

BARCLAYS PLC
Form FWP
April 30, 2019

**Free Writing Prospectus
Filed pursuant to Rule 433
Registration Statement
No. 333-223156**

\$2,000,000,000 3.932% Fixed-to-Floating Rate Senior Notes due 2025

Barclays PLC

Pricing Term Sheet

Issuer: Barclays PLC (the Issuer)

Notes: \$2,000,000,000 3.932% Fixed-to-Floating Rate Senior Notes due 2025 (the Notes)

Status: Senior Debt / Unsecured

Legal Format: SEC registered

Principal Amount: \$2,000,000,000

Trade Date: April 30, 2019

Settlement Date: May 7, 2019 (T+5) (the Issue Date)

Maturity Date: May 7, 2025 (the Maturity Date)

Coupon: From (and including) the Issue Date to (but excluding) May 7, 2024 (the Par Redemption Date and such period the Fixed Rate Period), 3.932%.
From (and including) the Par Redemption Date to (but excluding) the Maturity Date (the Floating Rate Period), the interest rate will be equal to LIBOR (as described below), as determined on the applicable Interest Determination Date (as defined below), plus the Margin (as described below) (the Floating Interest Rate). The Floating Interest Rate will be reset quarterly on each Interest Reset Date (as defined below). The Floating Interest Rate will not be less than zero.

Fixed Rate Interest Payment Dates: During the Fixed Rate Period, interest will be payable semi-annually in arrear on May 7 and November 7 in each year, commencing on

November 7, 2019 and ending on the Par Redemption Date.

Floating Rate Interest Payment Dates: During the Floating Rate Period, interest will be payable quarterly in arrear on August 7, 2024; November 7, 2024; February 7, 2025 and the Maturity Date (each a Floating Rate Interest Payment Date).

Interest Reset Dates: During the Floating Rate Period, the Floating Interest Rate will be reset quarterly on the Par Redemption Date, August 7, 2024; November 7, 2024 and February 7, 2025 (each an Interest Reset Date). If any Interest Reset Date would fall on a day that is not a Business Day, the Interest Reset Date will be postponed to the next succeeding Business Day, except that if that Business Day falls in the next succeeding calendar month, the Interest Reset Date will be the immediately preceding Business Day.

Interest Periods: During the Floating Rate Period, each interest period on the Notes will begin on (and include) a Floating Rate Interest Payment Date and end on (but exclude) the following Floating Rate Interest Payment Date, provided that the first of such interest periods will begin on and include the Par Redemption Date and will end on, but exclude, August 7, 2024.

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| Interest Determination Dates: | The Interest Determination Date for each Interest Period will be the second London Banking Day (as defined below) preceding the applicable Interest Reset Date (as defined above). London Banking Day means any day on which dealings in U.S. dollars are transacted in the London interbank market. |
| Day Count: | 30/360, following, unadjusted (during the Fixed Rate Period). Actual/360, modified following, adjusted (during the Floating Rate Period). |
| Business Days: | Any weekday, other than one on which banking institutions are authorised or obligated by law, regulation or executive order to close in London, England or in the City of New York, United States. |
| Preliminary Prospectus Supplement: | Preliminary Prospectus Supplement dated April 30, 2019 (the Preliminary Prospectus Supplement, incorporating the Prospectus dated April 6, 2018 relating to the Notes (the Base Prospectus)). If there is any discrepancy or contradiction between this Pricing Term Sheet and the Preliminary Prospectus Supplement, this Pricing Term Sheet shall prevail. |
| U.K. Bail-in Power | Yes. See section entitled <i>Description of Debt Securities Agreement with Respect to the Exercise of U.K. Bail-in Power</i> in the Base Prospectus. |
| Acknowledgement: | |
| Ranking: | The ranking of the Notes is described under <i>Description of Senior Notes Ranking</i> in the Preliminary Prospectus Supplement. |
| Optional Redemption: | The Issuer may, at its option, redeem the Notes (i) in whole or in part, pursuant to the Make-Whole Redemption (as defined in the Preliminary Prospectus Supplement) at any time on or after November 7, 2019 (six months following the Issue Date) until (but excluding) the Par Redemption Date and/or (ii) in whole but not in part, pursuant to the Par Redemption (as defined in the Preliminary Prospectus Supplement), on the Par Redemption Date, at an amount equal to 100% of their principal amount together with accrued but unpaid interest, if any, on the principal amount of the Notes to be redeemed to (but excluding) the redemption date, on the terms and subject to the provisions set forth in the Preliminary Prospectus Supplement under <i>Description of Senior Notes Optional Redemption</i> . |
| | For purposes of the Make-Whole Redemption, the Fixed-to-Floating Rate Discount Factor is 25bps. |
| Tax Redemption: | The Notes are also redeemable as described under <i>Description of Senior Notes Tax Redemption</i> in the Preliminary Prospectus Supplement. |
| Loss Absorption Disqualification Event Redemption: | The Notes are also redeemable as described under <i>Description of Senior Notes Loss Absorption Disqualification Event Redemption</i> in the Preliminary Prospectus Supplement. |
| Events of Default: | The terms of the Notes described under <i>Senior Events of Default; Dated Subordinated Enforcement Events and Remedies; Limitation on Suits Senior Events of Default</i> in the Base Prospectus shall not apply to the Notes and shall be replaced in their entirety by the enforcement events and remedies described under <i>Description of Senior Notes Enforcement Events and</i> |

Remedies in the Preliminary Prospectus Supplement.

LIBOR:

3-month USD LIBOR (as determined by reference to Reuters Page LIBOR01) (LIBOR).

LIBOR will be determined by the Calculation Agent in accordance with the provisions described in the Preliminary Prospectus Supplement under *Description of Senior Notes Calculation of LIBOR*.

If the Issuer determines that LIBOR has ceased to be published on Reuters Page LIBOR01 or any successor or replacement page as a result of such benchmark ceasing to be calculated or administered when any Floating Interest Rate (or the relevant component part thereof) remains to be determined by LIBOR, then the provisions described under *Description of Senior Notes Replacement for LIBOR* in the Preliminary Prospectus Supplement shall apply to the Notes.

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| Margin: | 161.0 bps (the Margin) |
| Benchmark Treasury: | UST 2.250% due April 30, 2024 |
| Spread to Benchmark: | 165 bps |
| Reoffer Yield: | 3.932% |
| Issue Price: | 100.0% |
| Underwriting Discount: | 0.325% |
| Net Proceeds: | \$1,993,500,000 |
| Sole Bookrunner: | Barclays Capital Inc. |
| Co-managers: | BNY Mellon Capital Markets, LLC; CIBC World Markets Corp.; Citizens Capital Markets, Inc.; Drexel Hamilton, LLC; ING Financial Markets LLC; Loop Capital Markets LLC; Mischler Financial Group, Inc.; PNC Capital Markets LLC; Scotia Capital (USA) Inc.; SMBC Nikko Securities America, Inc.; Societe Generale; Swedbank AB (publ); U.S. Bancorp Investments, Inc. |
| Risk Factors: | An investment in the Notes involves risks. See <i>Risk Factors</i> section beginning on page S-14 of the Preliminary Prospectus Supplement. |
| Denominations: | \$200,000 and integral multiples of \$1,000 in excess thereof. |
| ISIN/CUSIP: | US06738EBH71 / 06738E BH7 |
| Legal Entity Identifier (LEI) Code | 213800LBQA1Y9L22JB70 |
| Settlement: | The Depository Trust Company; Book-entry; Transferable |
| Documentation: | To be documented under the Issuer's shelf registration statement on Form F-3 (No. 333-223156) and to be issued pursuant to the Senior Debt Securities Indenture dated January 17, 2018, between the Issuer and The Bank of New York Mellon, London Branch, as trustee (the Trustee), as supplemented by the Fifth Supplemental Indenture, to be entered into on or about the Issue Date, between the Issuer, the Trustee and The Bank of New York Mellon SA/NV, Luxembourg Branch, as Senior Debt Security Registrar. |
| Listing: | We will apply to list the Notes on the New York Stock Exchange. |
| Governing Law: | New York law, except for the waiver of set-off provisions which will be governed by English law. |
| Definitions: | |

Unless otherwise defined herein, all capitalized terms have the meaning set forth in the Preliminary Prospectus Supplement.

The Issuer has filed a registration statement (including the Base Prospectus) and the Preliminary Prospectus Supplement) with the U.S. Securities and Exchange Commission (SEC) for this offering. Before you invest, you should read the Base Prospectus and the Preliminary Prospectus Supplement for this offering in that registration statement, and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may get these documents for free by searching the SEC online database (EDGAR) at *www.sec.gov*. Alternatively, you may obtain a copy of the Base Prospectus and the Preliminary Prospectus Supplement from Barclays Capital Inc. by calling 1-888-603-5847.

MiFID II professional investors and ECPs target market only/No PRIIPs KID/Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail in EEA.

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To the extent any dealer that is not a U.S. registered broker-dealer intends to effect any offers or sales of any Notes in the United States, it will do so through one or more U.S. registered broker-dealers in accordance with the applicable U.S. securities laws and regulations. Swedbank AB (publ) is not a U.S. registered broker-dealer, and it will not effect any offers or sales of any Notes in the United States.