

BARCLAYS BANK PLC /ENG/

Form 6-K

June 12, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13A-16 OR 15D-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

12 June 2007

**Barclays PLC and
Barclays Bank PLC**

(Names of Registrants)

**1 Churchill Place
London E14 5HP
England**

(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes

No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE REGISTRATION STATEMENTS ON FORM F-3 (NOS. 333-126811, 333-85646 AND 333-12384) AND FORM S-8 (NOS. 333-112796, 333-112797) OF BARCLAYS BANK PLC AND THE REGISTRATION STATEMENT ON FORM S-8 (NO. 333-12818) OF BARCLAYS PLC AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

This Report is a joint Report on Form 6-K filed by Barclays PLC and Barclays Bank PLC. All of the issued ordinary share capital of Barclays Bank PLC is owned by Barclays PLC.

SEC Filings and this Filing: Important Information

In connection with the proposed business combination transaction between ABN AMRO Holding N.V. (ABN AMRO) and Barclays PLC (Barclays), Barclays has filed with the SEC a Registration Statement on Form F-4 (Form F-4), which includes a preliminary version of the Barclays offer document/prospectus. The Form F-4 has not yet become effective. Barclays expects that it will also file with the SEC a Statement on Schedule TO and other relevant materials. In addition, ABN AMRO expects that it will file with the SEC a Recommendation Statement on Schedule 14D-9 and other relevant materials. Following the Form F-4 being declared effective by the SEC, Barclays intends to mail the final offer document/prospectus to ABN AMRO shareholders.

Such final documents, however, are not currently available. INVESTORS ARE URGED TO READ THE FINAL OFFER DOCUMENT/PROSPECTUS AND ANY DOCUMENTS REGARDING THE POTENTIAL TRANSACTION IF AND WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors will be able to obtain a free copy of the Form F-4, the final offer document/prospectus and other filings without charge, at the SEC's website (www.sec.gov) if and when such documents are filed with the SEC. Copies of such documents may also be obtained from ABN AMRO and Barclays without charge, if and when they are filed with the SEC.

This filing shall not constitute an offer to sell or the solicitation of an offer to buy or sell any securities in such a proposed transaction, nor shall there be any sale of any such securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

This Current Report on Form 6-K is being filed in connection with the disclosure requirements applicable to Barclays Bank PLC's shelf registration statement. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Explanatory Note:

On April 23, 2007, the Registrants filed a Current Report on Form 6-K containing, among other things, Barclays unaudited pro forma combined condensed financial information for the year ended and as at December 31, 2006, and notes thereto, as required by Article 11 of Regulation S-X. On June 11, 2007, Barclays filed a Registration Statement on Form F-4 (the Form F-4) containing the preliminary version of Barclays offer document/prospectus, which included, among other things, updated Barclays unaudited pro forma combined condensed financial information for the year ended and as at December 31, 2006, and notes thereto, as required by Article 11 of Regulation S-X. The unaudited pro forma combined condensed financial information included in the Form-4 is attached as Exhibit 99.1 to this Current Report on Form 6-K. The pro forma financial information is presented for information purposes only and does not represent what the results of operations would actually have been if the combination had occurred on the dates indicated nor does it project the results of operations for any future period.

Exhibit

Exhibit 99.1

Item

Unaudited pro forma combined condensed financial information for the year ended and as at December 31, 2006 of Barclays PLC

UNAUDITED PRO FORMA COMBINED CONDENSED FINANCIAL INFORMATION

Introduction

The following unaudited pro forma combined condensed balance sheet as at, and unaudited pro forma combined condensed income statement for the year ended, December 31, 2006 and the notes thereto (together, the pro forma financial information) are based on the historical financial statements of ABN AMRO and Barclays after giving effect to the proposed combination using the purchase method of accounting by applying the estimates, assumptions and adjustments described in the accompanying notes to the pro forma financial information.

The historical financial statements of both ABN AMRO and Barclays for the year ended December 31, 2006 have been prepared in accordance with IFRS and reconciled to US GAAP.

For the purposes of the preparation of the pro forma financial information:

The consolidated balance sheet of Barclays at December 31, 2006 has been combined with the consolidated balance sheet of ABN AMRO at December 31, 2006, both of which are prepared in accordance with IFRS and reconciled to US GAAP, as if the proposed combination giving effect to the sale of LaSalle had occurred on December 31, 2006;

The consolidated income statement of Barclays for the year ended December 31, 2006 has been combined with the consolidated income statement of ABN AMRO for the year ended December 31, 2006, both of which are prepared in accordance with IFRS and reconciled to US GAAP, as if the proposed combination giving effect to the sale of LaSalle had occurred on January 1, 2006; and

The presentation currency of the combined group is pound sterling as this is consistent with the presentation currency of the Barclays 2006 Form 20-F. The presentation currency of the combined group will be euro should the proposed combination occur.

The pro forma financial information includes appropriate adjustments to account for the events directly associated with the proposed combination. Any potential synergy benefits are not included within the pro forma financial information. Only costs which are expected to be directly incurred as part of the proposed combination have been included within the pro forma financial information.

The pro forma adjustments directly relating to the proposed combination are based on effecting the pre-acquisition disposal of LaSalle, an estimate of the fair value of the consideration to be provided, and preliminary assessments of the fair values of assets acquired and liabilities assumed and available information and assumptions. If the proposed combination did occur, a final determination of these fair values will be based on Barclays management's estimates of the fair values of the remaining assets and liabilities and an assessment of the fair values of the intangible assets as at the actual date of the combination. The final determination of these fair values will result in potentially material changes to the pro forma adjustments and the pro forma financial information included herein.

The actual purchase price allocation will also be subject to change as a result of finalisation of asset and liability valuations. These final valuations will be based on the actual net tangible and intangible assets that existed as of the closing dates of the proposed combination. The effect of the final fair valuation of assets and liabilities and the determination of the final consideration may cause material differences to the following pro forma financial information.

The final consideration will be determined based on the exchange ratio of ABN AMRO ordinary shares to Barclays ordinary shares and the fair value of Barclays ordinary shares at the date at which the offer is declared unconditional. As such, any changes in the fair value of the shares prior to that date may also cause material differences to the pro forma financial information. In addition, any changes in the foreign exchange rate prior to the date at which the offer is declared unconditional, may cause material differences.

The pro forma financial information and accompanying notes should be read in conjunction with the historical financial statements and the related notes thereto of Barclays for the year ended December 31, 2006. This data should also be read in conjunction with;

ABN AMRO financial statements and related notes thereto for the year ended December 31, 2006 which are incorporated herein by reference to the ABN AMRO 2006 Form 20-F; and

The consolidated IFRS balance sheet of LaSalle as at December 31, 2006 published by ABN AMRO within the ABN AMRO Holding N.V. Unaudited Pro Forma Condensed Financial Statements filed by ABN AMRO with the SEC on a Current Report on Form 6-K on April 25, 2007.

The pro forma financial information is presented for information purposes only and does not represent what the results of operations would actually have been if the combination had occurred on the dates indicated nor does it project the results of operations for any future period.

Unaudited Pro Forma Combined Condensed Balance Sheet as at December 31, 2006
IFRS basis

	Barclays	ABN AMRO⁽¹⁾	Pre Acquisition Disposal⁽²⁾	Other Adjustments⁽³⁾	Notes to adjustments	Pro forma combined
	£m	£m	£m	£m		£m
Assets						
Cash and other short-term funds	9,753	8,266	9,760	521	(a)	28,300
Trading and financial assets designated at fair value	292,464	72,767	(870)			364,361
Derivative financial instruments	138,353	72,851				211,204
Loans and advances to banks	30,926	19,362	(3,004)			47,284
Loans and advances to customers	282,300	234,590	(32,477)	2,260	(b)	486,673
Available for sale financial investments	51,703	80,150	(16,250)			115,603
Reverse repurchase agreements and cash collateral on securities borrowed	174,090	134,017				308,107
Property, plant and equipment	2,492	4,208	(632)			6,068
Other assets	14,706	36,248	(3,846)	20,804	(c)	67,912
Total assets	996,787	662,459	(47,319)	23,585		1,635,512
Liabilities						
Deposits and items in the course of collection due to banks	81,783	67,266	(8,122)	(5)	(b)	140,922
Customer accounts	256,754	204,399	(30,189)	(54)	(b)	430,910
Trading and financial liabilities designated at fair value	125,861	32,484	(142)			158,203
Liabilities to customers under investment contracts	84,637	3,666				88,303
Derivative financial instruments	140,697	69,442				210,139
	111,137	133,897	(11,637)	(654)	(b)	232,743

Debt securities in issue						
Repurchase agreements and cash collateral on securities lent	136,956	97,711				234,667
Insurance contract liabilities, including unit linked liabilities	3,878	2,738				6,616
Subordinated liabilities	13,786	12,895	(3,913)	127	(d)	22,895
Other liabilities	13,908	20,582	(2,107)	3,170	(e)	35,553
Total liabilities	969,397	645,080	(56,110)	2,584		1,560,951
Net assets	27,390	17,379	8,791	21,001		74,561
Shareholders equity						
Shareholders equity excluding minority interests	19,799	15,837	8,990	21,001		65,627
Minority interests	7,591	1,542	(199)			8,934
Total shareholders equity	27,390	17,379	8,791	21,001		74,561

(1) The financial information of ABN AMRO in this unaudited combined condensed balance sheet reflects the IFRS financial information for continuing operations presented in the financial statements for the year ended December 31, 2006 published by ABN AMRO within the ABN AMRO 2006 Form 20-F. Such information does not reflect any comments that the management of Barclays might make had they performed a detailed review. ABN AMRO financial statements have been reformatted to be consistent with Barclays line item presentation.

(2) See Note 2 to the pro forma financial information.

(3) See Note 3 to the pro forma financial information.

Unaudited Pro Forma Combined Condensed Income Statement for the year ended December 31, 2006
IFRS basis

	Barclays	ABN AMRO ⁽¹⁾	Pre Acquisition Disposal ⁽²⁾	Other Adjustments ⁽³⁾	Notes to adjustments	Pro forma combined
	£m	£m	£m	£m		£m
Continuing operations						
Net interest income	9,143	6,681	(1,439)	(1,145)	(f)	13,240
Net fee and commission income	7,177	4,124	(427)			10,874
Principal transactions	4,576	3,279	(140)			7,715
Net premiums from insurance contracts	1,060	1,076				2,136
Other income	214	4,484	(195)			4,503
Total income	22,170	19,644	(2,201)	(1,145)		38,468
Net claims and benefits incurred on insurance contracts	(575)	(1,005)				(1,580)
Total income net of insurance claims	21,595	18,639	(2,201)	(1,145)		36,888
Impairment charges	(2,154)	(1,262)	42			(3,374)
Net income	19,441	17,377	(2,159)	(1,145)		33,514
Operating expenses	(12,674)	(14,090)	1,393	(1,267)	(g)	(26,638)
Share of post-tax results of associates and joint ventures	46	165	(3)			208
Profit on disposal of subsidiaries, associates and joint ventures	323					323
Profit before tax	7,136	3,452	(769)	(2,412)		7,407
Tax	(1,941)	(614)	158	652	(h)	(1,745)
Profit after tax	5,195	2,838	(611)	(1,760)		5,662
Profit attributable to minority interests	624	44				668
Profit attributable to equity holders of the parent	4,571	2,794	(611)	(1,760)		4,994
	5,195	2,838	(611)	(1,760)		5,662

**Earnings per share
data (pence)**

Basic	71.9	148.3	40.0
Diluted	69.8	147.6	39.3

**Number of shares
(million)**

Weighted average ordinary shares	6,357	1,883	12,472
Weighted average dilutive shares	6,507	1,896	12,622

(1) The financial information of ABN AMRO in this unaudited combined condensed income statement reflects the IFRS financial information for continuing operations presented in the financial statements for the year ended December 31, 2006 published by ABN AMRO within the ABN AMRO 2006 Form 20-F. Such information does not reflect any comments that the management of Barclays might make had they performed a detailed review. ABN AMRO financial statements have been reformatted to be consistent with Barclays line item presentation.

(2) See Note 2 to the pro forma financial information.

(3) See Note 3 to the pro forma financial information.

Notes to Pro forma Combined Condensed Financial Information

1. Description of proposed combination and estimated pro forma purchase price

The pro forma financial information has been prepared on the basis of preliminary estimates and assumptions. The key assumptions used to prepare the pro forma financial information (excluding those in relation to LaSalle which are disclosed in note 2) are:

Potential cost synergy, revenue benefits and associated restructuring costs are not included within the pro forma financial information;

Only costs which are expected to be directly incurred as part of the proposed combination have been included within the pro forma financial information;

The presentation currency of the combined group is pound sterling as this is consistent with the presentation currency of Barclays 2006 Form 20-F and the Barclays Bank PLC 2006 combined Annual Report on Form 20-F filed with the SEC. The presentation currency of the combined group will be euro should the proposed combination occur;

On April 22, 2007, the Barclays Board unanimously resolved to make an exchange offer for 100% of ABN AMRO ordinary shares. Payment would be in Barclays ordinary shares with 3.225 of Barclays ordinary shares to be exchanged for each ordinary share in ABN AMRO. Therefore, the estimated purchase price of the proposed combination for pro forma purposes will be based on the issue of 6,115 million Barclays ordinary shares;

The pro forma financial information reflects the purchase price of the proposed combination to be £45,995m consisting of Barclays ordinary shares and direct transaction costs;

The ABN AMRO income statement has been translated at a 2006 average exchange rate of 1.47 (/£) and the ABN AMRO balance sheet has been translated at the December 31, 2006 closing exchange rate of 1.49 (/£) in line with the exchange rates used in the published financial statements of Barclays for the year ended December 31, 2006;

Fair value adjustments of financial assets and liabilities have been made in line with publicly available information and are amortised on a straight line basis over the appropriate maturity;

Remaining ABN AMRO employee share options will be exercised as part of the combination at a weighted average strike price of 19.35 per share;

The fair value of property, plant & equipment and other non-financial instruments are not materially different to the balance sheet carrying values disclosed in the ABN AMRO 2006 Form 20-F;

Calculation of goodwill is based on the closing price of Barclays ordinary shares of £7.50 as listed on the LSE Daily Official List on April 20, 2007;

The split of goodwill and intangible assets arising from the proposed combination has been based on a ratio of 70 : 30 in line with historical combinations within the financial services industry;

Intangible assets have been amortised on a straight line basis over the estimated useful economic life of 5 years; and

Different tax rates have been applied to individual adjustments by reference to the nature of the adjustment.

Estimated pro forma allocation of purchase price of the proposed combination

For the purposes of this pro forma, the proposed combination has been accounted for using the purchase method of accounting in accordance with IFRS. An estimated allocation of the purchase price to reflect the estimated fair values of certain ABN AMRO assets and liabilities has been reflected in the unaudited pro forma financial information. Based on the initial estimates, and subject to changes which may be material upon completion of a final valuation, the preliminary allocation of the estimated pro forma purchase price is as follows:

	£m
Cash and other short-term funds	18,715
Trading and financial assets designated at fair value	71,897
Derivative financial instruments	72,851
Loans and advances to banks	16,358
Loans and advances to customers	204,373
Available for sale financial investments	63,900
Reverse repurchase agreements and cash collateral on securities borrowed	134,017
Property, plant and equipment	3,576
Other assets (including intangible assets)	34,011
Total assets	619,698
Deposits and	