BARCLAYS PLC
Form SC 13D/A
April 01, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 1)¹

Barclays PLC

(Name of Issuer)

Ordinary Shares, nominal value £0.25 per share

(Title of Class of Securities)

06738E204

(CUSIP Number)

EDWARD BRAMSON

STEPHEN WELKER

SHERBORNE INVESTORS MANAGEMENT LP

135 East 57th Street

New York, New York 10022

(212) 735-1000

STEVE WOLOSKY, ESQ.

KENNETH MANTEL, ESQ.

OLSHAN FROME WOLOSKY LLP	

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

March 29, 2019

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ".

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP NO. 06738E204

CUSIP NO. 06738E204		
1	NAME OF RE	EPORTING PERSON
2	SHERBOR MANAGEI CHECK THE APPROPRIA' IF A MEMBE GROUP	ΓΕ BOX
3	SEC USE ON	LY
4	SOURCE OF	FUNDS
5	AF CHECK BOX DISCLOSURI LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) OF	E OF GS IS TO
6	CITIZENSHII ORGANIZAT	P OR PLACE OF TION
NUMBER OF SHARES	DELAWAI 7	RE SOLE VOTING POWER
BENEFICIALLY		- 0 - SHARED VOTING
OWNED BY EACH	8	POWER
REPORTING PERSON WITH	9	943,949,089 SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER

943,949,089

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY

EACH REPORTING PERSON

943,949,089 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

5.5% TYPE OF REPORTING PERSON

PN

2

CUSIP NO. 06738E204

1

2	WHISTLE CHECK THE APPROPRIA BOX IF A M OF A GROU	ATE EMBER ^(a)
		(b)
3	SEC USE ON	NLY
4	SOURCE OF	FUNDS
5	OO CHECK BOY DISCLOSUF LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) O	RE OF NGS IS TO
6	CITIZENSH ORGANIZA	IP OR PLACE OF TION
NUMBER OF SHARES BENEFICIALLY	DELAWA	RE SOLE VOTING POWER - 0 -
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		796,505,672 SOLE
PERSON WITH	9	DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER
11		796,505,672 TE AMOUNT LLY OWNED BY

NAME OF REPORTING

PERSON

EACH REPORTING PERSON

796,505,672
CHECK BOX IF
THE AGGREGATE
12 AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

4.6%
TYPE OF REPORTING PERSON

00

1

2	LLC CHECK TI APPROPR	IATE MEMBER ^(a)
3	SEC USE	
-		
4	SOURCE (OF FUNDS
5	WC CHECK BOUSCLOST LEGAL PROCEED REQUIRE PURSUAN ITEM 2(d)	URE OF DINGS IS D NT TO
6	CITIZENS ORGANIZ	HIP OR PLACE OF ATION
	DELAW	
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	7	- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		60,225,108
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER

NAME OF REPORTING

PERSON

60,225,108

AGGREGATE AMOUNT
11 BENEFICIALLY OWNED BY
EACH REPORTING PERSON

60,225,108 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

Less than 1%
TYPE OF REPORTING
PERSON

OO

4

1	NAME OF REP	ORTING PERSON
2	SIGC, LP (IN CHECK THE APPROPRIATE IF A MEMBER GROUP	(a)
2	GEG LIGE ONLY	. ,
3	SEC USE ONL	Y
4	SOURCE OF F	UNDS
5	WC CHECK BOX II DISCLOSURE LEGAL PROCEEDINGS REQUIRED PURSUANT TO 2(d) OR 2(e)	OF S IS
6	CITIZENSHIP ORGANIZATIO	
	GUERNSEY	
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	7	- 0 - SHARED
OWNED BY	8	VOTING POWER
EACH REPORTING		87,218,309 SOLE
PERSON WITH	9	DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER

87,218,309

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

87,218,309 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%
TYPE OF REPORTING PERSON

PN

5

12

1

	CHEDDOD	NE INVESTORS
	MANAGEN	
	(GUERNSE	EY) LLC
	CHECK THE APPROPRIAT	TE DOV
2	IF A MEMBE	
	GROUP	
		(b)
3	SEC USE ONI	LY
-		
4	SOURCE OF 1	FUNDS
	AF CHECK BOX	IE
	DISCLOSURE	
	LEGAL	
5	PROCEEDING	GS IS
	REQUIRED PURSUANT T	ΓΩ
	ITEM 2(d) OR	
	. ,	,
	CITIZENSHIE	OR PLACE OF
6	ORGANIZAT	
	DELAWAR	PF
NUMBER OF		SOLE VOTING
NUMBER OF	7	POWER
SHARES BENEFICIALLY	7	0
		- 0 - SHARED
OWNED BY	8	VOTING POWER
EACH		07.210.200
REPORTING		87,218,309 SOLE
PERSON WITH	9	DISPOSITIVE
		POWER
		- 0 -
		SHARED
	10	DISPOSITIVE

POWER

NAME OF REPORTING

PERSON

87,218,309 AGGREGATE AMOUNT 11 BENEFICIALLY OWNED BY EACH REPORTING PERSON 87,218,309 CHECK BOX IF THE **AGGREGATE** 12 AMOUNT IN ROW (11) EXCLUDES **CERTAIN SHARES** PERCENT OF CLASS 13 REPRESENTED BY AMOUNT IN ROW (11) Less than 1% 14 TYPE OF REPORTING PERSON

OO

1

	SHERBOI	RNE INVESTORS
	(GUERNS	SEY) GP, LLC
	CHECK THE	E
2	APPROPRIA	ATE (a)
2	BOX IF A M	EMBER ^(a)
	OF A GROU	P
		(b)
3	SEC USE ON	NLY
4	SOURCE OF	FUNDS
	AF	
	CHECK BOX	X IF
	DISCLOSUF	RE OF
	LEGAL	
5	PROCEEDIN	NGS IS
	REQUIRED	
	PURSUANT	
	ITEM 2(d) O	R 2(e)
	CITIZENCII	
6	ORGANIZA	IP OR PLACE OF
	OKGANIZA	HON
	DELAWA	RE
NUMBER OF	7	SOLE VOTING
NUMBER OF	/	POWER
SHARES		
BENEFICIALLY		- 0 -
OWNED BY	8	SHARED
	O	VOTING POWER
EACH		
REPORTING		87,218,309
DED CONTINUENT		SOLE
PERSON WITH	9	DISPOSITIVE
		POWER
		- 0 -
		SHARED
	10	DISPOSITIVE
		POWER

NAME OF REPORTING

PERSON

87,218,309

AGGREGATE AMOUNT
11 BENEFICIALLY OWNED BY
EACH REPORTING PERSON

87,218,309 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

Less than 1%
TYPE OF REPORTING
PERSON

OO

7

1	NAME OF R PERSON	EPORTING
2	SHERBOR LIMITED CHECK THE APPROPRIA BOX IF A M OF A GROU	TE EMBER ^(a)
		(-)
3	SEC USE ON	NLY
4	SOURCE OF	FUNDS
5	AF CHECK BOY DISCLOSUR LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) O	E OF IGS IS TO
6	CITIZENSHI ORGANIZA	P OR PLACE OF ΓΙΟΝ
	GUERNSI	F V
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	7	- 0 -
OWNED BY	8	SHARED VOTING
EACH REPORTING		POWER 856,730,780
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER

856,730,780

BY
NC

856,730,780 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

5.0% TYPE OF REPORTING PERSON

00

8

1

1	PERSON	
2	SHERBON LP CHECK THE APPROPRIA BOX IF A M OF A GROU	ATE EMBER ^(a)
		(0)
3	SEC USE ON	NLY
4	SOURCE OF	FFUNDS
5	AF CHECK BOY DISCLOSUR LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) O	RE OF NGS IS TO
6	CITIZENSHI ORGANIZA	IP OR PLACE OF TION
	DELAWA	DE
		SOLE VOTING
NUMBER OF	7	POWER
SHARES BENEFICIALLY	7	- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		943,949,089
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER

NAME OF REPORTING

943,949,089

	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON

943,949,089 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW

(11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

5.5% TYPE OF REPORTING PERSON

PN

9

12

1	NAME OF REPORTING PERSON	
2	SHERBOI GP, LLC CHECK THE APPROPRIA BOX IF A M OF A GROU	ATE EMBER ^(a)
		(0)
3	SEC USE ON	NLY
4	SOURCE OF	FFUNDS
5	AF CHECK BOY DISCLOSUF LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) O	RE OF NGS IS TO
6	CITIZENSH ORGANIZA	IP OR PLACE OF TION
	DELAWA	RF
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	7	- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		943,949,089
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER

943,949,089

	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON

943,949,089 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW

(11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

5.5% 14 TYPE OF REPORTING PERSON

OO

10

1

2		
3	SEC USE ON	
4	SOURCE OF FUNDS	
5	AF CHECK BOX DISCLOSURI LEGAL PROCEEDING REQUIRED PURSUANT TITEM 2(d) OR	E OF GS IS TO
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWAF	
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	7	- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		943,949,089 SOLE
PERSON WITH	9	DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER

NAME OF REPORTING PERSON

943,949,089

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	943,949,089 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	5.5% TYPE OF REPORTING PERSON OO

1	NAME OF REPORTING PERSON	
2	EDWARD CHECK THE APPROPRIA BOX IF A M OF A GROU	ATE EMBER ^(a)
3	SEC USE ON	NLY
4	SOURCE OF FUNDS	
5	OO CHECK BOX DISCLOSUF LEGAL PROCEEDIN REQUIRED PURSUANT ITEM 2(d) O	RE OF NGS IS TO
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	UNITED S	STATES OF A
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	7	- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		943,949,089
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER

943,949,089

BY
NC

943,949,089 CHECK BOX IF THE AGGREGATE

12 AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

5.5% TYPE OF REPORTING PERSON

IN

1	NAME OF REPORTING PERSON	
2	CHECK APPROP	RIATE A MEMBER ^(a)
3	SEC USE	,
4	SOURCE	E OF FUNDS
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	UNITI AMER	ED STATES OF RICA
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY	7	- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		943,949,089
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER

943,949,089

AGGREGATE AMOUNT
11 BENEFICIALLY OWNED BY
EACH REPORTING PERSON

943,949,089 CHECK BOX IF

THE AGGREGATE

AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.5%

14 TYPE OF REPORTING PERSON

IN

13

12

CUSIP NO. 06738E204

The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned ("Amendment No. 1"). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

Item 6. <u>Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer</u>. Item 6 is hereby amended to add the following:

As previously disclosed, Whistle Investors has entered into certain derivative transactions and related financing arrangements with an unaffiliated third-party financial institution as part of a funded equity collar. On March 29, 2019, Whistle Investors and such counterparty agreed to extend the expiration dates of the related European-style put and call options such that sets of matching put and call options will expire on various dates during the period beginning December 14, 2020, and ending July 22, 2021, and to make corresponding changes to the terms of the related agreements between the parties.

CUSIP NO. 06738E204

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 1, 2019

Whistle Investors LLC
Sherborne Investors
By: Limited,
its managing member

By:/s/ Stephen Welker Name: Stephen Welker Title: Director

Whistle Investors II LLC Sherborne Investors By: Limited, its managing member

By:/s/ Stephen Welker Name: Stephen Welker Title: Director

SIGC, LP (Incorporated)
Sherborne Investors
By: (Guernsey) GP, LLC,
its managing partner
Sherborne Investors LP,
its sole member
Sherborne Investors GP,
By: LLC,
its general partner

By:/s/ Stephen Welker Name: Stephen Welker Title: Managing Director

Sherborne Investors
Management (Guernsey) LLC
Sherborne Investors
By: Management LP,
its sole member
By: Sherborne Investors
Management GP, LLC,

its general partner

By:/s/ Stephen Welker Name: Stephen Welker Title: Managing Director

Sherborne Investors (Guernsey) GP, LLC By: Sherborne Investors LP, its sole member Sherborne Investors GP, By: LLC, its general partner

By:/s/ Stephen Welker Name: Stephen Welker Title: Managing Director

Sherborne Investors Limited

By:/s/ Stephen Welker Name: Stephen Welker Title: Director

Sherborne Investors LP Sherborne Investors GP, By: LLC, its general partner

By:/s/ Stephen Welker Name: Stephen Welker Title: Managing Director

Sherborne Investors

Management LP
Sherborne Investors

By: Management GP, LLC,
its general partner

By:/s/ Stephen Welker Name: Stephen Welker Title: Managing Director

Sherborne Investors GP, LLC

By:/s/ Stephen Welker Name: Stephen Welker Title: Managing Director

Sherborne Investors Management GP, LLC

By:/s/ Stephen Welker Name: Stephen Welker Title: Managing Director

/s/ Edward Bramson Edward Bramson

/s/ Stephen Welker Stephen Welker