BARCLAYS BANK PLC
Form 424B2
March 12, 2019

The information in this pricing supplement is not complete and may be changed. This pricing supplement and the accompanying prospectus and prospectus supplement do not constitute an offer to sell these Notes, and we are not soliciting an offer to buy these Notes in any state where the offer or sale is not permitted.

Subject to Completion

Preliminary Pricing Supplement dated March 12, 2019

Preliminary Pricing Supplement | Filed Pursuant to Rule 424(b)(2)

(To the Prospectus dated March 30, 2018 and the Prospectus Supplement dated July 18, 2016) | Registration No. 333 212571

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Buffered Phoenix AutoCallable Notes due March 23, 2022

Linked to the Least Performing Reference Asset of Three Equity Securities

Global Medium-Term Notes, Series A

Terms used in this pricing supplement, but not defined herein, shall have the meanings ascribed to them in the prospectus supplement.

Issuer: Barclays Bank PLC
Denominations: Minimum denomination of $1,000, and integral multiples of $1,000 in excess thereof
Initial Valuation Date: March 18, 2019
Issue Date: March 21, 2019
Final Valuation Date:* March 18, 2022
Maturity Date:* March 23, 2022
Reference Assets: The common stock of NVIDIA Corporation (NVIDIA), the common stock of Skyworks Solutions, Inc. (Skyworks) and the common stock of QUALCOMM Incorporated (QUALCOMM), as set forth in the following table:

Reference Asset	Bloomberg Ticker	Initial Value	Coupon Barrier Value
NVIDIA	NVDA UW <Equity>	$[•]	$[•]
Skyworks	SWKS UW <Equity>	$[•]	$[•]
QUALCOMM	QCOM UW <Equity>	$[•]	$[•]

Each of the securities noted above are referred to herein as a Reference Asset and, collectively, as the Reference Assets.
Buffer Percentage: 20.00%
Automatic Call: The Notes will not be automatically called by us for the first six months after the Issue Date. If, on any Observation Date prior to the Final Valuation Date, beginning with the second Observation Date, the Closing Value of ***each*** Reference Asset is *greater than* or *equal to* its respective Initial Value, the Notes will be automatically called for a cash payment per $1,000 principal amount Note equal to the Redemption Price payable on the Call Settlement Date. No further amounts will be payable on the Notes after the Call Settlement Date.
Payment at Maturity: If the Notes are *not* automatically called prior to scheduled maturity, and if you hold the Notes to maturity, you will receive on the Maturity Date a cash payment per $1,000 principal amount Note that you hold (in each case, in addition to any Contingent Coupon that may be payable on such date) determined as follows:

§ If the Reference Asset Return of the Least Performing Reference Asset is *greater than* or *equal to* -20.00%, you will receive a payment of $1,000 per $1,000 principal amount Note

§ If the Reference Asset Return of the Least Performing Reference Asset is *less than* -20.00%, you will receive an amount per $1,000 principal amount Note calculated as follows:

$1,000 + [$1,000 × (Reference Asset Return of the Least Performing Reference Asset + Buffer Percentage)]

If the Notes are not automatically called prior to scheduled maturity, and if the Reference Asset Return of the Least Performing Reference Asset is less than -20.00%, you will lose 1.00% of the principal amount of your Notes for every 1.00% that the Reference Asset Return of the Least Performing Reference Asset falls below -20.00%. You may lose up to 80.00% of the principal amount of your Notes at maturity.

Any payment on the Notes, including any repayment of principal, is not guaranteed by any third party and is subject to (a) the creditworthiness of Barclays Bank PLC and (b) the risk of exercise of any U.K. Bail-in Power (as further described on page PS-4 of this pricing supplement) by the relevant U.K. resolution authority. If Barclays Bank PLC were to default on its payment obligations or become subject to the exercise of any U.K. Bail-in Power (or any other resolution measure) by the relevant U.K. resolution authority, you might not receive any amounts owed to you under the Notes. See Consent to U.K. Bail-in Power and Selected Risk Considerations in this pricing supplement and Risk Factors in the accompanying prospectus supplement for more information.

Consent to U.K. Bail-in Power: Notwithstanding any other agreements, arrangements or understandings between Barclays Bank PLC and any holder of the Notes, by acquiring the Notes, each holder of the Notes 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 2 of this pricing supplement.

[*Terms of the Notes Continue on the Next Page*]

	Initial Issue Price(1)(2)	Price to Public	Agent s Commission(3)	Proceeds to Barclays Bank PLC
Per Note	$1,000	100%	3.50%	96.50%
Total	$[•]	$[•]	$[•]	$[•]

(1) Because dealers who purchase the Notes for sale to certain fee-based advisory accounts may forego some or all selling concessions, fees or commissions, the public offering price for investors purchasing the Notes in such fee-based advisory accounts may be between $965.00 and $1,000 per Note. Investors that hold their Notes in fee-based advisory or trust accounts may be charged fees by the investment advisor or manager of such account based on the amount of assets held in those accounts, including the Notes.

(2) Our estimated value of the Notes on the Initial Valuation Date, based on our internal pricing models, is expected to be between $910.00 and $937.10 per Note. The estimated value is expected to be less than the initial issue price of the Notes. See Additional Information Regarding Our Estimated Value of the Notes on page PS 3 of this pricing supplement.

(3) Barclays Capital Inc. will receive commissions from the Issuer of up to 3.50% of the principal amount of the Notes, or up to $35.00 per $1,000 principal amount. Barclays Capital Inc. will use these commissions to pay variable selling concessions or fees (including custodial or clearing fees) to other dealers. The actual commission received by Barclays Capital Inc. will be equal to the selling concession paid to such dealers.

Investing in the Notes involves a number of risks. See Risk Factors beginning on page S 7 of the prospectus supplement and Selected Risk Considerations beginning on page PS 10 of this pricing supplement.

The Notes will not be listed on any U.S. securities exchange or quotation system. Neither the U.S. Securities and Exchange Commission (the SEC) nor any state securities commission has approved or disapproved of these Notes or determined that this pricing supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The Notes constitute our unsecured and unsubordinated obligations. The Notes 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 Corporation or any other governmental agency or deposit insurance agency of the United States, the United Kingdom or any other jurisdiction.

Terms of the Notes*, *Continued

Contingent Coupon:	$35.00 per $1,000 principal amount Note, which is 3.50% of the principal amount per Note (based on a 14.00% per annum rate)
	If the Closing Value of ***each*** Reference Asset on an Observation Date is *greater than* or *equal to* its respective Coupon Barrier Value, you will receive a Contingent Coupon on the related Contingent Coupon Payment Date. If the Closing Value of ***any*** Reference Asset on an Observation Date is *less than* its Coupon Barrier Value, you will not receive a Contingent Coupon on the related Contingent Coupon Payment Date.
Contingent Coupon Payment Dates:*	With respect to any Observation Date, the fifth business day after such Observation Date, *provided* that the Contingent Coupon Payment Date with respect to the Final Valuation Date will be the Maturity Date
Observation Dates:*	The 18th of each March, June, September and December during the term of the Notes, beginning in June 2019, *provided* that the final Observation Date will be the Final Valuation Date
Call Settlement Date:	The Contingent Coupon Payment Date following the Observation Date on which an Automatic Call occurs
Initial Value:	With respect to each Reference Asset, the Closing Value on the Initial Valuation Date, as set forth in the table above
Coupon Barrier Value:	With respect to each Reference Asset, 60.00% of its Initial Value (rounded to the nearest cent), as set forth in the table above
Final Value:	With respect to each Reference Asset, the Closing Value on the Final Valuation Date
Redemption Price:	$1,000 per $1,000 principal amount Note that you hold, *plus* the Contingent Coupon that will otherwise be payable on the Call Settlement Date
Reference Asset Return:	With respect to each Reference Asset, an amount calculated as follows: $\frac{\text{Final Value} \quad \text{Initial Value}}{\text{Initial Value}}$
Least Performing Reference Asset:	The Reference Asset with the lowest Reference Asset Return, as calculated in the manner set forth above
Closing Value:	The term Closing Value has the meaning set forth under Reference Assets Equity Securities Special Calculation Provisions in the prospectus supplement
Calculation Agent:	Barclays Bank PLC
CUSIP / ISIN:	06747MJR8 / US06747MJR88

* **Subject to postponement, as described under Additional Terms of the Notes in this pricing supplement**

ADDITIONAL DOCUMENTS RELATED TO THE OFFERING OF THE NOTES

You should read this pricing supplement together with the prospectus dated March 30, 2018, as supplemented by the prospectus supplement dated July 18, 2016, relating to our Global Medium-Term Notes, Series A, of which these Notes are a part. This pricing supplement, together with the documents listed below, contains the terms of the Notes 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. You should carefully consider, among other things, the matters set forth under Risk Factors in the prospectus supplement and Selected Risk Considerations in this pricing supplement, as the Notes 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 Notes.

When you read the prospectus supplement, note that all references to the prospectus dated July 18, 2016, or to any sections therein, should refer instead to the accompanying prospectus dated March 30, 2018, or to the corresponding sections of that prospectus.

You may access these documents on the SEC website at 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 March 30, 2018:

https://www.sec.gov/Archives/edgar/data/312070/000119312518103150/d561709d424b3.htm

- Prospectus Supplement dated July 18, 2016:

http://www.sec.gov/Archives/edgar/data/312070/000110465916132999/a16-14463_21424b3.htm

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

CONSENT TO U.K. BAIL-IN POWER

Notwithstanding any other agreements, arrangements or understandings between us and any holder of the Notes, by acquiring the Notes, each holder of the Notes 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 a 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 Notes; (ii) the conversion of all, or a portion, of the principal amount of, interest on, or any other amounts payable on, the Notes 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 Notes such shares, securities or obligations); and/or (iii) the amendment or alteration of the maturity of the Notes, or amendment of the amount of interest or any other amounts due on the Notes, 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 Notes 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 Notes further acknowledges and agrees that the rights of the holders of the Notes 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 Notes 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 Risk Factors Risks Relating to the Securities Generally 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.

ADDITIONAL INFORMATION REGARDING OUR ESTIMATED VALUE OF THE NOTES

The final terms for the Notes will be determined on the date the Notes are initially priced for sale to the public, which we refer to as the Initial Valuation Date, based on prevailing market conditions on or prior to the Initial Valuation Date, and will be communicated to investors either orally or in a final pricing supplement.

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 Initial Valuation Date is based on our internal funding rates. Our estimated value of the Notes may 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 Notes on the Initial Valuation Date is expected to be less than the initial issue price of the Notes. The difference between the initial issue price of the Notes and our estimated value of the Notes is expected to result from several factors, including any sales commissions expected to be paid to Barclays Capital Inc. or another affiliate of ours, any selling concessions, discounts, commissions or fees expected 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 Notes, the estimated cost which we may incur in hedging our obligations under the Notes, and estimated development and other costs which we may incur in connection with the Notes.

Our estimated value on the Initial Valuation Date is not a prediction of the price at which the Notes may trade in the secondary market, nor will it be the price at which Barclays Capital Inc. may buy or sell the Notes 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 Notes in the secondary market but it is not obligated to do so.

Assuming that all relevant factors remain constant after the Initial Valuation Date, the price at which Barclays Capital Inc. may initially buy or sell the Notes 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 Initial Valuation Date for a temporary period expected to be approximately six months after the Issue Date because, in our discretion, we may elect to effectively reimburse to investors a portion of the estimated cost of hedging our obligations under the Notes and other costs in connection with the Notes which we will no longer expect to incur over the term of the Notes. 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 Notes and/or any agreement we may have with the distributors of the Notes. The amount of our estimated costs which 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 Notes 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 10 of this pricing supplement.

You may revoke your offer to purchase the Notes at any time prior to the Initial Valuation Date. We reserve the right to change the terms of, or reject any offer to purchase, the Notes prior to the Initial Valuation Date. In the event of any changes to the terms of the Notes, we will notify you and you will be asked to accept such changes in connection with your purchase. You may also choose to reject such changes in which case we may reject your offer to

purchase.

SELECTED PURCHASE CONSIDERATIONS

The Notes are not suitable for all investors. The Notes may be a suitable investment for you if all of the following statements are true:

- You do not seek an investment that produces fixed periodic interest or coupon payments or other non-contingent sources of current income, and you can tolerate receiving few or no Contingent Coupons over the term of the Notes in the event the Closing Value of any Reference Asset falls below its Coupon Barrier Value on one or more of the specified Observation Dates.

- You understand and accept that you will not participate in any appreciation of any Reference Asset, which may be significant, and that your return potential on the Notes is limited to the Contingent Coupons, if any, paid on the Notes.

- You can tolerate a loss of up to 80.00% of the principal amount of your Notes, and you are willing and able to make an investment that may have the full downside market risk of an investment in the Least Performing Reference Asset.

- You do not anticipate that the Closing Value of *any* Reference Asset will fall below its Coupon Barrier Value on any Observation Date or that the Reference Asset Return of *any* Reference Asset will be less than -20.00%.

- You understand and accept that you will not be entitled to receive dividends or distributions that may be paid to holders of the Reference Assets, nor will you have any voting rights with respect to the Reference Assets.

- You are willing and able to accept the individual market risk of each Reference Asset and understand that any decline in the value of one Reference Asset will not be offset or mitigated by a lesser decline or any potential increase in the value of any other Reference Asset.

- You understand and accept the risks that (a) you will not receive a Contingent Coupon if the Closing Value of *only one* Reference Asset is less than its Coupon Barrier Value on an Observation Date and (b) you will suffer a loss of your principal at maturity if the Reference Asset Return of *only one* Reference Asset is less than -20.00%.

- You understand and accept the risk that, if the Notes are not automatically called prior to scheduled maturity, the payment at maturity, if any, will be based *solely* on the Reference Asset Return of the Least Performing Reference Asset.

- You understand and are willing and able to accept the risks associated with an investment linked to the performance of the Reference Assets.

- You are willing and able to accept the risk that the Notes may be automatically called prior to scheduled maturity and that you may not be able to reinvest your money in an alternative investment with comparable risk and yield.

- You can tolerate fluctuations in the price of the Notes prior to scheduled maturity that may be similar to or exceed the downside fluctuations in the values of the Reference Assets.

- You do not seek an investment for which there will be an active secondary market and you are willing and able to hold the Notes to maturity if the Notes are not automatically called.

- You are willing and able to assume our credit risk for all payments on the Notes.

- You are willing and able to consent to the exercise of any U.K. Bail-in Power by any relevant U.K. resolution authority.

The Notes may not be a suitable investment for you if *any* of the following statements are true:

- You seek an investment that produces fixed periodic interest or coupon payments or other non-contingent sources of current income, and/or you cannot tolerate receiving few or no Contingent Coupons over the term of the Notes in the event the Closing Value of any Reference Asset falls below its Coupon Barrier Value on one or more of the specified Observation Dates.

- You seek an investment that participates in the full appreciation of any or all of the Reference Assets rather than an investment with a return that is limited to the Contingent Coupons, if any, paid on the Notes.

- You seek an investment that provides for the full repayment of principal at maturity, and/or you are unwilling or unable to accept the risk that you may lose some or all of the principal amount of your Notes in the event that the Final Value of the Least Performing Reference Asset falls below -20.00%.

- You anticipate that the Closing Value of *at least one* Reference Asset will decline during the term of the Notes such that the Closing Value of *at least one* Reference Asset will fall below its Coupon Barrier Value on one or more Observation Dates and/or the Reference Asset Return of *at least one* Reference Asset will fall below -20.00%.

- You are unwilling or unable to accept the individual market risk of each Reference Asset and/or do not understand that any decline in the value of one Reference Asset will not be offset or mitigated by a lesser decline or any potential increase in the value of any other Reference Asset.

- You do not understand and/or are unwilling or unable to accept the risks associated with an investment linked to the performance of the Reference Assets.

- You are unwilling or unable to accept the risk that the negative performance of *only one* Reference Asset may cause you to not receive Contingent Coupons and/or suffer a loss of principal at maturity, regardless of the performance of any other Reference Asset.

- You are unwilling or unable to accept the risk that the Notes may be automatically called prior to scheduled maturity.

- You seek an investment that entitles you to dividends or distributions on, or voting rights related to, the Reference Assets.

- You cannot tolerate fluctuations in the price of the Notes prior to scheduled maturity that may be similar to or exceed the downside fluctuations in the values of the Reference Assets.

- You seek an investment for which there will be an active secondary market, and/or you are unwilling or unable to hold the Notes to maturity if they are not automatically called.

- You prefer the lower risk, and therefore accept the potentially lower returns, of fixed income investments with comparable maturities and credit ratings.

- You are unwilling or unable to assume our credit risk for all payments on the Notes.

- You are unwilling or unable to consent to the exercise of any U.K. Bail-in Power by any relevant U.K. resolution authority.

You must rely on your own evaluation of the merits of an investment in the Notes. You should reach a decision whether to invest in the Notes after carefully considering, with your advisors, the suitability of the Notes in light of your investment objectives and the specific information set out in this pricing supplement, the prospectus supplement and the prospectus. Neither the Issuer nor Barclays Capital Inc. makes any recommendation as to the suitability of the Notes for investment.

ADDITIONAL TERMS OF THE NOTES

The Observation Dates (including the Final Valuation Date), the Contingent Coupon Payment Dates, any Call Settlement Date and the Maturity Date are subject to postponement in certain circumstances, as described under Reference Assets Least or Best Performing Reference Asset Scheduled Trading Days and Market Disruption Events for Securities Linked to the Reference Asset with the Lowest or Highest Return in a Group of Two or More Equity Securities, Exchange-Traded Funds and/or Indices of Equity Securities and Terms of the Notes Payment Dates in the accompanying prospectus supplement.

In addition, the Reference Assets and the Notes are subject to adjustment by the Calculation Agent under certain circumstances, as described under Reference Assets Equity Securities Share Adjustments Relating to Securities with an Equity Security as a Reference Asset in the accompanying prospectus supplement.

HYPOTHETICAL EXAMPLES OF AMOUNTS PAYABLE ON A SINGLE CONTINGENT COUPON PAYMENT DATE

The following examples demonstrate the circumstances under which you may receive a Contingent Coupon on a hypothetical Contingent Coupon Payment Date. The numbers appearing in these tables are purely hypothetical and are provided for illustrative purposes only. These examples do not take into account any tax consequences from investing in the Notes and make the following key assumptions:

§ *Hypothetical* Initial Value of each Reference Asset: 100.00*

§ *Hypothetical* Coupon Barrier Value for each Reference Asset: 60.00 (60.00% of the hypothetical Initial Value set forth above)*

* The ***hypothetical*** Initial Value of 100.00 and the ***hypothetical*** Coupon Barrier Value of 60.00 for each Reference Asset have been chosen for illustrative purposes only and do not represent likely Initial Values or Coupon Barrier Values for any Reference Asset. The actual Initial Value for each Reference Asset will be equal to its Closing Value on the Initial Valuation Date and the actual Coupon Barrier Value for each Reference Asset will be equal to 60.00% of its Initial Value.

For information regarding recent values of the Reference Assets, please see Information Regarding the Reference Assets in this pricing supplement.

Example 1: The Closing Value of each Reference Asset is greater than its Coupon Barrier Value on the relevant Observation Date.

Reference Asset	Closing Value on Relevant Observation Date
NVIDIA	90.00
Skyworks	105.00
QUALCOMM	135.00

Because the Closing Value of each Reference Asset is greater than its respective Coupon Barrier Value, you will receive a Contingent Coupon of $35.00 (3.50% of the principal amount per Note) on the related Contingent Coupon Payment Date.

Example 2: The Closing Value of one Reference Asset is greater than its Coupon Barrier Value on the relevant Observation Date and the Closing Value of at least one Reference Asset is less than its Coupon Barrier Value on the relevant Observation Date.

Reference Asset	**Closing Value on Relevant Observation Date**
NVIDIA	150.00
Skyworks	45.00
QUALCOMM	80.00

Because the Closing Value of at least one Reference Asset is less than its Coupon Barrier Value, you will not receive a Contingent Coupon on the related Contingent Coupon Payment Date.

Example 3: The Closing Value of each Reference Asset is less than its Coupon Barrier Value on the relevant Observation Date.

Reference Asset	**Closing Value on Relevant Observation Date**
NVIDIA	65.00
Skyworks	50.00
QUALCOMM	40.00

Because the Closing Value of at least one Reference Asset is less than its Coupon Barrier Value, you will not receive a Contingent Coupon on the related Contingent Coupon Payment Date.

Examples 2 and 3 demonstrate that you may not receive a Contingent Coupon on a Contingent Coupon Payment Date. If the Closing Value of any Reference Asset is below its Coupon Barrier Value on each Observation Date, you will not receive any Contingent Coupons during the term of the Notes.

In each of the examples above, because the Closing Value of at least one Reference Asset is below its Initial Value on the relevant Observation Date, the Notes will not be automatically called on such date. The Notes will be automatically called only if the Closing Value of each Reference Asset on an Observation Date prior to the Final Valuation Date, beginning with the second Observation Date, is greater than or equal to its respective Initial Value.

HYPOTHETICAL EXAMPLES OF AMOUNTS PAYABLE UPON AUTOMATIC CALL

The following examples demonstrate the hypothetical total return upon an Automatic Call under various circumstances. The total return as used in this pricing supplement is the number, expressed as a percentage, that results from comparing the aggregate payments per $1,000 principal amount Note to $1,000. The hypothetical total returns set forth below are for illustrative purposes only and may not be the actual total returns applicable to a purchaser of the Notes. The numbers appearing in the following tables and examples have been rounded for ease of analysis. The hypothetical examples below do not take into account any tax consequences from investing in the Notes.

Example 1: **The Notes are automatically called on the second Observation Date**.

Observation Date	**Is the Closing Value of *Any* Reference Asset Less Than its Coupon Barrier Value?**	**Is the Closing Value of *Any* Reference Asset Less Than its Initial Value?**	**Payment on Contingent Coupon Payment Date** (per $1,000 principal amount Note)
1	Yes	The Notes may *not* be called on the first Observation Date	$0.00
2	No	No	$1,035.00

Because the Closing Value of each Reference Asset on the second Observation Date (the first Observation Date on which the Notes may be automatically called) is greater than or equal to its Initial Value, the Notes are automatically called and you will receive the Redemption Price on the related Call Settlement Date.

The Notes will cease to be outstanding after the Call Settlement Date, and you will not receive any further payments on the Notes.

The total return on investment of the Notes is 3.50%.

Example 2: **The Notes are automatically called on the fourth Observation Date**.

Observation Date	**Is the Closing Value of *Any* Reference Asset Less Than its Coupon Barrier Value?**	**Is the Closing Value of *Any* Reference Asset Less Than its Initial Value?**	**Payment on Contingent Coupon Payment Date** (per $1,000 principal amount Note)
1	No	The Notes may *not* be called on the first Observation Date	$35.00
2	Yes	Yes	$0.00
3	Yes	Yes	$0.00
4	No	No	$1,035.00

Because the Closing Value of each Reference Asset on the fourth Observation Date is greater than or equal to its Initial Value, the Notes are automatically called and you will receive the Redemption Price on the related Call Settlement Date.

The Notes will cease to be outstanding after the Call Settlement Date, and you will not receive any further payments on the Notes.

The total return on investment of the Notes is 7.00%.

Each of the examples above demonstrate that the return on the Notes upon an Automatic Call will be limited to the Contingent Coupons that may be payable on the Notes up to and including the applicable Call Settlement Date. Each of these examples also demonstrates that a Contingent Coupon will be payable on a Contingent Coupon Payment Date only if the Closing Value of the Least Performing Reference Asset is greater than or equal to the Coupon Barrier Value on an Observation Date. If the Closing Value of the Least Performing Reference Asset on an Observation Date is less than the Coupon Barrier Value, you will not receive a Contingent Coupon on the related Contingent Coupon Payment Date. If the Closing Value of the Least Performing Reference Asset is less than its Coupon Barrier Value on each Observation Date, you will not receive any Contingent Coupons during the term of the Notes.

HYPOTHETICAL EXAMPLES OF AMOUNTS PAYABLE AT MATURITY

The following table illustrates the hypothetical payment at maturity under various circumstances. The numbers appearing in the following tables and examples have been rounded for ease of analysis. The hypothetical examples below do not take into account any tax consequences from investing in the Notes and make the following key assumptions:

§ *Hypothetical* Initial Value of each Reference Asset: 100.00*

§ *Hypothetical* Coupon Barrier Value for each Reference Asset: 60.00 (60.00% of the hypothetical Initial Value set forth above)*

§ You hold the Notes to maturity, and the Notes are NOT automatically called prior to scheduled maturity.

* The ***hypothetical*** Initial Value of 100.00 and the ***hypothetical*** Coupon Barrier Value of 60.00 for each Reference Asset have been chosen for illustrative purposes only and do not represent likely Initial Values or Coupon Barrier Values for any Reference Asset. The actual Initial Value for each Reference Asset will be equal to its Closing Value on the Initial Valuation Date and the actual Coupon Barrier Value for each Reference Asset will be equal to 60.00% of its Initial Value.

Final Value			Reference Asset Return				
NVIDIA	**Skyworks**	**QUALCOMM**	**NVIDIA**	**Skyworks**	**QUALCOMM**	**Reference Asset Return of the Least Performing Reference Asset**	**Payment at Maturity****
150.00	160.00	175.00	50.00%	60.00%	75.00%	50.00%	$1,000.00
145.00	150.00	140.00	45.00%	50.00%	40.00%	40.00%	$1,000.00
130.00	160.00	140.00	30.00%	60.00%	40.00%	30.00%	$1,000.00
120.00	135.00	125.00	20.00%	35.00%	25.00%	20.00%	$1,000.00
110.00	115.00	150.00	10.00%	15.00%	50.00%	10.00%	$1,000.00
100.00	120.00	110.00	0.00%	20.00%	10.00%	0.00%	$1,000.00
145.00	115.00	90.00	45.00%	15.00%	-10.00%	-10.00%	$1,000.00
80.00	95.00	102.00	-20.00%	-5.00%	2.00%	-20.00%	$1,000.00
80.00	70.00	145.00	-20.00%	-30.00%	45.00%	-30.00%	$900.00
90.00	60.00	80.00	-10.00%	-40.00%	-20.00%	-40.00%	$800.00
75.00	50.00	160.00	-25.00%	-50.00%	60.00%	-50.00%	$700.00
90.00	40.00	150.00	-10.00%	-60.00%	50.00%	-60.00%	$600.00
140.00	40.00	30.00	40.00%	-60.00%	-70.00%	-70.00%	$500.00
20.00	105.00	55.00	-80.00%	5.00%	-45.00%	-80.00%	$400.00
50.00	95.00	10.00	-50.00%	-5.00%	-90.00%	-90.00%	$300.00
0.00	90.00	105.00	-100.00%	-10.00%	5.00%	-100.00%	$200.00

** Per $1,000 principal amount Note, excluding the final Contingent Coupon that may be payable on the Maturity Date

The following examples illustrate how the payments at maturity set forth in the table above are calculated:

Example 1: **The Final Value of NVIDIA is 110.00, the Final Value of Skyworks is 115.00 and the Final Value of QUALCOMM is 150.00.**

Because NVIDIA has the lowest Reference Asset Return, NVIDIA is the Least Performing Reference Asset. Because the Reference Asset Return of the Least Performing Reference Asset is greater than or equal to -20.00%, you will receive a payment at maturity of $1,000 per $1,000 principal amount Note that you hold (*plus* the Contingent Coupon that will otherwise be payable on the Maturity Date).

Example 2: **The Final Value of NVIDIA is 145.00, the Final Value of Skyworks is 115.00 and the Final Value of QUALCOMM is 90.00.**

Because QUALCOMM has the lowest Reference Asset Return, QUALCOMM is the Least Performing Reference Asset. Because the Reference Asset Return of the Least Performing Reference Asset is greater than or equal to -20.00%, you will receive a payment at maturity of $1,000 per $1,000 principal amount Note that you hold (*plus* the Contingent Coupon that will otherwise be payable on the Maturity Date).

Example 3: The Final Value of NVIDIA is 90.00, the Final Value of Skyworks is 60.00 and the Final Value of QUALCOMM is 80.00.

Because Skyworks has the lowest Reference Asset Return, Skyworks is the Least Performing Reference Asset. Because the Reference Asset Return of the Least Performing Reference Asset is less than -20.00%, you will receive a payment at maturity of $800.00 per $1,000 principal amount Note that you hold, calculated as follows:

$1,000 + [$1,000 × (Reference Asset Return of the Least Performing Reference Asset + Buffer Percentage)]

$1,000 + [$1,000 × (-40.00% + 20.00%)] = $800.00

In addition, because the Final Value of each Reference Asset is greater than or equal to its Coupon Barrier Value, you will also receive the Contingent Coupon that will otherwise be payable on the Maturity Date.

Example 4: The Final Value of NVIDIA is 90.00, the Final Value of Skyworks is 40.00 and the Final Value of QUALCOMM is 150.00.

Because Skyworks has the lowest Reference Asset Return, Skyworks is the Least Performing Reference Asset. Because the Reference Asset Return of the Least Performing Reference Asset is less than -20.00%, you will receive a payment at maturity of $600.00 per $1,000 principal amount Note that you hold, calculated as follows:

$1,000 + [$1,000 × (Reference Asset Return of the Least Performing Reference Asset + Buffer Percentage)]

$1,000 + [$1,000 × (-60.00% + 20.00%)] = $600.00

In addition, because the Final Value of at least one Reference Asset is less than its Coupon Barrier Value, you will not receive a Contingent Coupon on the Maturity Date.

Example 5: The Final Value of NVIDIA is 140.00, the Final Value of Skyworks is 40.00 and the Final Value of QUALCOMM is 30.00.

Because QUALCOMM has the lowest Reference Asset Return, QUALCOMM is the Least Performing Reference Asset. Because the Reference Asset Return of the Least Performing Reference Asset is less than -20.00%, you will receive a payment at maturity of $500.00 per $1,000 principal amount Note that you hold, calculated as follows:

$1,000 + [$1,000 × Reference Asset Return of the Least Performing Reference Asset + Buffer Percentage]

$1,000 + [$1,000 × (-70.00% + 20.00%)] = $500.00

In addition, because the Final Value of at least one Reference Asset is less than its Coupon Barrier Value, you will not receive a Contingent Coupon on the Maturity Date.

Examples 3, 4 and 5 above demonstrate that, if the Notes are not automatically called prior to scheduled maturity, and if the Reference Asset Return of the Least Performing Reference Asset is less than -20.00%, you will lose 1.00% of the principal amount of your Notes for every 1.00% that the Reference Asset Return of such Reference Asset falls below -20.00%. You will not benefit in any way from the Reference Asset Return of any other Reference Asset being higher than the Reference Asset Return of the Least Performing Reference Asset.

***If the Notes are not automatically called prior to scheduled maturity*, you may lose up to 80.00% of the principal amount of your Notes. Any payment on the Notes, including the repayment of principal, is subject to the credit risk of Barclays Bank PLC.**

SELECTED RISK CONSIDERATIONS

An investment in the Notes involves significant risks. Investing in the Notes is not equivalent to investing directly in the Reference Assets. These risks are explained in more detail in the Risk Factors section of the prospectus supplement, including the risk factors discussed under the following headings of the prospectus supplement:

- Risk Factors Risks Relating to the Securities Generally ; and
- Risk Factors Additional Risks Relating to Securities with Reference Assets That Are Equity Securities, Indices of Equity Securities or Exchange-Traded Funds that Hold Equity Securities ; and
- Risk Factors Additional Risks Relating to Securities That We May Call or Redeem (Automatically or Otherwise).

In addition to the risks described above, you should consider the following:

- **Your Investment in the Notes May Result in a Significant Loss** The Notes differ from ordinary debt securities in that the Issuer will not necessarily repay the full principal amount of the Notes at maturity. If the Notes are not automatically called prior to scheduled maturity, and if the Reference Asset Return of the Least Performing Reference Asset is less than -20.00%, you will lose 1.00% of the principal amount of your Notes for every 1.00% that the Reference Asset Return of the Least Performing Reference Asset falls below -20.00%. ***You may lose up to 80.00% of the principal amount of your Notes***.

- **Potential Return Limited to the Contingent Coupons, If Any, and You Will Not Participate in Any Appreciation of Any Reference Asset** The potential positive return on the Notes is limited to the Contingent Coupons, if any, that may be payable during the term of the Notes. You will not participate in any appreciation in the value of *any* Reference Asset, which may be significant. If the Notes are automatically called prior to scheduled maturity, you will not receive more than the principal amount of your Notes, plus the Contingent Coupon that will otherwise be payable on the related Call Settlement Date. If the Notes are not automatically called prior to scheduled maturity and the Reference Asset Return of the Least Performing Reference Asset is less than -20.00%, you will not receive more than the principal amount of your Notes at maturity (*plus* a Contingent Coupon if one is payable in respect of the Final Valuation Date), even if one or more of the Reference Assets have appreciated over the term of the Notes. Any payment on the Notes, including the repayment of principal, is subject to the credit risk of Barclays Bank PLC.

- **You May Not Receive Any Contingent Coupon Payments on the Notes** The Issuer will not necessarily make periodic coupon payments on the Notes. You will receive a Contingent Coupon on a Contingent Coupon Payment Date *only* if the Closing Value of *each* Reference Asset on the related Observation Date is greater than or equal to its respective Coupon Barrier Value. If the Closing Value of any Reference Asset on an Observation Date is less than its Coupon Barrier Value, you will not receive a Contingent Coupon on the related Contingent Coupon Payment Date. If the Closing Value of *at least one* Reference Asset is less than its respective Coupon Barrier Value on each Observation Date, you will not receive any Contingent Coupons during the term of the Notes.

- **Because the Notes Are Linked to the Least Performing Reference Asset, You Are Exposed to Greater Risks of No Contingent Coupons and Sustaining a Significant Loss of Principal at Maturity Than If the Notes Were Linked to a Single Reference Asset** The risk that you will not receive any Contingent Coupons and lose a significant portion or all of your principal amount in the Notes at maturity is greater if you invest in the Notes as opposed to substantially similar securities that are linked to the performance of a single Reference Asset. With multiple Reference Assets, it is more likely that the Closing Value of any Reference Asset will be less than its Coupon Barrier Value on the specified Observation Dates or a Reference Asset Return of less than -20.00%, and therefore, it is more likely that you will not receive any Contingent Coupons and that you will suffer a significant loss of principal at maturity. Further, the performance of the Reference Assets may not be correlated or may be negatively correlated. The lower the correlation between multiple Reference Assets, the greater the potential for one of those Reference Assets to close below its Coupon Barrier Value on an Observation Date or have a Reference Asset Return below -20.00% on the Final Valuation Date, respectively.

It is impossible to predict what the correlation between the Reference Assets will be over the term of the Notes. The Reference Assets represent different equity markets. These different equity markets may not perform similarly over the term of the Notes.

Although the correlation of the Reference Assets performance may change over the term of the Notes, the Contingent Coupon rate is determined, in part, based on the correlation of the Reference Assets performance calculated using our internal models at the time when the terms of the Notes are finalized. A higher Contingent Coupon is generally associated with lower correlation of the Reference Assets, which reflects a greater potential for missed Contingent Coupons and for a loss of principal at maturity.

- **You Are Exposed to the Market Risk of Each Reference Asset** Your return on the Notes is not linked to a basket consisting of the Reference Assets. Rather, it will be contingent upon the independent performance of each Reference Asset. Unlike an instrument with a return linked to a basket of underlying assets in which risk is mitigated and diversified among all the components of the basket, you will be exposed to the risks related to each Reference Asset. Poor performance by any Reference Asset over the term of the Notes may negatively affect your return and will not be offset or mitigated by any increases or lesser declines in the value of any other Reference Asset. To receive a Contingent Coupon, the Closing Value of each Reference Asset must be greater than or equal to its Coupon Barrier Value on the applicable Observation Date. In addition, if the Notes have not been automatically called prior to scheduled maturity, and if the Reference Asset Return of any Reference Asset is less than -20.00%, you will lose 1.00% of the principal amount of your Notes for every 1.00% that the Reference Asset Return of the Least Performing Reference Asset falls below -20.00%. Accordingly, your investment is subject to the market risk of each Reference Asset.

• **The Notes Are Subject to Volatility Risk** Volatility is a measure of the degree of variation in the price of an asset (or level of an index) over a period of time. The Contingent Coupon is based on a number of factors, including the expected volatility of the Reference Assets. The Contingent Coupon will be paid at a per annum rate that is higher than the fixed rate that we would pay on a conventional debt security of the same tenor and is higher than it otherwise would have been had the expected volatility of the Reference Assets been lower. As volatility of a Reference Asset increases, there will typically be a greater likelihood that (a) the Closing Value of that Reference Asset on one or more Observation Dates will be less than its Coupon Barrier Value and (b) the Reference Asset Return of that Reference Asset will be less than -20.00%.

Accordingly, you should understand that a higher Contingent Coupon reflects, among other things, an indication of a greater likelihood that you will (a) not receive Contingent Coupons with respect to one or more Observation Dates and/or (b) incur a loss of principal at maturity than would have been the case had the Contingent Coupon been lower. In addition, actual volatility over the term of the Notes may be significantly higher than expected volatility at the time the terms of the Notes were determined. If actual volatility is higher than expected, you will face an even greater risk that you will not receive Contingent Coupons and/or that you will lose some of your principal at maturity for the reasons described above.

• **Automatic Call and Reinvestment Risk** While the original term of the Notes is as indicated on the cover page of this pricing supplement, the Notes will be automatically called if the Closing Value of *each* Reference Asset on an Observation Date prior to the Final Valuation Date, beginning with the second Observation Date, is greater than or equal to its Initial Value. If the Notes are automatically called, the holding period over which you may receive Contingent Coupons could be as short as approximately six months.

The Redemption Price that you receive on a Call Settlement Date, together with any Contingent Coupons that you may have received on prior Contingent Coupon Payment Dates, may be less than the aggregate amount of payments that you would have received had the Notes not been automatically called. There is no guarantee that you would be able to reinvest the proceeds from an investment in the Notes in a comparable investment with a similar risk in the event the Notes are automatically called prior to the Maturity Date. No additional payments will be due after the relevant Call Settlement Date. The automatic call feature may also adversely impact your ability to sell your Notes and the price at which they may be sold.

• **If the Notes Are Not Automatically Called Prior to Scheduled Maturity, the Payment at Maturity is Based Solely on the Closing Value of the Least Performing Reference Asset on the Final Valuation Date** If the Notes are not automatically called prior to scheduled maturity, the Final Values (and resulting Reference Asset Returns) will be based *solely* on the Closing Values of the Reference Assets on the Final Valuation Date, and your payment at maturity will be determined based solely on the performance of the Least Performing Reference Asset. Accordingly, if the value of the Least Performing Reference Asset drops on the Final Valuation Date, the payment at maturity on the Notes may be significantly less than it would have been had it been linked to the value of the Reference Asset at any time prior to such drop. If the Reference Asset Return of the Least Performing Reference Asset is less than -20.00%, you will suffer a loss of principal. Your losses will not be offset in any way by virtue of the Reference Asset Return of any other Reference Asset being higher than the Reference Asset Return of the Least Performing Reference Asset.

• **Credit of Issuer** The Notes are senior unsecured 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 Notes, including any Contingent Coupons and any payment upon an Automatic Call or at maturity, 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 Notes, and in the event Barclays Bank PLC were to default on its obligations, you may not receive any amounts owed to you under the terms of the Notes.

- **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 Notes, by acquiring the Notes, each holder of the Notes 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 Notes losing all or a part of the value of your investment in the Notes or receiving a different security from the Notes, which may be worth significantly less than the Notes 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 Notes. The exercise of any U.K. Bail-in Power by the relevant U.K. resolution authority with respect to the Notes 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 Notes. 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 Risk Factors Risks Relating to the Securities Generally 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.

- **Payment of the Principal Amount Applies Only at Maturity or upon Any Automatic Call** You should be willing to hold your Notes to maturity or any automatic call. Although the Notes provide for repayment of the principal amount of your Notes at maturity or upon any automatic call, if you sell your Notes prior to such time in the secondary market, if any, you may have to sell your Notes at a price that is less than the principal amount even if at that time the value of each Reference Asset has increased from its Initial Value. See Many Economic and Market Factors Will Impact the Value of the Notes below.

• **Owning the Notes is Not the Same as Owning the Reference Assets** The return on the Notes may not reflect the return you would realize if you actually owned the Reference Assets. As a holder of the Notes, you will not have voting rights or rights to receive dividends or other distributions or other rights that holders of any of the Reference Assets would have.

• **Historical Performance of the Reference Assets Should Not Be Taken as Any Indication of the Future Performance of the Reference Assets Over the Term of the Notes** The value of each Reference Asset has fluctuated in the past and may, in the future, experience significant fluctuations. The historical performance of a Reference Asset is not an indication of the future performance of that Reference Asset over the term of the Notes. The historical correlation between the Reference Assets is not an indication of the future correlation between them over the term of the Notes. Therefore, the performance of the Reference Assets individually or in comparison to each other over the term of the Notes may bear no relation or resemblance to the historical performance of any Reference Asset.

• **Single Equity Risk** The value of each Reference Asset can rise or fall sharply due to factors specific to the relevant Reference Asset and its issuer, such as stock price volatility, earnings, financial conditions, corporate, industry and regulatory developments, management changes and decisions and other events, as well as general market factors, such as general stock market volatility and levels, interest rates and economic and political conditions. We urge you to review financial and other information filed periodically with the SEC by the issuer of each Reference Asset. We have not undertaken any independent review or due diligence of any Reference Asset issuer s SEC filings or of any other publicly available information regarding any such issuer.

• **The Estimated Value of Your Notes is Expected to be Lower Than the Initial Issue Price of Your Notes** The estimated value of your Notes on the Initial Valuation Date is expected to be lower, and may be significantly lower, than the initial issue price of your Notes. The difference between the initial issue price of your Notes and the estimated value of the Notes is expected as a result of certain factors, such as any sales commissions expected to be paid to Barclays Capital Inc. or another affiliate of ours, any selling concessions, discounts, commissions or fees expected 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 Notes, the estimated cost which we may incur in hedging our obligations under the Notes, and estimated development and other costs which we may incur in connection with the Notes.

• **The Estimated Value of Your Notes 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 Notes on the Initial Valuation 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 benchmark debt securities trade in the secondary market. As a result of this difference, the estimated values referenced above might be lower if such estimated values were based on the levels at which our benchmark debt securities trade in the secondary market.

• **The Estimated Value of the Notes 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 Notes on the Initial Valuation 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 Notes may not be consistent with those of other financial institutions which may be purchasers or sellers of Notes in the secondary market. As a result, the secondary market price of your Notes may be materially different from the estimated value of the Notes determined by reference to our internal pricing models.

- **The Estimated Value of Your Notes Is Not a Prediction of the Prices at Which You May Sell Your Notes in the Secondary Market, if any, and Such Secondary Market Prices, If Any, Will Likely be Lower Than the Initial Issue Price of Your Notes and May be Lower Than the Estimated Value of Your Notes** The estimated value of the Notes 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 Notes 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 Notes 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 Notes. Further, as secondary market prices of your Notes 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 Notes such as fees, commissions, discounts, and the costs of hedging our obligations under the Notes, secondary market prices of your Notes will likely be lower than the initial issue price of your Notes. As a result, the price at which Barclays Capital Inc., other affiliates of ours or third parties may be willing to purchase the Notes from you in secondary market transactions, if any, will likely be lower than the price you paid for your Notes, 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 Notes 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 Notes** Assuming that all relevant factors remain constant after the Initial Valuation Date, the price at which Barclays Capital Inc. may initially buy or sell the Notes in the secondary market (if Barclays Capital Inc. makes a market in the Notes, 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 Notes on the Initial Valuation Date, as well as the secondary market value of the Notes, for a temporary period after the initial Issue Date of the Notes. The price at which Barclays Capital Inc. may initially buy or sell the Notes 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 Notes.

- **We and Our Affiliates May Engage in Various Activities or Make Determinations That Could Materially Affect the Notes in Various Ways and Create Conflicts of Interest** We and our affiliates play a variety of roles in connection with the issuance of the Notes, as described below. In performing these roles, our and our affiliates economic interests are potentially adverse to your interests as an investor in the Notes.

In connection with our normal business activities and in connection with hedging our obligations under the Notes, 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 Reference Assets. In any such market making, trading and hedging activity, 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 Notes. We and our affiliates have no obligation to take the needs of any buyer, seller or holder of the Notes 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 Notes.

In addition, the role played by Barclays Capital Inc., as the agent for the Notes, could present significant conflicts of interest with the role of Barclays Bank PLC, as issuer of the Notes and such compensation or financial benefit may serve as incentive to sell the Notes instead of other investments. For example, Barclays Capital Inc. or its representatives may derive compensation or financial benefit from the distribution of the Notes. Furthermore, we and our affiliates establish the offering price of the Notes 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, we will also act as the Calculation Agent for the Notes. As Calculation Agent, we will determine any values of the Reference Assets and make any other determinations necessary to calculate any payments on the Notes. 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 value of the Reference Assets are to be determined; if the Reference Assets are discontinued or if the sponsor of the Reference Assets fails to publish the Reference Assets, selecting a successor reference asset or, if no successor reference asset is available, determining any value necessary to calculate any payments on the Notes; and calculating the value of the Reference Assets on any date of determination in the event of certain changes in or modifications to the Reference Assets. In making these discretionary judgments, our economic interests are potentially adverse to your interests as an investor in the Notes, and any of these determinations may adversely affect any payments on the Notes.

- **Lack of Liquidity** The Notes 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 Notes but are not required to do so, and may discontinue any such secondary market making at any time, without notice. Barclays Capital Inc. may at any time hold unsold inventory, which may inhibit the development of a secondary market for the Notes. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the Notes easily. Because other dealers are not likely to make a secondary market for the Notes, the price at which you may be able to trade your Notes is likely to depend on the price, if any, at which Barclays Capital Inc. and other affiliates of Barclays Bank PLC are willing to buy the Notes. The Notes are not designed to be short-term trading instruments. Accordingly, you should be able and willing to hold your Notes to maturity.

- **Tax Treatment** Significant aspects of the tax treatment of the Notes are uncertain. You should consult your tax advisor about your tax situation. See Tax Considerations below.

- **Many Economic and Market Factors Will Impact the Value of the Notes** The value of the Notes will be affected by a number of economic and market factors that interact in complex and unpredictable ways and that may either offset or magnify each other, including:

  - the market price of, dividend rate on and expected volatility of the Reference Assets;
  - correlation (or lack of correlation) of the Reference Assets;
  - the time to maturity of the Notes;
  - interest and yield rates in the market generally;
  - a variety of economic, financial, political, regulatory or judicial events;
  - supply and demand for the Notes; and
  - our creditworthiness, including actual or anticipated downgrades in our credit ratings.

INFORMATION REGARDING THE REFERENCE ASSETS

We urge you to read the following section in the accompanying prospectus supplement: Reference Assets Equity Securities Reference Asset Issuer and Reference Asset Information. Companies with securities registered under the Securities Exchange Act of 1934, as amended, which is commonly referred to as the Exchange Act, and the Investment Company Act of 1940, as amended, which is commonly referred to as the 40 Act, are required to periodically file certain financial and other information specified by the SEC. Information provided to or filed with the SEC electronically can be accessed through a website maintained by the SEC. The address of the SEC s website is http://www.sec.gov. Information provided to or filed with the SEC pursuant to the Exchange Act or the 40 Act by the company issuing each Reference Asset can be located by reference to the respective SEC file number specified below.

The summary information below regarding each Reference Asset comes from each company s respective SEC filings. You are urged to refer to the SEC filings made by the relevant company and to other publicly available information (such as the company s annual report) to obtain an understanding of the company s business and financial prospects. The summary information contained below is not designed to be, and should not be interpreted as, an effort to present information regarding the financial prospects of any issuer or any trends, events or other factors that may have a positive or negative influence on those prospects or as an endorsement of any particular company. We have not undertaken any independent review or due diligence of the SEC filings of the issuer of any of the Reference Assets or of any other publicly available information regarding each such issuer.

Information from outside sources is not incorporated by reference in, and should not be considered part of, this pricing supplement or any accompanying prospectus or prospectus supplement. We have not undertaken any independent review or due diligence of the SEC filings of any Reference Asset or any other publicly available information regarding any Reference Asset.

We obtained the historical trading value information with respect to each Reference Asset set forth below from Bloomberg Professional® service (Bloomberg). We have not independently verified the accuracy or completeness of the information obtained from Bloomberg.

NVIDIA Corporation

According to publicly available information, NVDIA manufactures graphics processing units (GPUs).

Information filed by NVIDIA with the SEC under the Exchange Act can be located by reference to its SEC file number: 000 23985, or its CIK Code: 0001045810. The common stock of NVIDIA is listed on the Nasdaq Global Select Market under the ticker symbol NVDA.

Historical Performance of the Common Stock of NVIDIA

The graph below sets forth the historical performance of NVIDIA based on the daily Closing Prices from January 1, 2014 through March 11, 2019. ***These historical trading prices may have been adjusted to reflect certain corporate actions such as stock splits and reverse stock splits***.

Historical Performance of the Common Stock of NVIDIA Corporation

PAST PERFORMANCE IS NOT INDICATIVE OF FUTURE RESULTS

Skyworks Solutions, Inc.

According to publicly available information, Skyworks manufactures analog semiconductors for use in the aerospace, automotive, broadband, cellular infrastructure, connected home, industrial, medical, military, smartphone, tablet and wearable markets.

Information filed by Skyworks with the SEC under the Exchange Act can be located by reference to its SEC file number: 001 05560, or its CIK Code: 0000004127. The common stock of Skyworks is listed on the Nasdaq Global Select Market under the ticker symbol SWKS.

Historical Performance of the Common Stock of Skyworks

The graph below sets forth the historical performance of Skyworks based on the daily Closing Values from January 1, 2014 through March 11, 2019. ***These historical trading prices may have been adjusted to reflect certain corporate actions such as stock splits and reverse stock splits***.

Historical Performance of the Common Stock of Skyworks Solutions, Inc.

PAST PERFORMANCE IS NOT INDICATIVE OF FUTURE RESULTS

QUALCOMM Incorporated

According to publicly available information, QUALCOMM develops and commercializes technologies and products used in mobile devices and other wireless products, including network equipment, broadband gateway equipment and consumer electronic devices.

Information filed by QUALCOMM with the SEC under the Exchange Act can be located by reference to its SEC file number: 000 19528, or its CIK Code: 0001728949. The common stock of QUALCOMM is listed on the Nasdaq Stock Market under the ticker symbol QCOM.

Historical Performance of the Common Stock of QUALCOMM

The graph below sets forth the historical performance of QUALCOMM based on the daily Closing Values from January 1, 2014 through March 11, 2019. ***These historical trading values may have been adjusted to reflect certain corporate actions such as stock splits and reverse stock splits***.

Historical Performance of the Common Stock of QUALCOMM Incorporated

PAST PERFORMANCE IS NOT INDICATIVE OF FUTURE RESULTS

TAX CONSIDERATIONS

You should review carefully the sections entitled Material U.S. Federal Income Tax Consequences Tax Consequences to U.S. Holders Notes Treated as Prepaid Forward or Derivative Contracts with Associated (Contingent) Coupons and, if you are a non-U.S. holder, Tax Consequences to Non-U.S. Holders, in the accompanying prospectus supplement. The following discussion supersedes the discussion in the accompanying prospectus supplement to the extent it is inconsistent therewith.

In determining our reporting responsibilities, if any, we intend to treat (i) the Notes for U.S. federal income tax purposes as prepaid forward contracts with associated contingent coupons and (ii) any contingent coupon payments as ordinary income, as described in the section entitled Material U.S. Federal Income Tax Consequences Tax Consequences to U.S. Holders Notes Treated as Prepaid Forward or Derivative Contracts with Associated (Contingent) Coupons in the accompanying prospectus supplement. Our special tax counsel, Davis Polk & Wardwell LLP, has advised that it believes this treatment to be reasonable, but that there are other reasonable treatments that the Internal Revenue Service (the IRS) or a court may adopt.

Sale, exchange or redemption of a Note. Assuming the treatment described above is respected, upon a sale or exchange of the Notes (including redemption upon an automatic call or at maturity), you should recognize capital gain or loss equal to the difference between the amount realized on the sale or exchange and your tax basis in the Notes, which should equal the amount you paid to acquire the Notes (assuming contingent coupon payments are properly treated as ordinary income, consistent with the position referred to above). This gain or loss should be short-term capital gain or loss unless you hold the Notes for more than one year, in which case the gain or loss should be long-term capital gain or loss, whether or not you are an initial purchaser of the Notes at the issue price. The deductibility of capital losses is subject to limitations. If you sell your Notes between the time your right to a contingent coupon payment is fixed and the time it is paid, it is likely that you will be treated as receiving ordinary income equal to the contingent coupon payment. Although uncertain, it is possible that proceeds received from the sale or exchange of your Notes prior to a determination date but that can be attributed to an expected contingent coupon payment could be treated as ordinary income. You should consult your tax advisor regarding this issue.

As noted above, there are other reasonable treatments that the IRS or a court may adopt, in which case the timing and character of any income or loss on the Notes could be materially affected. In addition, in 2007 the U.S. Treasury Department and the IRS released a notice requesting comments on the U.S. federal income tax treatment of prepaid forward contracts and similar instruments. The notice focuses in particular on whether to require investors in these instruments to accrue income over the term of their investment. It also asks for comments on a number of related topics, including the character of income or loss with respect to these instruments and the relevance of factors such as the nature of the underlying property to which the instruments are linked. While the notice requests comments on appropriate transition rules and effective dates, any Treasury regulations or other guidance promulgated after consideration of these issues could materially affect the tax consequences of an investment in the Notes, possibly with retroactive effect. You should consult your tax advisor regarding the U.S. federal income tax consequences of an investment in the Notes, including possible alternative treatments and the issues presented by this notice.

Non-U.S. holders. Insofar as we have responsibility as a withholding agent, we do not currently intend to treat contingent coupon payments to non-U.S. holders (as defined in the accompanying prospectus supplement) as subject to U.S. withholding tax. However, non-U.S. holders should in any event expect to be required to provide appropriate Forms W-8 or other documentation in order to establish an exemption from backup withholding, as described under the heading Information Reporting and Backup Withholding in the accompanying prospectus supplement. If any withholding is required, we will not be required to pay any additional amounts with respect to amounts withheld.

Treasury regulations under Section 871(m) generally impose a withholding tax on certain dividend equivalents under certain equity linked instruments. A recent IRS notice excludes from the scope of Section 871(m) instruments issued prior to January 1, 2021 that do not have a delta of one with respect to underlying securities that could pay U.S.-source dividends for U.S. federal income tax purposes (each an Underlying Security). Based on our determination that the Notes do not have a delta of one within the meaning of the regulations, we expect that these regulations will not apply to the Notes with regard to non-U.S. holders. Our determination is not binding on the IRS, and the IRS may disagree with this determination. Section 871(m) is complex and its application may depend on your particular circumstances, including whether you enter into other transactions with respect to an Underlying Security. If necessary, further information regarding the potential application of Section 871(m) will be provided in the pricing supplement for the Notes. You should consult your tax advisor regarding the potential application of Section 871(m) to the Notes.

You should review the section entitled Material U.S. Federal Income Tax Consequences Tax Consequences to Non-U.S. Holders Foreign Account Tax Compliance Withholding in the accompanying prospectus supplement. The discussion in that section is modified to reflect regulations proposed by the U.S. Treasury Department indicating an intent to eliminate the requirement under FATCA of withholding on gross proceeds (other than amounts treated as interest) of the disposition of financial instruments. The U.S. Treasury Department has indicated that taxpayers may rely on these proposed regulations pending their finalization.

SUPPLEMENTAL PLAN OF DISTRIBUTION

We will agree to sell to Barclays Capital Inc. (the Agent), and the Agent will agree to purchase from us, the principal amount of the Notes, and at the price, specified on the cover of the related pricing supplement, the document that will be filed pursuant to Rule 424(b) containing the final pricing terms of the Notes. The Agent will commit to take and pay for all of the Notes, if any are taken.

We expect that delivery of the Notes will be made against payment for the Notes on the Issue Date indicated on the cover of this pricing supplement, is expected to be more than two business days following the Initial Valuation Date. Under Rule 15c6 1 of the Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in two business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Notes on any date prior to two business days before delivery will be required, by virtue of the fact that the Notes will initially settle in more than two business days, to specify alternative settlement arrangements to prevent a failed settlement. See Plan of Distribution (Conflicts of Interest) in the accompanying prospectus supplement.

The Notes are not intended to be offered, sold or otherwise made available to and may not be offered, sold or otherwise made available to any retail investor in the European Economic Area (EEA Retail Investor). For these purposes, an EEA Retail Investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended from time to time, MiFID); (ii) a customer within the meaning of Directive 2002/92/EC (as amended from time to time), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended from time to time, including by Directive 2010/73/EU). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended from time to time, the PRIIPs Regulation) for offering or selling the Notes or otherwise making them available to EEA Retail Investors has been prepared and therefore offering or selling such Notes or otherwise making them available to any EEA Retail Investor may be unlawful under the PRIIPs Regulation.