

**Supplement Number 3 dated 14 November 2017
To the Base Prospectus dated 3 July 2017**



BARCLAYS BANK PLC
(Incorporated with limited liability in England and Wales)

\$20,000,000,000
GLOBAL COLLATERALISED MEDIUM TERM NOTES
supported by a limited recourse undertaking by Barclays CCP Funding LLP

This base prospectus supplement (the "Supplement") supplements, forms part of and should be read in conjunction with, the base prospectus dated 3 July 2017, as supplemented on 25 August 2017 and 20 October 2017 (the "Base Prospectus") prepared by Barclays Bank PLC (the "Bank" or the "Issuer") with respect to its \$20,000,000,000 Global Collateralised Medium Term Note Series (the "Global Collateralised Medium Term Note Series").

The Supplement has been approved by the Central Bank of Ireland (the "Central Bank"), as competent authority under Directive 2003/71/EC (the "Prospectus Directive"). The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive. This Supplement constitutes a base prospectus supplement for the purposes of the Prospectus Directive.

Terms defined in the Base Prospectus have the same meanings when used in this Supplement.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Barclays CCP Funding LLP (the "LLP") accepts responsibility for the information contained in this Supplement relating to it and the LLP Undertakings. To the best of the knowledge of the LLP (having taken all reasonable care to ensure that such is the case), such information is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus. To the extent that there is any inconsistency between any statement in herein and any statement in or incorporated by reference into the Base Prospectus, the statements herein will prevail.

Save as disclosed in this Supplement and in the previous supplements to the Base Prospectus, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the initial publication of the Base Prospectus.

This Supplement has been filed with and approved by the Central Bank as required by the Irish Prospectus (Directive 2003/71/EC) Regulations 2005.

Amendments to “Risk Factors”

The following text shall be inserted after the risk factor entitled “Ratings of the Global Collateralised Medium Term Notes” on pages 34 and 35 of the Base Prospectus

Risks related to Global Collateralised Medium Term Notes which are linked to "benchmarks"

The London Interbank Offered Rate (LIBOR), the Euro Interbank Offered Rate (EURIBOR) and other interest rate or other types of rates and indices which are deemed to be "benchmarks" are the subject of ongoing national and international regulatory discussions which may lead to reform. For example, on 27 July 2017, the UK Financial Conduct Authority announced that it will no longer persuade or compel banks to submit rates for the calculation of the LIBOR benchmark after 2021 (the “FCA Announcement”). The FCA Announcement indicates that the continuation of LIBOR on the current basis cannot and will not be guaranteed after 2021. On 21 September 2017, the European Central Bank announced that it would be part of a new working group tasked with the identification and adoption of a "risk free overnight rate" which can serve as a basis for an alternative to current benchmarks used in a variety of financial instruments and contracts in the euro area. Following the implementation of any such potential reforms, the manner of administration of benchmarks may change, with the result that they may perform differently than in the past, or the benchmark could be eliminated entirely, or there could be other consequences that cannot be predicted. The elimination of the LIBOR benchmark or any other benchmark, or changes in the manner of administration of any benchmark, could result in adverse consequences to holders of any securities linked to such benchmark. Furthermore, even prior to the implementation of any changes, uncertainty as to the nature of alternative reference rates and as to potential changes to such benchmark may adversely affect such benchmark during the term of the relevant Global Collateralised Medium Term Notes, the return on the relevant Global Collateralised Medium Term Notes and the trading market for securities based on the same benchmark. The "Terms and Conditions of the Global Collateralised Medium Term Notes" set out below provide for certain fallback arrangements in the event that a published benchmark, such as LIBOR, (including any page on which such benchmark may be published (or any successor service)) becomes unavailable.

Amendments to “Forward-Looking Statements”

The text of the section entitled “Forward-Looking Statements”, on page 54 of the Base Prospectus, shall be revised by the deletion of the first paragraph and the insertion of the following text:

This Base Prospectus and certain documents incorporated by reference herein contain certain forward-looking statements within the meaning of Section 21E of the US Securities Exchange Act of 1934, as amended, and Section 27A of the US Securities Act of 1933, as amended, with respect to the Group. The Bank cautions readers that no forward-looking statement is a guarantee of future performance and that actual results or other financial condition or performance measures could differ materially from those contained in the forward-looking statements. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements sometimes use words such as ‘may’, ‘will’, ‘seek’, ‘continue’, ‘aim’, ‘anticipate’, ‘target’, ‘projected’, ‘expect’, ‘estimate’, ‘intend’, ‘plan’, ‘goal’, ‘believe’, ‘achieve’ or other words of similar meaning. Examples of forward-looking statements include, among others, statements or guidance regarding or relating to the Group’s future financial position, income growth, assets, impairment charges, provisions, notable items, business strategy, structural reform, capital, leverage and other regulatory ratios, payment of dividends (including dividend pay-out ratios and expected payment strategies), projected levels of growth in the banking and financial markets, projected costs or savings, any commitments and targets and the impact of any regulatory deconsolidation resulting from the sell down of the Group’s interest in Barclays Africa Group Limited, estimates of capital expenditures and plans and objectives for future operations, projected employee numbers and other statements that are not historical fact. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. These may be affected by changes in legislation, the development of standards and interpretations under International Financial Reporting Standards, evolving practices with regard to the interpretation and application of accounting and regulatory standards, the outcome of current and future legal proceedings and regulatory investigations, future levels of conduct provisions, future levels of notable items, the policies and actions of governmental and regulatory authorities, geopolitical risks and the impact of competition. In addition, factors

including (but not limited to) the following may have an effect: capital, leverage and other regulatory rules (including with regard to the future structure of the Group) applicable to past, current and future periods; UK, US, Africa, Eurozone and global macroeconomic and business conditions; the effects of continued volatility in credit markets; market related risks such as changes in interest rates and foreign exchange rates; effects of changes in valuation of credit market exposures; changes in valuation of issued securities; volatility in capital markets; changes in credit ratings of any entities within the Group or any securities issued by such entities; the potential for one or more countries exiting the Eurozone; the implications of the exercise by the United Kingdom of Article 50 of the Treaty of Lisbon and the disruption that may result in the UK and globally from the withdrawal of the United Kingdom from the European Union; and the success of future acquisitions, disposals and other strategic transactions. A number of these influences and factors are beyond the Group's control. As a result, the Group's actual future results, dividend payments, and capital and leverage ratios may differ materially from the plans, goals, expectations and guidance set forth in the Group's forward-looking statements. Additional risks and factors which may impact the Group's future financial condition and performance are identified in the Group's filings with the SEC (including, without limitation, the Joint Annual Report (as defined in the "Information Incorporated by Reference" section below)) which are available on the SEC's website at www.sec.gov.

Amendments to "Information Incorporated by Reference"

The text of the section entitled "Information Incorporated by Reference", on page 55 of the Base Prospectus, shall be revised by the the insertion of the following text at the end of the bullet point list:

- the joint unaudited Q3 2017 results announcement of Barclays PLC and the Bank in respect of the nine months ended 30 September 2017, as filed with the SEC on Form 6-K on 26 October 2017 (the "Q3 2017 Results") (available at http://www.ise.ie/debt_documents/20-F%20Form_1682c02d-62c7-439b-8ac4-71bfc0739f45.PDF);
and
- the joint announcement of Barclays PLC and the Bank in respect of an update on structural reform as filed with the SEC on Form 6-K on 26 October 2017 (the "Structural Reform Announcement") (available at http://www.ise.ie/debt_documents/6-K%20Form_82ecdc02-ccf0-4e44-88de-b56b4172a318.PDF).

Amendments to "Information Relating to the Issuer – The Bank and the Group"

The text of the section entitled "Information Relating to the Issuer – The Bank and the Group" on page 57 of the Base Prospectus shall be revised by the deletion of the second paragraph and the insertion of the following text:

The Group is a transatlantic consumer, corporate and investment bank offering products and services across personal, corporate and wholesale banking, credit cards and wealth management, with a strong presence in the Group's two home markets of the UK and the US. The Group is focused on two core divisions – Barclays UK and Barclays International. Barclays UK comprises the UK retail banking operations, UK consumer credit card business, UK wealth management business and corporate banking for smaller businesses. Barclays International comprises the corporate banking franchise, the Investment Bank, the US and international cards business and international wealth management. Assets which do not fit the Group's strategic objectives will continue to be managed in Barclays Non-Core and designated for exit or run-down over time.

The text of the section entitled "Information Relating to the Issuer – The Bank and the Group – Legal Proceedings" on page 57 of the Base Prospectus shall be revised by the insertion of the following text at the end of the existing paragraph:

and (ii) the section entitled "Group Finance Director's Review – Other matters" on page 4 of the Q3 2017 Results.

The text of the section entitled "Information Relating to the Issuer – The Bank and the Group – Directors" on page 58 of the Base Prospectus, shall be revised by the deletion of footnote (1).

The text of the section entitled “Information Relating to the Issuer – The Bank and the Group – Significant Change Statement” on page 59 of the Base Prospectus, shall be revised by the insertion of "30 September 2017" in the place of “30 June 2017”.