

BARCLAYS PLC
Form POS AM
November 30, 2007

As filed with the US Securities and Exchange Commission on November 30, 2007

Registration No. 333-143666

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 3

to

FORM F-4

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Barclays PLC

**Barclays (Netherlands)
N.V.**

(Exact name of registrant as specified in its charter)

N/A

(Translation of registrant's name into English)

Barclays PLC England

Barclays (Netherlands) N.V.

The Netherlands
*(State or other jurisdiction of
incorporation or organization)*

6029
*(Primary Standard Industrial
Classification Code Number)*

None
*(IRS Employer
Identification Number)*

Barclays PLC
1 Churchill Place
London E14 5HP
United Kingdom
Tel. No.: 011-44-20-7116-1000

Barclays (Netherlands) N.V.
Fred. Roeskestraat 123-1
1076 EE Amsterdam
The Netherlands
Tel No.: 011-31-20-577-1177

(Address, including zip code, and telephone number,

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including area code, of registrant's principal executive offices)

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 agent for service)

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**

Approximate date of commencement of proposed sale of the securities to the public: Not applicable

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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Application for Withdrawal of Barclays PLC and Barclays (Netherlands) N.V.

Registration Statement on Form F-4 (File No. 333-143666)

The offer (the Offer) by Barclays PLC (Barclays) and Barclays Investments (Netherlands) N.V. (Barclays Netherlands) for the ordinary shares and American Depositary Shares (ADSs) of ABN AMRO Holding N.V. (ABN AMRO) expired on October 4, 2007. As previously notified pursuant to filings with the U.S. Securities and Exchange Commission (the Commission), on October 5, 2007, the Board of Directors of Barclays determined that not all of the conditions to the Offer had been fulfilled as of expiration and resolved to withdraw the Offer.

As a result of the lapse of the Offer, pursuant to Rule 477(a) under the Securities Act of 1933, as amended (the Act), Barclays and Barclays Netherlands hereby request that an order be issued by the Commission as soon as possible granting the withdrawal of (1) Barclays and Barclays Netherlands' s joint Registration Statement on Form F-4 (File No. 333-143666) and all exhibits thereto (the Registration Statement), originally filed on June 12, 2007 and amended on July 10, 2007, July 27, 2007, August 3, 2007 and August 3, 2007, and declared effective by the Commission on August 3, 2007, (2) Post-Effective Amendment No. 1 to the Registration Statement and all exhibits thereto, filed on August 6, 2007 and declared effective by the Commission on August 6, 2007 and (3) Post-Effective Amendment No. 2 to the Registration Statement and all exhibits thereto, filed on September 14, 2007 and declared effective by the Commission on September 20, 2007. The Registration Statement, including the post-effective amendments and exhibits thereto, was filed to register securities to be issued to shareholders and ADS holders of ABN AMRO in connection with the Offer.

No Barclays securities or Barclays Netherlands securities were issued in connection with the Offer or pursuant to the Registration Statement or either post-effective amendment thereto. Barclays understands that the filing fees paid by Barclays (which include filing fees paid by Barclays on behalf of Barclays Netherlands, its wholly-owned subsidiary) will be held by the Commission pursuant to Rule 477 under the Act, and, pursuant to Rule 457(p) under the Act, may be applied to a future registration statement or registration statements.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in London, on this 30th day of November, 2007.

BARCLAYS PLC

By /s/ Lawrence Dickinson
Name: Lawrence Dickinson
Title: Company Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons, in the capacities indicated, on November 30, 2007.

| Signature | Title |
|-----------------------|--|
| * | Chairman |
| Marcus Agius | (Chairman of the Board) |
| * | Group Chief Executive |
| John Varley | (Board and Executive Committee member) |
| * | President, Barclays PLC and CEO of Investment Banking and Investment Management |
| Robert E. Diamond Jr. | (Board and Executive Committee member) |
| * | Group Vice Chairman (Board member) |
| Gary Hoffman | |
| * | Group Finance Director (Board and Executive Committee member) |
| Christopher Lucas | |
| * | Chief Executive, Global Retail and Commercial Banking (Board and Executive Committee member) |
| Frederik Seegers | |
| * | Non Executive Director (Board member) |
| David Booth | |
| * | Senior Independent Director (Board member) |
| Sir Richard Broadbent | |

| | |
|------------------------------|--|
| * | Non Executive Director |
| Fulvio Conti | (Board member) |
| * | Non Executive Director |
| Dr. Daniël Cronjé | (Board member) |
| * | Non Executive Director |
| Professor Dame Sandra Dawson | (Board member) |
| * | Non Executive Director |
| Sir Andrew Likierman | (Board member) |
| * | Deputy Chairman |
| Sir Nigel Rudd | (Board member) |
| * | Non Executive Director |
| Sir John Sunderland | (Board member) |
| * | Authorized Representative in the United States |
| James Walker | |

*By: /s/ Lawrence Dickinson
Lawrence Dickinson
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Amsterdam, on this 30th day of November, 2007.

BARCLAYS (NETHERLANDS) N.V.

By /s/ Dirk Peter Stolp
Name: Dirk Peter Stolp
Title: Managing Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons, in the capacities indicated, on November 30, 2007.

| Signature | Title |
|---------------------------------------|--|
| * | Managing Director |
| Mark Harding | |
| /s/ Andreas Gerardus Maria Nagelmaker | Managing Director |
| Andreas Gerardus Maria Nagelmaker | |
| /s/ Dirk Peter Stolp | Managing Director |
| Dirk Peter Stolp | |
| * | Authorized Representative in the United States |
| James Walker | |

*By: /s/ Dirk Peter Stolp
Dirk Peter Stolp
Attorney-in-Fact