

ABN AMRO HOLDING N V  
Form CB  
August 07, 2007

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form CB  
TENDER OFFER/RIGHTS OFFERING  
NOTIFICATION FORM**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

|   |                          |
|---|--------------------------|
| Securities Act Rule 801 (Rights Offering)             | <input type="radio"/>    |
| Securities Act Rule 802 (Exchange Offer)              | <input type="checkbox"/> |
| Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)   | <input type="radio"/>    |
| Exchange Act Rule 14d-1(c) (Third Party Tender Offer) | <input type="checkbox"/> |
| Exchange Act Rule 14e-2(d) (Subject Company Response) | <input type="radio"/>    |

**ABN AMRO Holding N.V.**  
(Name of Subject Company)

**Not applicable**

(Translation of Subject Company's Name into English (if applicable))

**The Netherlands**

(Jurisdiction of Subject Company's Incorporation or Organization)

**Barclays PLC**

(Name of Person(s) Furnishing Form)

**Depository receipts for convertible preference finance shares, nominal value 0.56 each**

**Formerly convertible preference finance shares, nominal value 2.24 each**

(Title of Class of Subject Securities)

**Not applicable**

(CUSIP Number of Class of Securities (if applicable))

**James Walker**

**Barclays Bank PLC**

**200 Park Avenue,**

**New York, New York 10166**

**United States of America**

**Tel. No.: 1-212-412-4000**

(Name, Address (including zip code) and Telephone Number (including area code) of Person(s)  
Authorized to Receive Notices and Communications on Behalf of Subject Company)

**Copies to:**

**George H. White  
Sullivan & Cromwell LLP  
1 New Fetter Lane  
London EC4A 1AN  
United Kingdom  
Tel. No.: 011 44 20 7959 8900**

**Margaret E. Tahyar  
Davis Polk & Wardwell  
121 avenue des Champs-Elysees  
75008 Paris  
France  
Tel. No.: 011-33-1-56-59-36-70**

**August 7, 2007**

(Date Tender Offer/Rights Offering Commenced)

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**PART I INFORMATION SENT TO SECURITY HOLDERS**

**Item 1. Home Jurisdiction Documents**

- (a) The following documents are attached as exhibits to this Form CB:
  - (a)(1) Offer Memorandum of Barclays PLC, dated August 6, 2007 (the Dutch Offer Document )
  - (a)(2) Prospectus of Barclays PLC, dated August 6, 2007 (the U.K. Prospectus )
  - (a)(3) Newspaper advertisement, dated August 7, 2007
- (b) Not applicable

**Item 2. Informational Legends**

Included in documents attached as exhibits hereto.

**PART II INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS**

- (1) Not applicable
  - (2)
    - (2)(a) The following documents are incorporated by reference into the Dutch Offer Document:
      - (2)(a)(1) U.K. Prospectus
      - (2)(a)(2) Prospectus of Barclays (Netherlands) N.V.
      - (2)(a)(3) Memorandum and Articles of Association of Barclays PLC, as adopted on April 26, 2007
      - (2)(a)(4) Articles of Association of ABN AMRO Holding N.V., dated June 9, 2005
    - (2)(b) The following documents are incorporated by reference into the U.K. Prospectus:
      - (2)(b)(1) Annual Report on Form 20-F of Barclays PLC for the year ended December 31, 2006
      - (2)(b)(2) Annual Report on Form 20-F of Barclays PLC for the year ended December 31, 2005
  - (3) Not applicable
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**PART III CONSENT TO SERVICE OF PROCESS**

Barclays PLC has filed a written irrevocable consent and power of attorney on Form F-X with the Securities and Exchange Commission on August 7, 2007.

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**Exhibit Index**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| (1)(a)(1)             | Offer Memorandum of Barclays PLC, dated August 6, 2007*  |
| (1)(a)(2)             | Prospectus of Barclays PLC, dated August 6, 2007 (the U.K. Prospectus )*   |
| (1)(a)(3)             | Newspaper advertisement, dated August 7, 2007*   |
| (2)(a)(1)             | U.K. Prospectus (incorporated by reference to Exhibit (1)(a)(2) hereto)  |
| (2)(a)(2)             | Prospectus of Barclays (Netherlands) N.V.*   |
| (2)(a)(3)             | Memorandum and Articles of Association of Barclays PLC, as adopted on April 26, 2007 (incorporated by reference to the Current Report on Form 6-K of Barclays PLC, filed on June 21, 2007) |
| (2)(a)(4)             | Articles of Association of ABN AMRO Holding N.V., dated June 9, 2005 (incorporated by reference to the Annual Report on Form 20-F of ABN AMRO Holding N.V., filed on April 3, 2006)        |
| (2)(b)(1)             | Annual Report on Form 20-F of Barclays PLC for the year ended December 31, 2006 (incorporated by reference to the Annual Report on Form 20-F of Barclays PLC, filed on March 26, 2007)     |
| (2)(b)(2)             | Annual Report on Form 20-F of Barclays PLC for the year ended December 31, 2005 (incorporated by reference to the Annual Report on Form 20-F of Barclays PLC, filed on March 29, 2007)     |

\* Filed herewith

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**PART IV SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Barclays PLC

By: /s/ Lawrence Dickinson

Name: Lawrence Dickinson

Title: Company Secretary

Date: August 7, 2007