exit from the EU:</b></p> <p>The UK held a referendum on 23 June 2016 on whether it should remain a member of the EU. This results in a vote in favour of leaving the EU. The result of the referendum means that the long-term nature of the UK's relationship with the EU is unclear and there is uncertainty as to the nature and timing of any agreement with the EU. In the interim, there is a risk of uncertainty for both the UK and the EU, which could adversely affect the economy of the UK and other economies in which the Group operates. The potential risks associated with an exit from the EU have been carefully considered by the Board of Directors during the first half of 2016 and relevant actions taken where appropriate.</p> <p>If any of the risks were to occur, singly or in aggregate, they could have a material adverse effect on the Group's business, results of operations and financial condition.</p> <p><b>Regulatory action in the event a bank in the Group (such as the Issuer) is failing or likely to fail could materially adversely affect the value of the Securities:</b> The Bank Recovery and Resolution Directive (the "BRRD") provides an EU-wide framework for the recovery and resolution of credit institutions and</p>
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		<p>investment firms, their subsidiaries and certain holding companies. The BRRD (including the Bail-In tool) was implemented in the United Kingdom Banking Act 2009 as amended ("<b>Banking Act</b>") in January 2015 and came into force on 1 January 2016. The Banking Act confers substantial powers on a number of UK authorities designed to enable them to take a range of actions in relation to UK banks or investment firms and certain of their affiliates in the event a bank or investment firm in the same group is considered to be failing or likely to fail. The exercise of any of these actions in relation to the Issuer could materially adversely affect the value of the Securities.</p> <p><b>A downgrade of the credit rating assigned by any credit rating agency to the Issuer could adversely affect the liquidity or market value of the Securities. Credit ratings downgrade could occur as a result of, among other causes, changes in the ratings methodologies used by credit rating agencies. Changes in credit rating agencies' views of the level of implicit sovereign support for European banks and their groups are likely to lead to credit ratings downgrades.</b></p> <p><b>The Issuer is affected by risks affecting the Group:</b> The Issuer is also affected by risks affecting the Group as there is substantial overlap in the businesses of the Issuer and its subsidiaries. Further, the Issuer can be negatively affected by risks and other events affecting its subsidiaries even where the Issuer is not directly affected.</p>
D.6	<p><b>Key information on the key risks that are specific to the Securities and risk warning that investors may lose some or all of the value of their investment</b></p>	<p><b>You may lose up to the entire value of your investment if the Issuer fails or is otherwise unable to meet its payment obligations.</b></p> <p>You may also lose the value of your investment if:</p> <ul style="list-style-type: none"> <li>• the Underlying Warrant(s) (or the Underlying Warrant Reference Asset(s) and in turn the Underlying Warrant(s)) perform in such a manner that the redemption amount payable to you (whether at maturity or following an early redemption) is less than the initial purchase price and could be as low as zero;</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; and/or</li> <li>• the Securities are redeemed early following the occurrence of an extraordinary event in relation to the Underlying Warrant, the Issuer, the relevant currencies or taxation (such as following an additional disruption event) and the amount you receive on such early redemption is less than the initial purchase price.</li> </ul> <p><b>Risk of withdrawal of the public offering:</b> In case of a public offer, the Issuer may provide in the Final Terms that it is a condition of the offer that the Issuer may withdraw the offer for reasons beyond its control, such as extraordinary events that in the determination of the Issuer may be prejudicial to the offer. In such circumstances, the offer will be deemed to be null and void. In such case, where you have already paid or delivered subscription monies for the relevant Securities, you will be entitled to reimbursement of such amounts, but will not receive any remuneration that may have accrued in the period between their payment or delivery of subscription monies and the reimbursement of the Securities.</p>

	<p><b>Reinvestment risk / loss of yield:</b> Following an early redemption of your Securities for any reason, you may be unable to reinvest the redemption proceeds at an effective yield as high as the yield on the Securities being redeemed.</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 currency 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; the Issuer's creditworthiness or perceived creditworthiness; and the performance of the relevant Underlying Warrant(s) (or the Underlying Warrant Reference Asset(s) and in turn the Underlying Warrant(s)).</p> <p><b>Securities are not 'principal protected':</b> Upon maturity of your Securities, you may lose some or all of the capital that you invested, depending on the performance of the Underlying Warrant(s) (or the Underlying Warrant Reference Asset(s) and in turn the Underlying Warrant(s)).</p> <p><b>Securities include embedded derivatives on Underlying Asset(s) that are subject to adjustment:</b> The Securities are linked to the Underlying Warrant(s) which are in turn linked to the Underlying Warrant Reference Asset(s). The Underlying Warrant(s) are subject to provisions which provide for adjustments and modifications of their terms and alternative means of valuation of the Underlying Warrant Reference Asset(s) in certain circumstances (and which could be exercised by the issuer of the Underlying Warrant(s) in a manner which has an adverse effect on the market value and/or amount repayable in respect of your Securities).</p> <p><b>Risks relating to Underlying Warrant:</b> You are exposed to the change in value of the Underlying Warrant(s) which may fluctuate up or down depending on the performance of the Underlying Warrant Reference Asset(s). The performance of the Underlying Warrant Reference Asset(s) may be subject to fluctuations that may not correlate with other similar reference assets. Payments upon redemption will be calculated by the change in value of the Underlying Warrant(s) between 9 June 2015 and 3 June 2021. Any information about the past performance of the Underlying Warrant(s) and/or the Underlying Warrant Reference Asset(s) should not be taken as an indication of how prices will change in the future. You should also note that the market value of both your Securities and the Underlying Warrant(s) will be affected by the ability, and the perceived ability, of the Issuer to fulfil its obligations under the instruments. The impact of any inability, or perceived inability, of the Issuer in this regard may be greater in respect of the Securities as the Securities are linked to Underlying Warrant(s) that are issued by the Issuer and it may negatively affect both the value of the Underlying Warrant(s) and the value of your Securities.</p> <p><b>Risks associated with specific Underlying Warrant Reference Asset(s):</b> As the Underlying Warrant Reference Assets are equity indices, the Underlying</p>
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<b>Section E - Offer</b>		
<b>E.2 b</b>	<b>Reasons for offer and use of proceeds when different from making profit and/or hedging certain risks</b>	<p>The net proceeds from each issue of Securities will be applied by the Issuer for its general corporate purposes, which include making a profit and/or hedging certain risks. If the Issuer elects at the time of issuance of Securities to make different or more specific use of proceeds, the Issuer will describe that use in the Final Terms.</p> <p>Not Applicable; the net proceeds will be applied by the Issuer for making profit and/or hedging certain risks.</p>
<b>E.3</b>	<b>Description of the terms and conditions of the offer</b>	<p>The terms and conditions of any offer of Securities to the public may be determined by agreement between the Issuer and the Manager(s) at the time of each issue.</p> <p>The Securities are offered subject to the following conditions:</p> <p><b>Offer Price:</b> 100% of 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 on or 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> 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 the United Kingdom (the "<b>Public Offer Jurisdiction</b>") 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</p>

		<p>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>Details of the method and time limits for paying up and delivering the Securities:</b> the Tranche 3 Securities Issue Date.</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>Categories of holders to which the Securities are offered and whether tranche(s) have been reserved for certain countries:</b> Not Applicable</p> <p><b>Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:</b> Each investor will be notified by the Authorised Offeror of its allocation of Securities at the time of such investor's application.</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> Not Applicable</p>
E.4	<b>Description of any interest material to the issue/offer including conflicting interests</b>	The relevant Manager(s) 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(s) 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.
E.7	<b>Estimated expenses charged to investor by issuer/offeror</b>	The Issuer will not charge any expenses to holders in connection with any issue of Securities. Offerors may, however, charge expenses to holders. Such expenses (if any) will be determined by agreement between the offeror and the holders at the time of each issue.