

**BARCLAYS BANK PLC**

(Incorporated with limited liability in England and Wales)

BARCLAYS CAPITAL (CAYMAN) LIMITED

(Incorporated as an exempted company with limited liability in the Cayman Islands)

(Guaranteed by Barclays Bank PLC)

**PROGRAMME FOR THE ISSUANCE OF STRUCTURED INVESTMENT MANAGEMENT PLAN
LINKED TO EQUITY (S.I.M.P.L.E.) NOTES****GLOBAL STRUCTURED SECURITIES PROGRAMME**

This Supplementary Prospectus dated 4 January 2012 (the "**Supplementary Prospectus**") is supplemental to and must be read in conjunction with each of the following: (i) the Base Prospectus dated 30 March 2011 as supplemented on 12 May 2011, 5 August 2011, 7 November 2011 and 14 December 2011 (the "**S.I.M.P.L.E. Base Prospectus**") in connection with the Programme for the issuance of Structured Investment Management Plan Linked to Equity (S.I.M.P.L.E.) Notes (the "**S.I.M.P.L.E. Programme**"); and (ii) the Base Prospectus dated 5 August 2011 as supplemented on 7 November 2011 and 14 December 2011 (the "**GSSP Base Prospectus**" and, together with the S.I.M.P.L.E. Base Prospectus, the "**Base Prospectuses**") in connection with the Global Structured Securities Programme for the issuance of structured Notes, Warrants and Certificates (the "**GSS Programme**" and, together with the S.I.M.P.L.E. Programme, the "**Programmes**"). The Base Prospectuses were prepared by Barclays Bank PLC (the "**Bank**") and Barclays Capital (Cayman) Limited ("**BCCL**") (each in its capacity as an issuer, an "**Issuer**" and, together, and where relevant, the "**Issuers**").

This Supplementary Prospectus constitutes a base prospectus supplement in respect of the Base Prospectuses for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and for the purpose of Section 87G of the UK Financial Services and Markets Act 2000. Investors should be aware of their rights under Section 87Q(4) of the UK Financial Services and Markets Act 2000.

Terms defined in the Base Prospectuses shall, unless the context otherwise requires, have the same meaning when used in this Supplementary Prospectus. This Supplementary Prospectus is supplemental to, and should be read in conjunction with each Base Prospectus and other supplements to the relevant Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this Supplementary Prospectus or any statement incorporated by reference into each of the Base Prospectuses by this Supplementary Prospectus and (b) any other statement in, or incorporated by reference in any Base Prospectus, the statements in (a) above shall prevail.

The Issuers accept responsibility for the information contained in this Supplementary Prospectus and declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplementary Prospectus is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import. Save as disclosed in this Supplementary Prospectus, no significant new factor, material mistake or inaccuracy relating to the information included in each of the Base Prospectuses which is capable of affecting the assessment of the securities issued under the Programmes has arisen or been noted, as the case may be, since the publication of each of the Base Prospectuses (as supplemented at the date hereof) issued by the Issuers.

This Supplementary Prospectus has been approved by the United Kingdom Financial Services Authority (the “FSA”), which is the United Kingdom competent authority for the purposes of the Prospectus Directive and the relevant implementing measures in the United Kingdom, as a base prospectus supplement issued in compliance with the Prospectus Directive and the relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of securities under the Programmes.

The purpose of this Supplementary Prospectus is to:

- (i) update certain ratings information relating to the expected ratings by Fitch Ratings Limited (“Fitch”) of securities issued by the Bank which is incorporated by reference in each Base Prospectus via the Barclays Bank PLC Registration Document dated 4 November 2011 (the “Registration Document”). This update is necessary following an announcement by Fitch on 16 December 2011 of revisions to those ratings;
- (ii) update certain information relating to proposals for UK banking reform which is incorporated by reference in each Base Prospectus via the Registration Document;
- (iii) update certain information incorporated by reference in each Base Prospectus via the Registration Document to reflect recent disposals made by the Bank; and
- (iv) add a new summary risk factor in the GSSP Base Prospectus in connection with sub-paragraph (ii) above.

1. Credit ratings

By virtue of this Supplementary Prospectus the reference to Fitch’s expected ratings of short term unsecured obligations of the Bank and long term obligations of the Bank in the Registration Document shall, for the purposes of being incorporated by reference in each of the Base Prospectuses, be deemed to be amended as follows:

	Previous	Current
Short term unsecured obligations	F1+ (rating watch negative)	F1
Long term obligations	AA- (rating watch negative)	A

2. Information relating to proposed UK banking reform and recent disposals

The following changes shall be deemed to be made to the Registration Document for the purposes of being incorporated by reference in each of the Base Prospectuses:

- (i) in the sub-section of the Registration Document entitled “Principal Risk Factors - Business conditions and the general economy” under the section headed “Risk Factors”, the words “in 2011” in the first line of the second paragraph are deleted;
- (ii) in the sub-section of the Registration Document entitled “Principal Risk Factors - Regulatory changes”:
 - (a) the following is inserted immediately following the second sentence in the first bullet point:

“The UK Government published its response to the ICB proposals in December 2011 and indicated that primary and secondary legislation relating to the proposed

ring-fence will be completed by May 2015, with UK banks and building societies expected to be compliant as soon as practicable thereafter, and the requirements relating to increased loss-absorbing capacity of ring-fenced banks and UK-headquartered global systemically important banks will be applicable from 1 January 2019.”;

- (b) all of the words from “Although” to “implementation,” are deleted from the third sentence of the first bullet point; and
 - (c) the lower case “c” in the word “changes” immediately following the word “implementation” referred to in sub-paragraph (b) above is deleted from the third sentence of the first bullet point and replaced with an upper case “C”, so as to start a new sentence;
- (iii) in the paragraph of the Registration Document entitled “Disposal of private equity fund interests to AXA Private Equity” under the section headed “The Bank and the Group – Acquisitions, Disposals and Recent Developments”, the final sentence is deleted and replaced with the following:

“The disposal was completed on 30 September 2011.”; and

- (iv) in the sub-section of the Registration Document entitled “Competition and Regulatory Matters - Regulatory change” under the section headed “The Bank and the Group”, the third sentence in the second paragraph is deleted and replaced with the following:

“The UK Government published its response to the ICB Proposals in December 2011 and indicated that primary and secondary legislation relating to the proposed ring-fence will be completed by May 2015, with UK banks and building societies expected to be compliant as soon as practicable thereafter, and the requirements relating to increased loss-absorbing capacity of ring-fenced banks and UK headquartered global systemically important banks will be applicable from 1 January 2019.”.

3. Changes to the Summary Risk Factors contained in the GSSP Base Prospectus

By virtue of this Supplementary Prospectus, a new bullet point risk factor is inserted after the bullet point risk factor on page 16 of the GSSP Base Prospectus in the section headed “Summary” which begins with the words “the Group’s participation in the Financial Services Compensation Scheme”, to read as follows:

- “• *UK Government plans to restructure UK banks and increase the amount of loss-absorbing capital required to be issued by UK banks may, if implemented, have a material impact on the Group’s results and financial condition.”.*

Barclays Capital

The date of this Supplementary Prospectus is 4 January 2012.