

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)<sup>1</sup>

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 57<sup>th</sup> 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

1	NAME OF REPORTING PERSON	
	SHERBORNE INVESTORS MANAGEMENT LP	
2	CHECK THE APPROPRIATE BOX (a) IF A MEMBER OF A GROUP (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		- 0 -
	8	SHARED VOTING POWER
		943,949,089
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		943,949,089
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY	

EACH REPORTING PERSON

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

CUSIP NO. 06738E204

1	NAME OF REPORTING PERSON
	WHISTLE INVESTORS LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER <sup>(a)</sup> OF A GROUP <sup>(b)</sup>
3	SEC USE ONLY
4	SOURCE OF FUNDS
	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	SOLE VOTING POWER
	- 0 -
8	SHARED VOTING POWER
	796,505,672
9	SOLE DISPOSITIVE POWER
	- 0 -
10	SHARED DISPOSITIVE POWER
	796,505,672
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY

EACH REPORTING PERSON

	796,505,672
	CHECK BOX IF
	THE AGGREGATE
12	AMOUNT IN ROW
	(11) EXCLUDES
	CERTAIN SHARES
	PERCENT OF CLASS
13	REPRESENTED BY AMOUNT
	IN ROW (11)
	4.6%
14	TYPE OF REPORTING PERSON
	OO

CUSIP NO. 06738E204

1	NAME OF REPORTING PERSON	
	WHISTLE INVESTORS II LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER <sup>(a)</sup> OF A GROUP <sup>(b)</sup>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7   8   9  10	SOLE VOTING POWER  - 0 - SHARED VOTING POWER  60,225,108 SOLE DISPOSITIVE POWER  - 0 - SHARED DISPOSITIVE POWER

60,225,108

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

12 60,225,108  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

OO



CUSIP NO. 06738E204

1	NAME OF REPORTING PERSON	
	SIGC, LP (INCORPORATED)	
	CHECK THE	
2	APPROPRIATE BOX	(a)
	IF A MEMBER OF A	
	GROUP	(b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
	CHECK BOX IF	
	DISCLOSURE OF	
	LEGAL	
5	PROCEEDINGS IS	
	REQUIRED	
	PURSUANT TO ITEM	
	2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	GUERNSEY	
NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY		- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING		87,218,309
PERSON WITH	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		87,218,309

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

87,218,309

12 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (11)  
EXCLUDES CERTAIN  
SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

14 Less than 1%  
TYPE OF REPORTING PERSON

PN

CUSIP NO. 06738E204

1	NAME OF REPORTING PERSON	
	SHERBORNE INVESTORS MANAGEMENT (GUERNSEY) LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) GROUP (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		- 0 -
	8	SHARED VOTING POWER
		87,218,309
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER

87,218,309  
11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

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

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING PERSON

OO

CUSIP NO. 06738E204

1	NAME OF REPORTING PERSON														
	SHERBORNE INVESTORS (GUERNSEY) GP, LLC														
2	CHECK THE APPROPRIATE BOX IF A MEMBER <sup>(a)</sup> OF A GROUP <sup>(b)</sup>														
3	SEC USE ONLY														
4	SOURCE OF FUNDS														
	AF														
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)														
6	CITIZENSHIP OR PLACE OF ORGANIZATION														
	DELAWARE														
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<table border="0"> <tr> <td style="vertical-align: top;">7</td> <td style="vertical-align: top;">SOLE VOTING POWER</td> </tr> <tr> <td></td> <td style="text-align: center;">- 0 -</td> </tr> <tr> <td style="vertical-align: top;">8</td> <td style="vertical-align: top;">SHARED VOTING POWER</td> </tr> <tr> <td></td> <td style="text-align: center;">87,218,309</td> </tr> <tr> <td style="vertical-align: top;">9</td> <td style="vertical-align: top;">SOLE DISPOSITIVE POWER</td> </tr> <tr> <td></td> <td style="text-align: center;">- 0 -</td> </tr> <tr> <td style="vertical-align: top;">10</td> <td style="vertical-align: top;">SHARED DISPOSITIVE POWER</td> </tr> </table>	7	SOLE VOTING POWER		- 0 -	8	SHARED VOTING POWER		87,218,309	9	SOLE DISPOSITIVE POWER		- 0 -	10	SHARED DISPOSITIVE POWER
7	SOLE VOTING POWER														
	- 0 -														
8	SHARED VOTING POWER														
	87,218,309														
9	SOLE DISPOSITIVE POWER														
	- 0 -														
10	SHARED DISPOSITIVE POWER														

87,218,309

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

12 87,218,309  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

OO

CUSIP NO. 06738E204

1	NAME OF REPORTING PERSON	
	SHERBORNE INVESTORS LIMITED	
2	CHECK THE APPROPRIATE BOX IF A MEMBER <sup>(a)</sup> OF A GROUP <sup>(b)</sup>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	GUERNSEY	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7   8   9  10	SOLE VOTING POWER  - 0 - SHARED VOTING POWER  856,730,780 SOLE DISPOSITIVE POWER  - 0 - SHARED DISPOSITIVE POWER

856,730,780

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

856,730,780

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW (11)

5.0%

14 TYPE OF REPORTING PERSON

OO



CUSIP NO. 06738E204

1	NAME OF REPORTING PERSON														
	SHERBORNE INVESTORS LP														
2	CHECK THE APPROPRIATE BOX IF A MEMBER <sup>(a)</sup> OF A GROUP <sup>(b)</sup>														
3	SEC USE ONLY														
4	SOURCE OF FUNDS														
	AF														
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)														
6	CITIZENSHIP OR PLACE OF ORGANIZATION														
	DELAWARE														
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<table border="0"> <tr> <td style="vertical-align: top;">7</td> <td style="vertical-align: top;">SOLE VOTING POWER</td> </tr> <tr> <td></td> <td style="text-align: center;">- 0 -</td> </tr> <tr> <td style="vertical-align: top;">8</td> <td style="vertical-align: top;">SHARED VOTING POWER</td> </tr> <tr> <td></td> <td style="text-align: center;">943,949,089</td> </tr> <tr> <td style="vertical-align: top;">9</td> <td style="vertical-align: top;">SOLE DISPOSITIVE POWER</td> </tr> <tr> <td></td> <td style="text-align: center;">- 0 -</td> </tr> <tr> <td style="vertical-align: top;">10</td> <td style="vertical-align: top;">SHARED DISPOSITIVE POWER</td> </tr> </table>	7	SOLE VOTING POWER		- 0 -	8	SHARED VOTING POWER		943,949,089	9	SOLE DISPOSITIVE POWER		- 0 -	10	SHARED DISPOSITIVE POWER
7	SOLE VOTING POWER														
	- 0 -														
8	SHARED VOTING POWER														
	943,949,089														
9	SOLE DISPOSITIVE POWER														
	- 0 -														
10	SHARED DISPOSITIVE POWER														

943,949,089

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

943,949,089

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW (11)

5.5%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 06738E204

1	NAME OF REPORTING PERSON	
	SHERBORNE INVESTORS GP, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER <sup>(a)</sup> OF A GROUP <sup>(b)</sup>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		- 0 -
	8	SHARED VOTING POWER
		943,949,089
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER

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

CUSIP NO. 06738E204

1	NAME OF REPORTING PERSON	
	SHERBORNE INVESTORS MANAGEMENT GP, LLC	
2	CHECK THE APPROPRIATE BOX (a) IF A MEMBER OF A GROUP (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF CHECK BOX IF DISCLOSURE OF LEGAL 5 PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7   8   9  10	SOLE VOTING POWER  - 0 - SHARED VOTING POWER  943,949,089 SOLE DISPOSITIVE POWER  - 0 - SHARED DISPOSITIVE POWER  943,949,089

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	943,949,089
12	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

CUSIP NO. 06738E204

1	NAME OF REPORTING PERSON	
	EDWARD BRAMSON	
2	CHECK THE APPROPRIATE BOX IF A MEMBER <sup>(a)</sup> OF A GROUP <sup>(b)</sup>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	UNITED STATES OF AMERICA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7   8   9  10	SOLE VOTING POWER  - 0 - SHARED VOTING POWER  943,949,089 SOLE DISPOSITIVE POWER  - 0 - SHARED DISPOSITIVE POWER

943,949,089

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

943,949,089

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW (11)

5.5%

14 TYPE OF REPORTING PERSON

IN

12



CUSIP NO. 06738E204

1	NAME OF REPORTING PERSON	
	STEPHEN WELKER	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	UNITED STATES OF AMERICA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		- 0 -
	8	SHARED VOTING POWER
		943,949,089
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER

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  
  
IN

13

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. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.  
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  
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  
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

CUSIP NO. 06738E204

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