

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities Offered</b>	<b>Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee<sup>(1)</sup></b>
Global Medium-Term Notes, Series A	\$3,586,000	415.62

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

Filed Pursuant to Rule 424(b)(2)  
Registration Statement No. 333-212571

PRICING SUPPLEMENT dated August 31, 2017  
(To the Prospectus dated July 18, 2016,  
the Prospectus Supplement dated July 18, 2016,  
and the Index Supplement dated July 18, 2016)



## **Barclays Bank PLC**

**Global Medium-Term Notes, Series A**

### **\$3,586,000 Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside**

**Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022**

- Linked to the S&P 500® Index (the “Index”)
- Unlike ordinary debt securities, the securities do not pay interest or repay a fixed amount of principal at maturity. Instead, the securities provide for a payment at maturity that may be greater than, equal to or less than the original offering price of the securities, depending on the performance of the Index from its starting level to its ending level. The payment at maturity will reflect the following terms:
  - If the level of the Index increases, you will receive the original offering price plus 150% participation in the upside performance of the Index, subject to a maximum total return at maturity of 48.00% of the original offering price
  - If the level of the Index decreases but the decrease is not more than 15%, you will be repaid the original offering price
  - If the level of the Index decreases by more than 15%, you will receive less than the original offering price and have 1-to-1 downside exposure to the decrease in the level of the Index in excess of 15%
- Investors may lose up to 85% of the original offering price
- All payments on the securities are subject to the credit risk of the issuer, Barclays Bank PLC, and you will have no ability to pursue any securities included in the Index for payment; if Barclays Bank PLC defaults on its obligations, you could lose some or all of your investment
- No periodic interest payments or dividends
- No exchange listing; designed to be held to maturity

See “[Additional Documents Related to the Offering of the Securities](#)” on page PS-3 of this pricing supplement. The securities will have the terms specified in the prospectus dated July 18, 2016, the prospectus supplement dated July 18, 2016, and the index supplement dated July 18, 2016, as supplemented or superseded by this pricing supplement.

The securities have complex features and investing in the securities involves risks not associated with an investment in conventional debt securities. See “[Selected Risk Considerations](#)” on page PS-11 herein and “Risk Factors” beginning on page S-7 of the prospectus supplement.

We may use this pricing supplement in the initial sale of securities. In addition, Barclays Capital Inc. or another of our affiliates may use this pricing supplement in market resale transactions in any securities after their initial sale. Unless we or our agent inform you otherwise in the confirmation of sale, this pricing supplement is being used in a market resale transaction.

The securities constitute unsecured and unsubordinated obligations of Barclays Bank PLC, and all payments on the securities are subject to the credit risk of Barclays Bank PLC. The securities are not deposit liabilities of Barclays Bank PLC and are not covered by the U.K. Financial Services Compensation Scheme or insured by the U.S. Federal Deposit Insurance

<http://www.oblible.com> Corporation, or any other federal, state, provincial, territorial, or foreign agency or deposit insurance agency of the United States, the United Kingdom or any other jurisdiction.

Neither the U.S. Securities and Exchange Commission (the “SEC”) nor any state securities commission has approved or disapproved of these securities or determined if this pricing supplement or the accompanying index supplement, prospectus supplement and prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Notwithstanding any other agreements, arrangements or understandings between Barclays Bank PLC and any holder of the securities, by acquiring the securities, each holder of the securities acknowledges, accepts, agrees to be bound by, and consents to the exercise of, any U.K. Bail-in Power by the relevant U.K. resolution authority. See “Consent to U.K. Bail-in Power” on page PS-4 of this pricing supplement.

	Original Offering Price <sup>(1), (2)</sup>	Agent Discount <sup>(2)</sup>	Proceeds to Barclays Bank PLC
Per Security	\$1,000.00	\$42.37	\$957.63
Total	\$3,586,000	\$151,938.82	\$3,434,061.18

<sup>(1)</sup> Our estimated value of the securities on the pricing date, based on our internal pricing models, is \$935.00 per security. The estimated value is less than the original offering price of the securities. See “[Additional Information Regarding Our Estimated Value of the Securities](#)” on page PS-5 of this pricing supplement.

<sup>(2)</sup> Wells Fargo Securities, LLC and Barclays Capital Inc. are the agents for the distribution of the securities and are acting as principal. See “Investment Description” in this pricing supplement for further information.

**Wells Fargo Securities**

**Barclays Capital Inc.**

## Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022

### Investment Description

The Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022 are unsecured and unsubordinated debt securities of Barclays Bank PLC that do not pay interest or repay a fixed amount of principal at maturity. Instead, the securities provide for a payment at maturity (referred to as the “redemption amount” in this pricing supplement) that may be greater than, equal to or less than the original offering price of the securities depending on the performance of the S&P 500® Index (the “Index”) from its starting level to its ending level. For information about the Index, please see the section titled “The S&P 500® Index” in this pricing supplement.

The securities provide:

- (i) the possibility of a leveraged return at maturity if the level of the Index increases from its starting level to its ending level, provided that the total return at maturity of the securities will not exceed the maximum total return of 48.00% of the original offering price;
- (ii) repayment of principal if, and only if, the ending level of the Index is not less than the starting level by more than 15%; and
- (iii) exposure to decreases in the level of the Index if and to the extent the ending level is less than the starting level by more than 15%.

If the ending level is less than the starting level by more than 15%, you will receive less, and possibly 85% less, than the original offering price of your securities at maturity. Any payments on the securities are subject to the credit risk of Barclays Bank PLC and are not guaranteed by any third party. If Barclays Bank PLC were to default on its payment obligations or become subject to the exercise of any U.K. Bail-in Power (as described on page PS-4) by the relevant U.K. resolution authority, you might not receive any amounts owed to you under the securities. See “[Consent to U.K. Bail-in Power](#)” and “[Selected Risk Considerations](#)” in this pricing supplement and “Risk Factors” in the accompanying prospectus supplement.

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## Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

## Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022

### Additional Documents Related to the Offering of the Securities

You should read this pricing supplement together with the prospectus dated July 18, 2016, as supplemented by the prospectus supplement dated July 18, 2016 and the index supplement dated July 18, 2016 relating to our Global Medium-Term Notes, Series A, of which these securities are a part. This pricing supplement, together with the documents listed below, contain the terms of the securities and supersedes all prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, brochures or other educational materials of ours. To the extent the information in this pricing supplement is different from or inconsistent with the information in the prospectus, prospectus supplement or index supplement, the information in this pricing supplement will control. You should carefully consider, among other things, the matters set forth under “Risk Factors” in the accompanying prospectus supplement and “Selected Risk Considerations” in this pricing supplement, as the securities involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisors before you invest in the securities.

You may access these documents on the SEC website at [www.sec.gov](http://www.sec.gov) as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

- Prospectus dated July 18, 2016:  
<https://www.sec.gov/Archives/edgar/data/312070/000119312516650074/d219304df3asr.htm>
- Prospectus Supplement dated July 18, 2016:  
[https://www.sec.gov/Archives/edgar/data/312070/000110465916132999/a16-14463\\_21424b3.htm](https://www.sec.gov/Archives/edgar/data/312070/000110465916132999/a16-14463_21424b3.htm)
- Index Supplement dated July 18, 2016:  
[https://www.sec.gov/Archives/edgar/data/312070/000110465916133002/a16-14463\\_22424b3.htm](https://www.sec.gov/Archives/edgar/data/312070/000110465916133002/a16-14463_22424b3.htm)
- Information Supplement dated August 31, 2017:  
[https://www.sec.gov/Archives/edgar/data/312070/000110465917055442/a17-21265\\_24424b2.htm](https://www.sec.gov/Archives/edgar/data/312070/000110465917055442/a17-21265_24424b2.htm)

The document at the link above contains a summary of the terms of the securities. This final pricing supplement that has been filed in connection with the securities pursuant to Rule 424(b)(2) dated as of the pricing date contains the full description of the final terms of the securities described in the information supplement at the link above.

- Marketing brochure titled, “Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside,” prepared by Wells Fargo Securities, LLC.  
[https://www.sec.gov/Archives/edgar/data/312070/000110465915046013/a17-18011\\_4424b2.htm](https://www.sec.gov/Archives/edgar/data/312070/000110465915046013/a17-18011_4424b2.htm)

The document at the link above has been distributed to investors in connection with the offering of the securities described in this pricing supplement.

Our SEC file number is 1-10257. As used in this pricing supplement, the “Company,” “we,” “us,” or “our” refers to Barclays Bank PLC.

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## Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022

### Consent to U.K. Bail-In Power

**Notwithstanding any other agreements, arrangements or understandings between us and any holder of the securities, by acquiring the securities, each holder of the securities acknowledges, accepts, agrees to be bound by and consents to the exercise of, any U.K. Bail-in Power by the relevant U.K. resolution authority.**

Under the U.K. Banking Act 2009, as amended, the relevant U.K. resolution authority may exercise a U.K. Bail-in Power in circumstances in which the relevant U.K. resolution authority is satisfied that the resolution conditions are met. These conditions include that a U.K. bank or investment firm is failing or is likely to fail to satisfy the Financial Services and Markets Act 2000 (the “FSMA”) threshold conditions for authorization to carry on certain regulated activities (within the meaning of section 55B FSMA) or, in the case of a U.K. banking group company that is an European Economic Area (“EEA”) or third country institution or investment firm, that the relevant EEA or third country relevant

authority is satisfied that the resolution conditions are met in respect of that entity.

The U.K. Bail-in Power includes any write-down, conversion, transfer, modification and/or suspension power, which allows for (i) the reduction or cancellation of all, or a portion, of the principal amount of, interest on, or any other amounts payable on, the securities; (ii) the conversion of all, or a portion, of the principal amount of, interest on, or any other amounts payable on, the securities into shares or other securities or other obligations of Barclays Bank PLC or another person (and the issue to, or conferral on, the holder of the securities such shares, securities or obligations); and/or (iii) the amendment or alteration of the maturity of the securities, or amendment of the amount of interest or any other amounts due on the securities, or the dates on which interest or any other amounts become payable, including by suspending payment for a temporary period; which U.K. Bail-in Power may be exercised by means of a variation of the terms of the securities solely to give effect to the exercise by the relevant U.K. resolution authority of such U.K. Bail-in Power. Each holder of the securities further acknowledges and agrees that the rights of the holders of the securities are subject to, and will be varied, if necessary, solely to give effect to, the exercise of any U.K. Bail-in Power by the relevant U.K. resolution authority. For the avoidance of doubt, this consent and acknowledgment is not a waiver of any rights holders of the securities may have at law if and to the extent that any U.K. Bail-in Power is exercised by the relevant U.K. resolution authority in breach of laws applicable in England.

**For more information, please see “Selected Risk Considerations—You May Lose Some or All of Your Investment If Any U.K. Bail-in Power Is Exercised by the Relevant U.K. Resolution Authority” in this pricing supplement as well as “U.K. Bail-in Power,” “Risk Factors—Risks Relating to the Securities Generally—Regulatory action in the event a bank or investment firm in the Group is failing or likely to fail could materially adversely affect the value of the securities” and “—Under the terms of the securities, you have agreed to be bound by the exercise of any U.K. Bail-in Power by the relevant U.K. resolution authority” in the accompanying prospectus supplement.**

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## **Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside**

**Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022**

### **Additional Information Regarding Our Estimated Value of the Securities**

Our internal pricing models take into account a number of variables and are based on a number of subjective assumptions, which may or may not materialize, typically including volatility, interest rates and our internal funding rates. Our internal funding rates (which are our internally published borrowing rates based on variables, such as market benchmarks, our appetite for borrowing and our existing obligations coming to maturity) may vary from the levels at which our benchmark debt securities trade in the secondary market. Our estimated value on the pricing date is based on our internal funding rates. Our estimated value of the securities might be lower if such valuation were based on the levels at which our benchmark debt securities trade in the secondary market.

Our estimated value of the securities on the pricing date is less than the original offering price of the securities. The difference between the original offering price of the securities and our estimated value of the securities results from several factors, including any sales commissions to be paid to Barclays Capital Inc. or another affiliate of ours, any selling concessions, discounts, commissions or fees to be allowed or paid to non-affiliated intermediaries, the estimated profit that we or any of our affiliates expect to earn in connection with structuring the securities, the estimated cost that we may incur in hedging our obligations under the securities, and estimated development and other costs that we may incur in connection with the securities.

Our estimated value on the pricing date is not a prediction of the price at which the securities may trade in the secondary market, nor will it be the price at which Barclays Capital Inc. may buy or sell the securities in the secondary market. Subject to normal market and funding conditions, Barclays Capital Inc. or another affiliate of ours intends to offer to purchase the securities in the secondary market but it is not obligated to do so.

Assuming that all relevant factors remain constant after the pricing date, the price at which Barclays Capital Inc. may initially buy or sell the securities in the secondary market, if any, and the value that we may initially use for customer account statements, if we provide any customer account statements at all, may exceed our estimated value on the pricing date for a temporary period expected to be approximately 5 months after the initial issue date of the securities because, in our discretion, we may elect to effectively reimburse to investors a portion of the estimated cost of hedging our obligations under the securities and other costs in connection with the securities that we will no longer expect to incur over the term of the securities. We made such discretionary election and determined this temporary reimbursement period on the basis of a number of factors, which may include the tenor of the securities and/or any agreement we may have with the distributors of the securities. The amount of our estimated costs that we effectively reimburse to investors in this way may not be allocated ratably throughout the reimbursement period, and we may discontinue such reimbursement at any time or revise the duration of the reimbursement period after the initial issue date of the securities based on changes in

market conditions and other factors that cannot be predicted.

We urge you to read the “[Selected Risk Considerations](#)” beginning on page PS-11 of this pricing supplement.

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## Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022

### Investor Considerations

**The securities may be suitable for investors who:**

- ; seek 150% leveraged exposure to the upside performance of the Index if the ending level is greater than the starting level, subject to the maximum total return at maturity of 48.00% of the original offering price;
- ; desire to limit downside exposure to the Index through the 15% buffer;
- ; understand that if the ending level is less than the starting level by more than 15%, they will receive less, and possibly 85% less, than the original offering price per security at maturity;
- ; do not seek guaranteed current income from this investment and also are willing to forgo any dividends paid on securities included in the Index;
- ; do not seek an investment for which there will be an active secondary market and are willing and able to hold the securities to maturity;
- ; are willing and able to assume the credit risk of Barclays Bank PLC for all payments on the securities; and
- ; are willing and able to consent to the exercise of any U.K. Bail-in Power by any relevant U.K. resolution authority.

**The securities are not designed for, and may not be a suitable investment for, investors who:**

- ; seek a liquid investment or are unable or unwilling to hold the securities to maturity;
- ; are unwilling to accept the risk that the ending level of the Index may decrease by more than 15% from the starting level;
- ; seek uncapped exposure to the upside performance of the Index;
- ; seek full return of the original offering price of the securities at stated maturity;
- ; are unwilling to purchase securities with an estimated value as of the pricing date that is lower than the original offering price, as set forth on the cover page;
- ; seek current income from this investment;
- ; are unwilling to accept the risk of exposure to the large capitalization segment of the United States equity market;
- ; seek exposure to the Index but are unwilling to accept the risk/return trade-offs inherent in this particular investment, including a payment at maturity that may be up to 85% less than the original offering price;
- ; are unwilling to accept the credit risk of Barclays Bank PLC, as issuer of the securities, for all payments under the securities, including any repayment of principal;
- ; prefer the lower risk of fixed income investments with comparable maturities issued by companies with comparable credit ratings; or
- ; are unwilling or unable to consent to the exercise of any U.K. Bail-in Power by any relevant U.K. resolution authority.

**The suitability considerations identified above are not exhaustive. Whether or not the securities are a suitable investment for you will depend on your individual circumstances, and you should reach an investment decision only after you and your investment, legal, tax, accounting and other advisors have carefully considered the suitability of an investment in the securities in light of your particular circumstances. You should also review carefully the “Selected Risk Considerations” beginning on page PS-11 of this pricing supplement and the “Risk Factors” beginning on page S-11 of the accompanying prospectus supplement for risks related to an investment in the securities. For more information about the Index, please see the section titled “The S&P 500 Index” below.**

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# Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022

## Terms of the Securities

<b>Reference Asset<sup>1</sup>:</b>	S&P 500® Index (Bloomberg ticker symbol “SPX”) (the “ <u>Index</u> ”)
<b>Pricing Date<sup>2</sup>:</b>	August 31, 2017
<b>Issue Date<sup>2</sup>:</b>	September 6, 2017 (T+3)
<b>Stated Maturity Date<sup>3</sup>:</b>	September 6, 2022. If the calculation day is postponed, the stated maturity date will be the later of (i) September 6, 2022 and (ii) the third business day after the calculation day as postponed.
<b>Calculation Day<sup>2</sup>:</b>	August 29, 2022
<b>Original Offering Price:</b>	\$1,000 per security. References in this pricing supplement to a “ <u>security</u> ” are to a security with a face amount of \$1,000.
<b>Redemption Amount:</b>	<p>The “<u>redemption amount</u>” per security will equal:</p> <ul style="list-style-type: none"> <li>if the ending level is greater than the starting level: the lesser of: <ul style="list-style-type: none"> <li>(i) \$1,000 <i>plus</i>: <math display="block">\left[ \\$1,000 \times \left[ \frac{\text{ending level} - \text{starting level}}{\text{starting level}} \right] \times \text{participation rate} \right]; \text{ and}</math> </li> </ul> </li> </ul>
	<ul style="list-style-type: none"> <li>(ii) the capped value; <ul style="list-style-type: none"> <li>if the ending level is less than or equal to the starting level, but greater than or equal to the threshold level: \$1,000; or</li> <li>if the ending level is less than the threshold level: \$1,000 <i>minus</i>: <math display="block">\left[ \\$1,000 \times \frac{\text{threshold level} - \text{ending level}}{\text{starting level}} \right]</math> </li> </ul> </li> </ul>
	<p>If the ending level is less than the threshold level, you will receive less, and possibly 85% less, than the original offering price of your securities at maturity. Any payment on the securities, including any repayment of principal, is subject to the creditworthiness of Barclays Bank PLC and is not guaranteed by any third party. If Barclays Bank PLC were to default on its payment obligations or become subject to the exercise of any U.K. Bail-in Power by the relevant U.K. resolution authority, you might not receive any amounts owed to you under the securities.</p>

<sup>1</sup> If the Index is discontinued or if the sponsor of the Index fails to publish the Index, the calculation agent may select a successor index or, if no successor index is available, will calculate the value to be used as the closing level of the Index. In addition, the calculation agent will calculate the value to be used as the closing level of the Index in the event of certain changes in or modifications to the Index. For more information, see “Additional Terms of the Securities—Calculation Agent” and “—Adjustments to the Index” in this pricing supplement.

<sup>2</sup> If the calculation day is not a trading day, the calculation day will be postponed to the next succeeding trading day. The calculation day is also subject to postponement due to the occurrence of a market disruption event. See “Additional Terms of the Securities—Market Disruption Events.”

<sup>3</sup> If the stated maturity date is not a business day, the payment to be made on the stated maturity date will be made on the next succeeding business day with the same force and effect as if it had been made on the stated maturity date. The securities are not subject to redemption by Barclays Bank PLC or repayment at the option of any holder of the securities prior to stated maturity.



# Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022

## Terms of the Securities (Continued)

<b>Starting Level:</b>	2,471.65, the closing level of the Index on the pricing date.
<b>Ending Level:</b>	The “ <u>ending level</u> ” will be the closing level of the Index on the calculation day.
<b>Capped Value:</b>	The “ <u>capped value</u> ” is 148.00% of the original offering price per security (\$1,480.00 per security). As a result of the capped value, the maximum total return at maturity of the securities is 48.00% of the original offering price.
<b>Threshold Level:</b>	2,100.9025, which is equal to 85% of the starting level.
<b>Participation Rate:</b>	150%
<b>Calculation Agent:</b>	Barclays Bank PLC
<b>Material Tax Consequences:</b>	For a discussion of the material U.S. federal income tax consequences of the ownership and disposition of the securities, see “United States Federal Income Tax Considerations.”
<b>Agent:</b>	<p>Wells Fargo Securities, LLC (“<u>WFS</u>”) and Barclays Capital Inc. will act as agents for the securities. Barclays Capital Inc. will sell the securities to WFS at the original offering price of the securities less a concession not in excess of \$42.37 per security. WFS will provide dealers, which may include Wells Fargo Advisors (“<u>WFA</u>”) (the trade name of the retail brokerage business of WFS’s affiliates, Wells Fargo Clearing Services, LLC and Wells Fargo Advisors Financial Network, LLC), with a selling concession of \$25.00 per security. In addition to the concession allowed to WFA, WFS will pay \$1.20 per security of the agent’s discount to WFA as a distribution expense fee for each security sold by WFA.</p> <p>Barclays Bank PLC or its affiliate will enter into swap agreements or related hedge transactions with one of its other affiliates or unaffiliated counterparties in connection with the sale of the securities. If WFS, Barclays Capital Inc. or an affiliate of either agent participating as a dealer in the distribution of the securities conducts hedging activities for Barclays Bank PLC in connection with the securities, such agent or participating dealer will expect to realize a projected profit from such hedging activities, and this projected profit will be in addition to any discount, concession or distribution expense fee received in connection with the sale of the securities to you. This additional projected profit may create a further incentive for the agents or participating dealers to sell the securities to you.</p>
<b>Denominations:</b>	\$1,000 and any integral multiple of \$1,000.
<b>CUSIP / ISIN:</b>	06744CGQ8 / US06744CGQ87

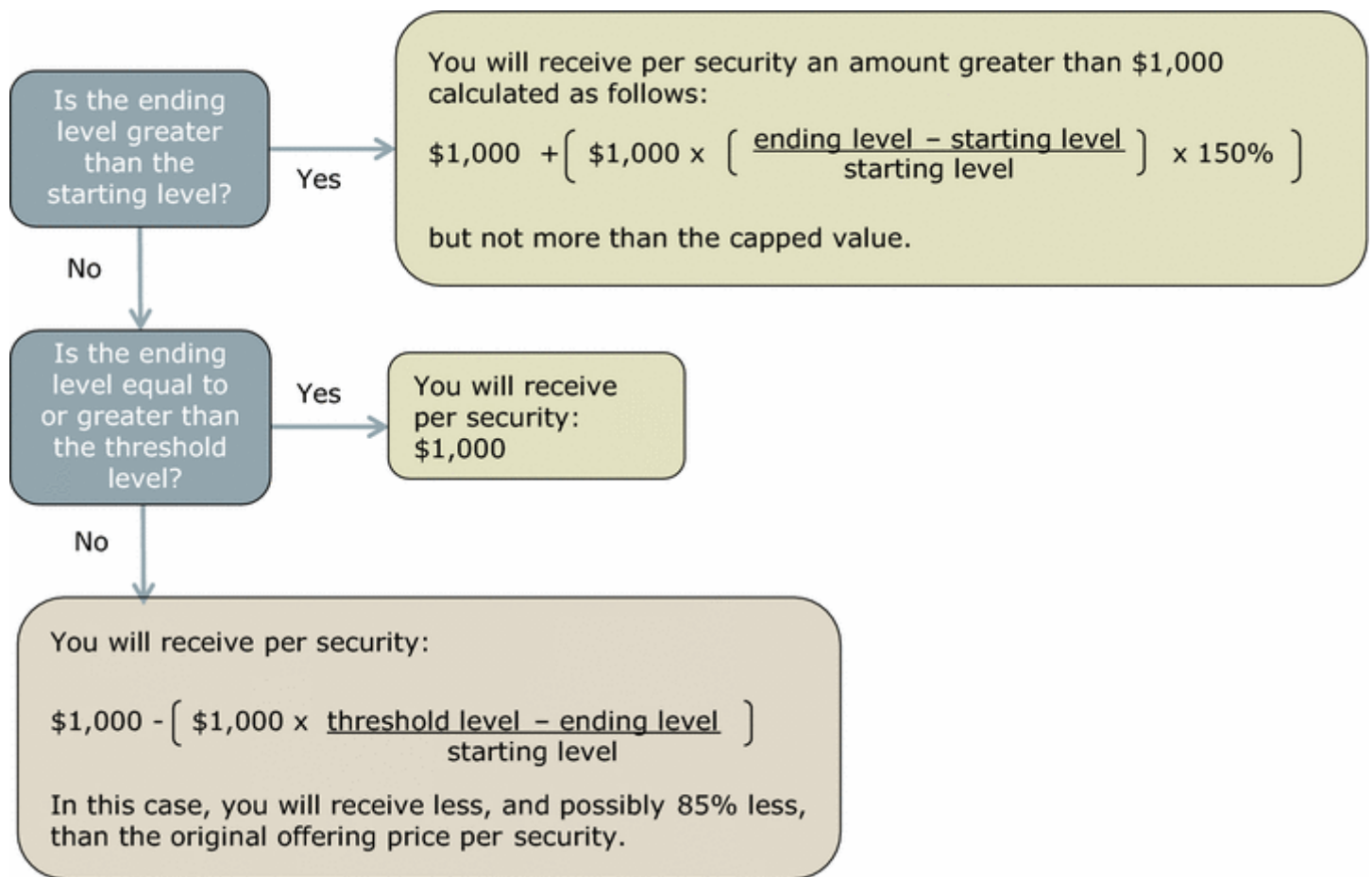
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# Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022

## Determining Payment at Stated Maturity

On the stated maturity date, you will receive a cash payment per security (the redemption amount) calculated as follows:



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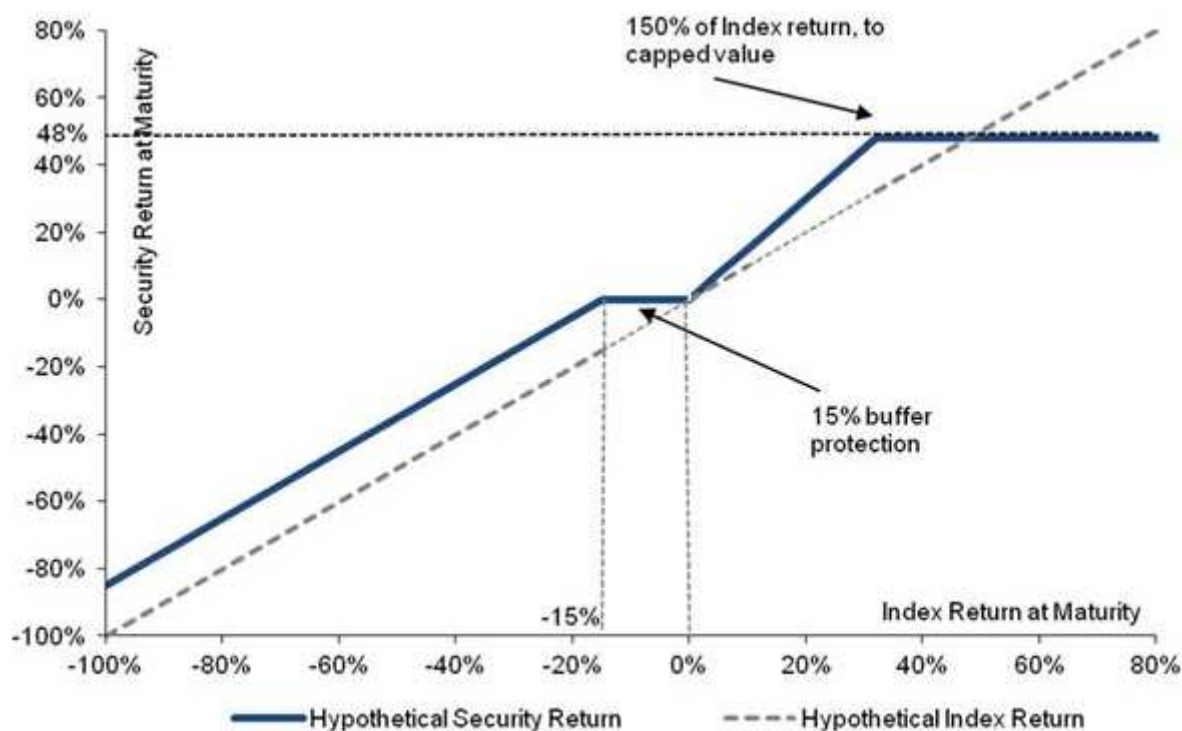
## Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022

### Hypothetical Payout Profile

The following profile is based on the capped value of 148% or \$1,480.00 per security, a participation rate of 150% and a threshold level equal to 85% of the starting level. This graph has been prepared for purposes of illustration only. Your actual return will depend on the actual ending level and whether you hold your securities to maturity.





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## Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022

### Selected Risk Considerations

The securities have complex features and investing in the securities will involve risks not associated with an investment in conventional debt securities. These risks are explained in more detail in the “Risk Factors” section in the accompanying prospectus supplement. You should reach an investment decision only after you have carefully considered with your advisors the suitability of an investment in the securities in light of your particular circumstances.

- If The Ending Level Is Less Than The Threshold Level, You Will Receive Less, And Possibly 85% Less, Than The Original Offering Price Of Your Securities At Maturity** — If the ending level is less than the threshold level, the redemption amount that you receive at maturity will be reduced by an amount equal to the decline in the level of the Index to the extent it is below the threshold level (expressed as a percentage of the starting level). The threshold level is 85% of the starting level. As a result, you may receive less, and possibly 85% less, than the original offering price per security at maturity even if the level of the Index is greater than or equal to the starting level or the threshold level at certain times during the term of the securities.
- No Periodic Interest Will Be Paid On The Securities** — No periodic payments of interest will be made on the securities. However, if the agreed-upon tax treatment is successfully challenged by the Internal Revenue Service (the “IRS”), you may be required to recognize taxable income over the term of the securities. You should review the sections of this pricing supplement and the accompanying prospectus supplement entitled “United States Federal Income Tax Considerations.”
- Your Return Will Be Limited By The Capped Value And May Be Lower Than The Return On A Direct Investment In The Securities Composing The Index** — The opportunity to participate in the possible increases in the level of the Index through an investment in the securities will be limited because the redemption amount will not exceed the capped value. Furthermore, the effect of the participation rate will be progressively reduced for all ending levels exceeding the ending level at which the capped value is reached.
- The Securities Are Subject To The Credit Risk Of Barclays Bank PLC** — The securities are unsecured and unsubordinated debt obligations of the issuer, Barclays Bank PLC, and are not, either directly or indirectly, an obligation of any third party. Any payment to be made on the securities, including any repayment of principal, is subject to the ability of Barclays Bank PLC to satisfy its obligations as they come due and is not guaranteed by any third party. As a result, the actual and perceived creditworthiness of Barclays Bank PLC may affect the market value of

the securities and, in the event Barclays Bank PLC were to default on its obligations, you might not receive any amount owed to you under the terms of the securities.

- **You May Lose Some Or All Of Your Investment If Any U.K. Bail-In Power Is Exercised By The Relevant U.K. Resolution Authority** — Notwithstanding any other agreements, arrangements or understandings between Barclays Bank PLC and any holder of the securities, by acquiring the securities, each holder of the securities acknowledges, accepts, agrees to be bound by, and consents to the exercise of, any U.K. Bail-in Power by the relevant U.K. resolution authority as set forth under “Consent to U.K. Bail-in Power” in this pricing supplement. Accordingly, any U.K. Bail-in Power may be exercised in such a manner as to result in you and other holders of the securities losing all or a part of the value of your investment in the securities or receiving a different security, which may be worth significantly less than the securities and which may have significantly fewer protections than those typically afforded to debt securities. Moreover, the relevant U.K. resolution authority may exercise the U.K. Bail-in Power without providing any advance notice to, or requiring the consent of, the holders of the securities. The exercise of any U.K. Bail-in Power by the relevant U.K. resolution authority with respect to the securities will not be a default or an Event of Default (as each term is defined in the indenture) and the trustee will not be liable for any action that the trustee takes, or abstains from taking, in either case, in accordance with the exercise of the U.K. Bail-in Power by the relevant U.K. resolution authority with respect to the securities. See “Consent to U.K. Bail-in Power” in this pricing supplement as well as “U.K. Bail-in Power,” “Risk Factors—Risks Relating to the Securities Generally—Regulatory action in the event a bank or investment firm in the Group is failing or likely to fail could materially adversely affect the value of the securities” and “—Under the terms of the securities, you have agreed to be bound by the exercise of any U.K. Bail-in Power by the relevant U.K. resolution authority” in the accompanying prospectus supplement.
- **The Securities Will Not Be Listed On Any Securities Exchange And We Do Not Expect A Trading Market For The Securities To Develop** — The securities will not be listed on any securities exchange. Barclays Capital Inc. and other affiliates of Barclays Bank PLC intend to make a secondary market for the securities but are not required to do so, and may discontinue any such secondary market making at any time, without notice. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the securities easily. Because other dealers are not likely to make a secondary market for the securities, the price at which you may be able to trade your securities is likely to depend on the price, if any, at which Barclays Capital Inc.

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## Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022

### Selected Risk Considerations (Continued)

and other affiliates of Barclays Bank PLC are willing to buy the securities. The securities are not designed to be short-term trading instruments. Accordingly, you should be able and willing to hold your securities to maturity.

- **The Value Of The Securities Prior To Maturity Will Be Affected By Numerous Factors, Some Of Which Are Related In Complex Ways** — Structured notes, including the securities, can be thought of as securities that combine a debt instrument with one or more options or other derivative instruments. As a result, the factors that influence the values of debt instruments and options or other derivative instruments will also influence the terms and features of the securities at issuance and their value in the secondary market. Accordingly, in addition to the level of the Index on any day, the value of the securities will be affected by a number of economic and market factors that may either offset or magnify each other, including:
  - the expected volatility of the Index and the securities composing the Index;
  - the time to maturity of the securities;
  - the market price and dividend rate on the securities composing the Index;
  - interest and yield rates in the market generally;
  - supply and demand for the securities;
  - a variety of economic, financial, political, regulatory and judicial events; and
  - our creditworthiness, including actual or anticipated downgrades in our credit ratings.
- **No Assurance That The Investment View Implicit In The Securities Will Be Successful** — It is impossible to predict whether and the extent to which the level of the Index will rise or fall. There can be no assurance that the level of the Index will not close below the threshold level on the calculation day. The level of the Index will be influenced by complex and interrelated political, economic, financial and other factors that affect the Index and the component securities of the Index. You should be willing to accept the downside risks associated with

equities in general and the Index in particular, and the risk of losing up to 85% of your initial investment, subject to the credit risk of Barclays Bank PLC and the exercise of any U.K. Bail-in Power by the relevant U.K. resolution authority.

- **Owning The Securities Is Not The Same As Owning The Securities Composing The Index** — The return on your securities may not reflect the return you would realize if you actually owned the securities composing the Index. For instance, as a holder of the securities, you will not have voting rights or rights to receive cash dividends or other distributions or any other rights that holders of the securities composing the Index would have.
- **The Index Reflects the Price Return of the Securities Composing the Index, Not the Total Return** — The return on the securities is based on the performance of the Index, which reflects changes in the market prices of the securities composing the Index. The Index is not a “total return” index that, in addition to reflecting those price returns, would also reflect dividends paid on the securities composing the Index. Accordingly, the return on the securities will not include such a total return feature.
- **Adjustments To The Index Could Adversely Affect The Value Of The Securities And The Amount You Will Receive At Maturity** — The policies of the sponsor of the Index (the “index sponsor”) concerning the calculation of the Index and the addition, deletion or substitution of the component securities of the Index and the manner in which the index sponsor takes account of certain changes affecting such component securities of the Index may affect the level of the Index, and therefore, may affect the value of the securities and the amount payable at stated maturity. The index sponsor could also discontinue or suspend calculation or dissemination of the Index or materially alter the methodology by which it calculates the Index. Any such actions could adversely affect the value of the securities.
- **The Estimated Value Of Your Securities Is Lower Than The Original Offering Price Of Your Securities** — The estimated value of your securities on the pricing date is lower than the original offering price of your securities. The difference between the original offering price of your securities and the estimated value of the securities is a result of certain factors, such as any sales commissions, selling concessions, discounts, commissions or fees to be allowed or paid to Barclays Capital Inc., another affiliate of ours, WFS or its affiliates or other non-affiliated intermediaries, the estimated profit that we or any of our affiliates expect to earn in connection with structuring the securities, the estimated cost that we may incur in hedging our obligations under the securities, and estimated development and other costs that we may incur in connection with the securities.
- **The Estimated Value Of Your Securities Might Be Lower If Such Estimated Value Were Based On The Levels At Which Our Debt Securities Trade In The Secondary Market** — The estimated value of your securities on the pricing date is based on a number of variables, including our internal funding rates. Our internal funding rates may vary from the levels at which our

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## Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022

### Selected Risk Considerations (Continued)

benchmark debt securities trade in the secondary market. As a result of this difference, the estimated value referenced above might be lower if such estimated value were based on the levels at which our benchmark debt securities trade in the secondary market.

- **The Estimated Value Of The Securities Is Based On Our Internal Pricing Models, Which May Prove To Be Inaccurate And May Be Different From The Pricing Models Of Other Financial Institutions** — The estimated value of your securities on the pricing date is based on our internal pricing models, which take into account a number of variables and are based on a number of subjective assumptions, which may or may not materialize. These variables and assumptions are not evaluated or verified on an independent basis. Further, our pricing models may be different from other financial institutions’ pricing models and the methodologies used by us to estimate the value of the securities may not be consistent with those of other financial institutions that may be purchasers or sellers of securities in the secondary market. As a result, the secondary market price of your securities may be materially different from the estimated value of the securities determined by reference to our internal pricing models.
- **The Estimated Value Of Your Securities Is Not A Prediction Of The Prices At Which You May Sell Your Securities In The Secondary Market, If Any, And Such Secondary Market Prices, If Any, Will Likely Be Lower Than The Original Offering Price Of Your Securities And May Be Lower Than The Estimated Value Of Your Securities** — The estimated value of the securities will not be a prediction of the prices at which Barclays Capital Inc., other affiliates of ours or third parties may be willing to purchase the securities from you in secondary market transactions (if they are willing to purchase, which they are not obligated to do). The price at which you may be able to sell your securities in the secondary market at any time will be influenced by many factors that cannot be predicted, such as market conditions, and any bid and ask spread for similar sized trades, and may be substantially less than our estimated value of the securities. Further, as secondary market prices of your securities take into account the levels at which our debt securities trade in the secondary market, and do not take into account our various costs related to the securities such as fees, commissions, discounts, and the costs of hedging our obligations under

the securities, secondary market prices of your securities will likely be lower than the original offering price of your securities. As a result, the price, at which Barclays Capital Inc., other affiliates of ours or third parties may be willing to purchase the securities from you in secondary market transactions, if any, will likely be lower than the price you paid for your securities, and any sale prior to the maturity date could result in a substantial loss to you.

- **The Temporary Price At Which We May Initially Buy The Securities In The Secondary Market And The Value We May Initially Use For Customer Account Statements, If We Provide Any Customer Account Statements At All, May Not Be Indicative Of Future Prices Of Your Securities** — Assuming that all relevant factors remain constant after the pricing date, the price at which Barclays Capital Inc. may initially buy or sell the securities in the secondary market (if Barclays Capital Inc. makes a market in the securities, which it is not obligated to do) and the value that we may initially use for customer account statements, if we provide any customer account statements at all, may exceed our estimated value of the securities on the pricing date, as well as the secondary market value of the securities, for a temporary period after the initial issue date of the securities. The price at which Barclays Capital Inc. may initially buy or sell the securities in the secondary market and the value that we may initially use for customer account statements may not be indicative of future prices of your securities.
- **We, Our Affiliates And Any Other Agent And/Or Participating Dealer May Engage In Various Activities Or Make Determinations That Could Materially Affect Your Securities In Various Ways And Create Conflicts Of Interest** — We, our affiliates, WFS and any dealer participating in the distribution of the securities (a “participating dealer”) may play a variety of roles in connection with the issuance of the securities, as described below. In performing these roles, our economic interests and the economic interests of our affiliates, WFS and any participating dealer are potentially adverse to your interests as an investor in the securities.

In connection with our normal business activities and in connection with hedging our obligations under the securities, we and our affiliates make markets in and trade various financial instruments or products for our accounts and for the account of our clients and otherwise provide investment banking and other financial services with respect to these financial instruments and products. These financial instruments and products may include securities, derivative instruments or assets that may relate to the Index or its components. In any such market making, trading and hedging activity, investment banking and other financial services, we or our affiliates may take positions or take actions that are inconsistent with, or adverse to, the investment objectives of the holders of the securities. We and our affiliates have no obligation to take the needs of any buyer, seller or holder of the securities into account in conducting these activities. Such market making, trading and hedging activity, investment banking and other financial services may negatively impact the value of the securities. Participating dealers may also engage in such activities that may negatively impact the value of the securities.

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## Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022

### Selected Risk Considerations (Continued)

In addition, the role played by Barclays Capital Inc., as the agent for the securities, could present significant conflicts of interest with the role of Barclays Bank PLC, as issuer of the securities. For example, Barclays Capital Inc. or its representatives may derive compensation or financial benefit from the distribution of the securities and such compensation or financial benefit may serve as an incentive to sell the securities instead of other investments. Furthermore, we and our affiliates establish the offering price of the securities for initial sale to the public, and the offering price is not based upon any independent verification or valuation.

In addition to the activities described above, Barclays Bank PLC will also act as the calculation agent for the securities. As calculation agent, we will determine any levels of the Index and make any other determinations necessary to calculate any payments on the securities. In making these determinations, we may be required to make discretionary judgments, including determining whether a market disruption event has occurred on any date that the level of the Index is to be determined, calculating the value to be used as the closing level of the Index in the event of certain changes in or modifications to the Index, and if the Index is discontinued or if the sponsor of the Index fails to publish the Index, selecting a successor index (or, if no successor index is available, calculating the value to be used as the closing level of the Index). In making these discretionary judgments, our economic interests are potentially adverse to your interests as an investor in the securities, and any of these determinations may adversely affect any payments on the securities. Absent manifest error, all determinations of the calculation agent will be final and binding, without any liability on the part of the calculation agent. You will not be entitled to any compensation from Barclays Bank PLC for any loss suffered as a result of any determinations made by the calculation agent with respect to the securities.

- **The Historical Performance Of The Index Is Not An Indication Of Its Future Performance** — The historical performance of the Index should not be taken as an indication of the future performance of the Index. It is impossible to predict whether the closing level of the Index will fall or rise during the term of the securities, in particular in the environment in the last several years, which has been characterized by volatility across a wide range of asset classes. Past fluctuations and trends in the level of the Index are not necessarily indicative of fluctuations or trends that may occur in the future.

- **The Ending Level Is Not Based On The Closing Level Of The Index At Any Time Other Than The Calculation Day** — The ending level will be based solely on the closing level of the Index on the calculation day, and the redemption amount will be based solely on the ending level relative to the starting level. Therefore, if the level of the Index has declined as of the calculation day, the payment at maturity may be significantly less than it would otherwise have been had the ending level been determined at a time prior to such decline or after the level of the Index has recovered. Although the level of the Index on the stated maturity date or at other times during the term of your securities may be higher than the ending level, you will not benefit from the level of the Index other than the closing level of the Index on the calculation day.
- **Potentially Inconsistent Research, Opinions Or Recommendations By Barclays Capital Inc., WFS Or Their Respective Affiliates** — Barclays Capital Inc., WFS or their respective affiliates may publish research from time to time on financial markets and other matters that may influence the value of the securities or express opinions or provide recommendations that are inconsistent with purchasing or holding the securities. Any research, opinions or recommendations expressed by Barclays Capital Inc., WFA or their respective affiliates may not be consistent with each other and may be modified from time to time without notice. You should make your own independent investigation of the Index and the merits of investing in the securities.
- **We Cannot Control Actions Of Any Of The Unaffiliated Companies Whose Securities Are Included As Components Of The Index**— Actions by any company whose securities are components of the Index may have an adverse effect on the price of its security, the closing level of the Index on the calculation day and the value of the securities. These unaffiliated companies will not be involved in the offering of the securities and will have no obligations with respect to the securities, including any obligation to take our or your interests into consideration for any reason. These companies will not receive any of the proceeds of the offering of the securities and will not be responsible for, and will not have participated in, the determination of the timing of, prices for, or quantities of, the securities to be issued. These companies will not be involved with the administration, marketing or trading of the securities and will have no obligations with respect to any amounts to be paid to you on the securities.
- **We And Our Affiliates Have No Affiliation With The Index Sponsor And Have Not Independently Verified Its Public Disclosure Of Information** — We, our affiliates and WFS and its affiliates are not affiliated in any way with the index sponsor and have no ability to control or predict its actions, including any errors in or discontinuation of disclosure regarding its methods or policies relating to the calculation of the Index. We have derived the information about the Index contained in this pricing supplement and the accompanying index supplement from publicly available information, without independent verification. You, as an investor in the securities, should make your own investigation into the Index and the index sponsor. The index sponsor will not be involved in the offering of the securities made hereby in any way, and the index sponsor does not have any obligation to consider your interests as an owner of the securities in taking any actions that might affect the value of the securities.

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## Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022

### Selected Risk Considerations (Continued)

- **The U.S. Federal Tax Consequences Of An Investment In The Securities Are Unclear** — The U.S. federal income tax treatment of the securities is uncertain and the Internal Revenue Service could assert that the securities should be taxed in a manner that is different than described below. As discussed further in the accompanying prospectus supplement, the Internal Revenue Service issued a notice in 2007 indicating that it and the Treasury Department are actively considering whether, among other issues, you should be required to accrue interest over the term of an instrument such as the securities and whether all or part of the gain you may recognize upon the sale or maturity of an instrument such as the securities should be treated as ordinary income. Similarly, the Internal Revenue Service and the Treasury Department have current projects open with regard to the tax treatment of pre-paid forward contracts and contingent notional principal contracts. While it is impossible to anticipate how any ultimate guidance would affect the tax treatment of instruments such as the securities (and while any such guidance may be issued on a prospective basis only), such guidance could be applied retroactively and could in any case require you to accrue income over the term of an instrument such as the securities even though you will not receive any payments with respect to the securities until maturity. The outcome of this process is uncertain. You should consult your tax advisor as to the possible alternative treatments in respect of the securities.

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# Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022

## Hypothetical Returns

The following table illustrates, for a range of hypothetical ending levels of the Index:

- the hypothetical percentage change from the starting level to the hypothetical ending level;
- the hypothetical redemption amount payable at stated maturity per security;
- the hypothetical total pre-tax rate of return; and
- the hypothetical pre-tax annualized rate of return.

Hypothetical ending level	Hypothetical percentage change from the starting level to the hypothetical ending level	Hypothetical redemption amount payable at stated maturity per security	Hypothetical pre-tax total rate of return	Hypothetical pre-tax annualized rate of return <sup>(1)</sup>
4,325.39	75.00%	\$1,480.00	48.00%	7.99%
3,707.48	50.00%	\$1,480.00	48.00%	7.99%
3,460.31	40.00%	\$1,480.00	48.00%	7.99%
3,262.58	32.00%	\$1,480.00	48.00%	7.99%
3,213.15	30.00%	\$1,450.00	45.00%	7.57%
2,965.98	20.00%	\$1,300.00	30.00%	5.31%
2,718.82	10.00%	\$1,150.00	15.00%	2.81%
2,595.23	5.00%	\$1,075.00	7.50%	1.45%
2,471.65 <sup>(2)</sup>	0.00%	\$1,000.00	0.00%	0.00%
2,348.07	-5.00%	\$1,000.00	0.00%	0.00%
2,224.49	-10.00%	\$1,000.00	0.00%	0.00%
2,100.90	-15.00%	\$1,000.00	0.00%	0.00%
2,076.19	-16.00%	\$990.00	-1.00%	-0.20%
1,977.32	-20.00%	\$950.00	-5.00%	-1.02%
1,853.74	-25.00%	\$900.00	-10.00%	-2.10%
1,235.83	-50.00%	\$650.00	-35.00%	-8.43%
617.91	-75.00%	\$400.00	-60.00%	-17.50%
0.00	-100.00%	\$150.00	-85.00%	-34.54%

<sup>(1)</sup> The annualized rates of return are calculated on a semi-annual bond equivalent basis with compounding.

<sup>(2)</sup> The starting level.

The above figures are for purposes of illustration only and may have been rounded for ease of analysis. The actual amount you receive at stated maturity and the resulting pre-tax rate of return will depend on the actual ending level.

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# Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022

## Hypothetical Payments at Stated Maturity

Set forth below are four examples of payment at stated maturity calculations, assuming hypothetical ending levels as indicated in the examples. Terms used for purposes of these hypothetical examples do not represent the actual ending level applicable to the securities. The actual ending



level will be the closing level of the Index on the calculation day. For historical data regarding the actual closing levels of the Index, please see the historical information set forth under the section titled “The S&P 500® Index” below. These examples are for purposes of illustration only. We cannot predict the closing level of the Index on any day during the term of the securities, including on the calculation day. You should not take these examples as an indication or assurance of the expected performance of the securities. The values used in the examples may have been rounded for ease of analysis. The examples below do not take into account any tax consequences from investing in the securities.

**Example 1. Redemption amount is greater than the original offering price but less than the capped value:**

Starting level: 2,471.65  
Hypothetical ending level: 2,718.82

Because the hypothetical ending level is greater than the starting level, the redemption amount would equal:

$$\$1,000 + \left[ \$1,000 \times \left[ \frac{2,718.82 - 2,471.65}{2,471.65} \right] \times 150\% \right] = \$1,150.00$$

On the stated maturity date you would receive \$1,150.00 per security.

**Example 2. Redemption amount is equal to the capped value:**

Starting level: 2,471.65  
Hypothetical ending level: 3,707.48

The redemption amount would be equal to the capped value because the capped value is less than:

$$\$1,000 + \left[ \$1,000 \times \left[ \frac{3,707.48 - 2,471.65}{2,471.65} \right] \times 150\% \right] = \$1,750.00$$

On the stated maturity date you would receive \$1,480.00 per security.

In addition to limiting your return on the securities, the capped value limits the positive effect of the participation rate. If the ending level is greater than the starting level, you will participate in the performance of the Index at a rate of 150% up to a certain point. However, the effect of the participation rate will be progressively reduced for ending levels that are greater than approximately 132.00% of the starting level because your return on the securities for any ending level greater than approximately 132.00% of the starting level will be limited to the capped value.

**Example 3. Redemption amount is equal to the original offering price:**

Starting level: 2,471.65  
Hypothetical ending level: 2,348.07  
Threshold level: 2,100.9025, which is 85% of the starting level

Because the hypothetical ending level is less than the starting level, but not by more than 15%, you would not lose any of the original offering price of your securities.

On the stated maturity date you would receive \$1,000 per security.

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## Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022

### Hypothetical Payments at Stated Maturity (Continued)

**Example 4. Redemption amount is less than the original offering price:**

Starting level: 2,471.65  
Hypothetical ending level: 1,235.83

Threshold level: 2,100.9025, which is 85% of the starting level

Because the hypothetical ending level is less than the starting level by more than 15%, you would lose a portion of the original offering price of your securities and receive the redemption amount equal to:

$$\$1,000 - \left[ \$1,000 \times \frac{2,100.9025 - 1,235.83}{2,471.65} \right] = \$650.00$$

On the stated maturity date you would receive \$650.00 per security.

To the extent that the ending level differs from the values assumed above, the results indicated above would be different.

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## Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022

### Additional Terms of the Securities

Barclays Bank PLC will issue the securities as part of a series of unsecured and unsubordinated debt securities entitled “Global Medium-Term Notes, Series A,” which are more fully described in the accompanying prospectus supplement. In the event the terms of the securities described in this pricing supplement differ from, or are inconsistent with, the terms described in the prospectus supplement, index supplement or prospectus, the terms described in this pricing supplement will control.

#### Certain Definitions

A “trading day” means a day, as determined by the calculation agent, on which (i) the relevant stock exchanges with respect to each security underlying the Index are scheduled to be open for trading for their respective regular trading sessions and (ii) each related futures or options exchange is scheduled to be open for trading for its regular trading session.

The “relevant stock exchange” for any security underlying the Index means the primary exchange or quotation system on which such security is traded, as determined by the calculation agent.

The “related futures or options exchange” for the Index means an exchange or quotation system where trading has a material effect (as determined by the calculation agent) on the overall market for futures or options contracts relating to the Index.

#### Calculation Agent

Barclays Bank PLC will act as calculation agent for the securities. We may appoint a different institution, including one of our affiliates, to serve as calculation agent from time to time after the original issue date of the securities without your consent and without notifying you of the change.

The calculation agent will determine the redemption amount you receive at stated maturity. In addition, the calculation agent will, among other things:

- determine whether a market disruption event has occurred;
- determine the closing level of the Index under certain circumstances;
- determine if adjustments are required to the closing level of the Index under various circumstances; and
- if publication of the Index is discontinued, select a successor equity index (as defined below) or, if no successor equity index is available, determine the closing level of the Index.

All determinations made by the calculation agent will be at the sole discretion of the calculation agent and, in the absence of manifest error, will be conclusive for all purposes and binding on us and you. The calculation agent will have no liability for its determinations.

#### Market Disruption Events

A “market disruption event” means any of the following events as determined by the calculation agent in its sole discretion:

- (A) The occurrence or existence of a material suspension of or limitation imposed on trading by the relevant stock exchanges or

otherwise relating to securities which then comprise 20% or more of the level of the Index or any successor equity index at any time during the one-hour period that ends at the close of trading on that day, whether by reason of movements in price exceeding limits permitted by those relevant stock exchanges or otherwise.

- (B) The occurrence or existence of a material suspension of or limitation imposed on trading by any related futures or options exchange or otherwise in futures or options contracts relating to the Index or any successor equity index on any related futures or options exchange at any time during the one-hour period that ends at the close of trading on that day, whether by reason of movements in price exceeding limits permitted by the related futures or options exchange or otherwise.
- (C) The occurrence or existence of any event, other than an early closure, that materially disrupts or impairs the ability of market participants in general to effect transactions in, or obtain market values for, securities that then comprise 20% or more of the level of the Index or any successor equity index on their relevant stock exchanges at any time during the one-hour period that ends at the close of trading on that day.
- (D) The occurrence or existence of any event, other than an early closure, that materially disrupts or impairs the ability of market participants in general to effect transactions in, or obtain market values for, futures or options contracts relating to the Index or any successor equity index on any related futures or options exchange at any time during the one-hour period that ends at the close of trading on that day.

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## Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022

### Additional Terms of the Securities (Continued)

- (E) The closure on any exchange business day of the relevant stock exchanges on which securities that then comprise 20% or more of the level of the Index or any successor equity index are traded or any related futures or options exchange prior to its scheduled closing time unless the earlier closing time is announced by the relevant stock exchange or related futures or options exchange, as applicable, at least one hour prior to the earlier of (1) the actual closing time for the regular trading session on such relevant stock exchange or related futures or options exchange, as applicable, and (2) the submission deadline for orders to be entered into the relevant stock exchange or related futures or options exchange, as applicable, system for execution at such actual closing time on that day.
- (F) The relevant stock exchange for any security underlying the Index or successor equity index or any related futures or options exchange fails to open for trading during its regular trading session.

For purposes of determining whether a market disruption event has occurred:

- (1) the relevant percentage contribution of a security to the level of the Index or any successor equity index will be based on a comparison of (x) the portion of the level of such index attributable to that security and (y) the overall level of the Index or successor equity index, in each case immediately before the occurrence of the market disruption event;
- (2) the “close of trading” on any trading day for the Index or any successor equity index means the scheduled closing time of the relevant stock exchanges with respect to the securities underlying the Index or successor equity index on such trading day; provided that, if the actual closing time of the regular trading session of any such relevant stock exchange is earlier than its scheduled closing time on such trading day, then (x) for purposes of clauses (A) and (C) of the definition of “market disruption event” above, with respect to any security underlying the Index or successor equity index for which such relevant stock exchange is its relevant stock exchange, the “close of trading” means such actual closing time and (y) for purposes of clauses (B) and (D) of the definition of “market disruption event” above, with respect to any futures or options contract relating to the Index or successor equity index, the “close of trading” means the latest actual closing time of the regular trading session of any of the relevant stock exchanges, but in no event later than the scheduled closing time of the relevant stock exchanges;
- (3) the “scheduled closing time” of any relevant stock exchange or related futures or options exchange on any trading day for the Index or any successor equity index means the scheduled weekday closing time of such relevant stock exchange or related futures or options exchange on such trading day, without regard to after hours or any other trading outside the regular trading session hours; and
- (4) an “exchange business day” means any trading day for the Index or any successor equity index on which each relevant stock

exchange for the securities underlying the Index or any successor equity index and each related futures or options exchange are open for trading during their respective regular trading sessions, notwithstanding any such relevant stock exchange or related futures or options exchange closing prior to its scheduled closing time.

If a market disruption event occurs or is continuing on the calculation day, then the calculation day will be postponed to the first succeeding trading day on which a market disruption event has not occurred and is not continuing; however, if such first succeeding trading day has not occurred as of the eighth trading day after the originally scheduled calculation day, that eighth trading day shall be deemed to be the calculation day. If the calculation day has been postponed eight trading days after the originally scheduled calculation day and a market disruption event occurs or is continuing on such eighth trading day, the calculation agent will determine the closing level of the Index on such eighth trading day in accordance with the formula for and method of calculating the closing level of the Index last in effect prior to commencement of the market disruption event, using the closing price (or, with respect to any relevant security, if a market disruption event has occurred with respect to such security, its good faith estimate of the value of such security at the scheduled closing time of the relevant stock exchange for such security or, if earlier, the actual closing time of the regular trading session of such relevant stock exchange) on such date of each security included in the Index. As used herein, “closing price” means, with respect to any security on any date, the relevant stock exchange traded or quoted price of such security as of the scheduled closing time of the relevant stock exchange for such security or, if earlier, the actual closing time of the regular trading session of such relevant stock exchange.

#### Adjustments to the Index

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## Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022

### Additional Terms of the Securities (Continued)

If at any time the sponsor or publisher of the Index (the “index sponsor”) makes a material change in the formula for or the method of calculating the Index, or in any other way materially modifies the Index (other than a modification prescribed in that formula or method to maintain the Index in the event of changes in constituent stock and capitalization and other routine events), then, from and after that time, the calculation agent will, at the close of business in New York, New York, on each date that the closing level of the Index is to be calculated, calculate a substitute closing level of the Index in accordance with the formula for and method of calculating the Index last in effect prior to the change, but using only those securities that comprised the Index immediately prior to that change. Accordingly, if the method of calculating the Index is modified so that the level of the Index is a fraction or a multiple of what it would have been if it had not been modified, then the calculation agent will adjust the Index in order to arrive at a level of the Index as if it had not been modified.

#### Discontinuance of the Index

If the index sponsor discontinues publication of the Index, and such index sponsor or another entity publishes a successor or substitute equity index that the calculation agent determines, in its sole discretion, to be comparable to the Index (a “successor equity index”), then, upon the calculation agent’s notification of that determination to the trustee and Barclays Bank PLC, as issuer of the securities, the calculation agent will substitute the successor equity index as calculated by the relevant index sponsor or any other entity and calculate the ending level as described above. Upon any selection by the calculation agent of a successor equity index, Barclays Bank PLC, as issuer of the securities, will cause notice to be given to holders of the securities.

In the event that the index sponsor discontinues publication of the Index prior to, and the discontinuance is continuing on, the calculation day and the calculation agent determines that no successor equity index is available at such time, the calculation agent will calculate a substitute closing level for the Index in accordance with the formula for and method of calculating the Index last in effect prior to the discontinuance, but using only those securities that comprised the Index immediately prior to that discontinuance. If a successor equity index is selected or the calculation agent calculates a level as a substitute for the Index, the successor equity index or level will be used as a substitute for the Index for all purposes, including the purpose of determining whether a market disruption event exists.

If on the calculation day the index sponsor fails to calculate and announce the level of the Index, the calculation agent will calculate a substitute closing level of the Index in accordance with the formula for and method of calculating the Index last in effect prior to the failure, but using only those securities that comprised the Index immediately prior to that failure; *provided* that, if a market disruption event occurs or is continuing on such day, then the provisions set forth above under “—Market Disruption Events” shall apply in lieu of the foregoing.

Notwithstanding these alternative arrangements, discontinuance of the publication of, or the failure by the index sponsor to calculate and announce the level of, the Index may adversely affect the value of the securities.

## Events of Default and Acceleration

See “Terms of the Notes—Default Amount” in the accompanying prospectus supplement.

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# Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022

## The S&P 500® Index

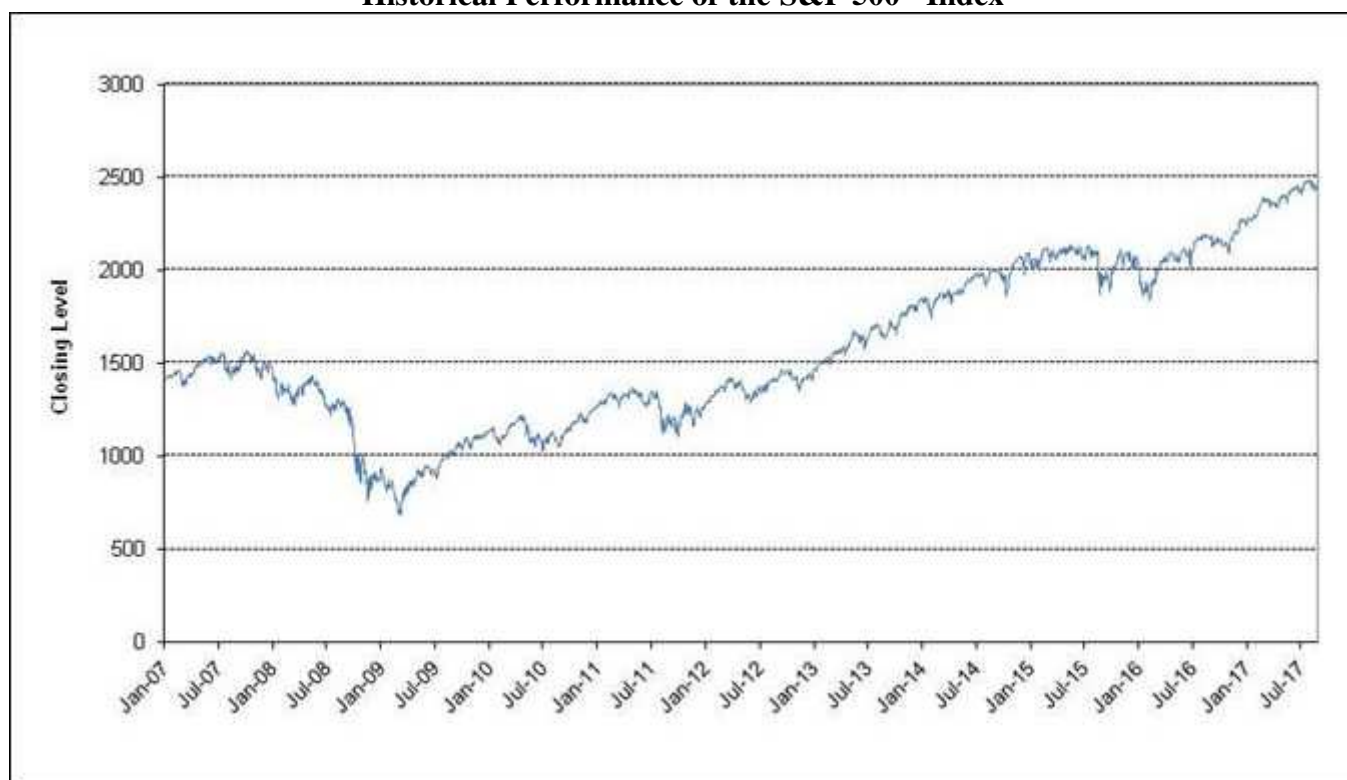
The Index consists of stocks of 500 companies selected to provide a performance benchmark for the U.S. equity markets. Beginning in June 2016, U.S. common equities listed on Bats BZX, Bats BYX, Bats EDGA or Bats EDGX were added to the universe of securities that are eligible for inclusion in the Index and, effective March 10, 2017, the minimum unadjusted company market capitalization for potential additions to the Index was increased to \$6.1 billion from \$5.3 billion. As of July 31, 2017, the securities of companies with multiple share class structures are no longer eligible to be added to the Index, but securities already included in the Index have been grandfathered and are not affected by this change. For more information about the Index, see “Indices—The S&P U.S. Indices” in the accompanying index supplement.

### Historical Information

We obtained the closing levels displayed in the graph and table below from Bloomberg Professional® service without independent verification. The historical performance of the Index should not be taken as an indication of the future performance of the Index. Future performance of the Index may differ significantly from historical performance, and no assurance can be given as to the closing levels of the Index during the term of the securities, including on the calculation day. We cannot give you assurance that the performance of the Index will result in the return of more than 15% of your initial investment, subject to the credit risk of Barclays Bank PLC and the exercise of any U.K. Bail-in Power by the relevant U.K. resolution authority.

The following graph sets forth daily closing levels of the Index for the period from January 1, 2007 to August 31, 2017. The closing level on August 31, 2017 was 2,471.65.

**Historical Performance of the S&P 500® Index**



**PAST PERFORMANCE IS NOT INDICATIVE OF FUTURE RESULTS.**

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## **Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside**

**Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022**

### **The S&P 500® Index (Continued)**

The following table sets forth the high and low closing levels, as well as end-of-period closing levels, of the Index for each quarter in the period from January 1, 2007 through June 30, 2017 and for the period from July 1, 2017 to August 31, 2017.

	<b>High</b>	<b>Low</b>	<b>Last</b>
2007			
First Quarter	1,459.68	1,374.12	1,420.86
Second Quarter	1,539.18	1,424.55	1,503.35
Third Quarter	1,553.08	1,406.70	1,526.75
Fourth Quarter	1,565.15	1,407.22	1,468.36
2008			
First Quarter	1,447.16	1,273.37	1,322.70
Second Quarter	1,426.63	1,278.38	1,280.00
Third Quarter	1,305.32	1,106.39	1,166.36
Fourth Quarter	1,161.06	752.44	903.25
2009			
First Quarter	934.70	676.53	797.87
Second Quarter	946.21	811.08	919.32
Third Quarter	1,071.66	879.13	1,057.08
Fourth Quarter	1,127.78	1,025.21	1,115.10
2010			
First Quarter	1,174.17	1,056.74	1,169.43
Second Quarter	1,217.28	1,030.71	1,030.71
Third Quarter	1,148.67	1,022.58	1,141.20
Fourth Quarter	1,259.78	1,137.03	1,257.64
2011			
First Quarter	1,343.01	1,256.88	1,325.83
Second Quarter	1,363.61	1,265.42	1,320.64
Third Quarter	1,353.22	1,119.46	1,131.42
Fourth Quarter	1,285.09	1,099.23	1,257.60
2012			
First Quarter	1,416.51	1,277.06	1,408.47
Second Quarter	1,419.04	1,278.04	1,362.16
Third Quarter	1,465.77	1,334.76	1,440.67
Fourth Quarter	1,461.40	1,353.33	1,426.19
2013			
First Quarter	1,569.19	1,457.15	1,569.19
Second Quarter	1,669.16	1,541.61	1,606.28
Third Quarter	1,725.52	1,614.08	1,681.55
Fourth Quarter	1,848.36	1,655.45	1,848.36
2014			
First Quarter	1,878.04	1,741.89	1,872.34
Second Quarter	1,962.87	1,815.69	1,960.23
Third Quarter	2,011.36	1,909.57	1,972.29
Fourth Quarter	2,090.57	1,862.49	2,058.90
2015			
First Quarter	2,117.39	1,992.67	2,067.89
Second Quarter	2,130.82	2,057.64	2,063.11
Third Quarter	2,128.28	1,867.61	1,920.03
Fourth Quarter	2,109.79	1,923.82	2,043.94



2016				
	First Quarter	2,063.95	1,829.08	2,059.74
	Second Quarter	2,119.12	2,000.54	2,098.86
	Third Quarter	2,190.15	2,088.55	2,168.27
	Fourth Quarter	2,271.72	2,085.18	2,238.83
2017				
	First Quarter	2,395.96	2,257.83	2,362.72
	Second Quarter	2,453.46	2,328.95	2,423.41
	Third Quarter*	2,480.91	2,409.75	2,471.65

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## Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022

### The S&P 500® Index (Continued)

	High	Low	Last
* Information for the third calendar quarter of 2017 includes data for the period from July 1, 2017 through August 31, 2017. Accordingly, the quarterly high, quarterly low and quarterly close data indicated are for this shortened period only and do not reflect complete data for the third calendar quarter of 2017.			

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## Market Linked Securities—Leveraged Upside Participation to a Cap and Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due September 6, 2022

### United States Federal Income Tax Considerations

The material tax consequences of your investment in the securities are summarized below. The discussion below supplements the discussion under “Material U.S. Federal Income Tax Consequences” in the accompanying prospectus supplement. Except as noted under “Non-U.S. Holders” below, this section applies to you only if you are a U.S. holder (as defined in the accompanying prospectus supplement) and you hold your securities as capital assets for tax purposes and does not apply to you if you are a member of a class of holders subject to special rules or are otherwise excluded from the discussion in the prospectus supplement (for example, if you did not purchase your securities in the initial issuance of the securities).

The U.S. federal income tax consequences of your investment in the securities are uncertain and the Internal Revenue Service could assert that the securities should be taxed in a manner that is different than described below. Pursuant to the terms of the securities, Barclays Bank PLC and you agree, in the absence of a change in law or an administrative or judicial ruling to the contrary, to characterize your securities as a pre-paid cash-settled derivative contract with respect to the Index. If your securities are so treated, you should generally recognize capital gain or loss upon the sale or maturity of your securities in an amount equal to the difference between the amount you receive at such time and the amount you paid for your securities. Such gain or loss should generally be long-term capital gain or loss if you have held your securities for more than one year.

In the opinion of our special tax counsel, Sullivan & Cromwell LLP, it would be reasonable to treat your securities in the manner described above. This opinion assumes that the description of the terms of the securities in this pricing supplement is materially correct.

As discussed further in the accompanying prospectus supplement, the Treasury Department and the Internal Revenue Service are actively considering various alternative treatments that may apply to instruments such as the securities, possibly with retroactive effect. Other alternative treatments for your securities may also be possible under current law. For example, it is possible that the securities could be treated as a debt instrument that is subject to the special tax rules governing contingent payment debt instruments. If your securities are so treated, you would be required to accrue interest income over the term of your securities and you would recognize gain or loss upon the sale or maturity of your securities in an amount equal to the difference, if any, between the amount you receive at such time and your adjusted basis in your securities. Any gain you

recognize upon the sale or maturity of your securities would be ordinary income and any loss recognized by you at such time would generally be ordinary loss to the extent of interest you included in income in the current or previous taxable years with respect to your securities, and thereafter would be capital loss.

For a further discussion of the tax treatment of your securities as well as other possible alternative characterizations, please see the discussion under the heading “Material U.S. Federal Income Tax Consequences—Notes Treated as Prepaid Forward or Derivative Contracts” in the accompanying prospectus supplement. You should consult your tax advisor as to the possible alternative treatments in respect of the securities. For additional, important considerations related to tax risks associated with investing in the securities, you should also examine the discussion in “Selected Risk Considerations—The U.S. Federal Tax Consequences Of An Investment In The Securities Are Unclear”, in this pricing supplement.

*Non-U.S. Holders.* The following replaces the discussion of Section 871(m) of the Internal Revenue Code in the accompanying prospectus supplement under “Material U.S. Federal Income Tax Consequences—Tax Consequences to Non-U.S. Holders—Section 871(m) Withholding.” The Treasury Department has issued regulations under Section 871(m) of the Internal Revenue Code which impose U.S. federal withholding tax on “dividend equivalent” payments made on certain contracts linked to U.S. corporations that are owned by non-U.S. holders. However, the regulations will only apply to a contract that is issued before January 1, 2018 if the contract is a “delta-one” contract (i.e., a contract that provides for “delta-one” exposure to underlying U.S. corporations). We have determined that the securities are not delta-one contracts for this purpose, and we therefore believe, and intend to take the position, that payments on the securities should not be subject to Section 871(m) withholding tax.

In addition, even if the securities were a delta-one contract, they would generally not be subject to Section 871(m) because they should generally be treated as referencing only a “qualified index”. However, the Index may not be treated as a qualified index with respect to a holder if the holder holds certain related short positions in the components of the Index. In addition, certain combination rules could apply to treat the securities as a delta-one contract with respect to a particular holder. Holders are urged to consult their tax advisors regarding the application of Section 871(m) to their securities, including the possibility that the Section 871(m) anti-abuse rule could apply to their securities.