

**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 14 December 2011 (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 and 7 November 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 (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.

If the documents or sections of documents which are incorporated by reference in each of the Base Prospectuses by virtue of this Supplementary Prospectus themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of any of the Base Prospectuses for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference in, or attached to, each of the Base Prospectuses by virtue of this Supplementary Prospectus.

The purpose of this Supplementary Prospectus is to update certain ratings information relating to the expected ratings by Standard & Poor's Credit Market Services Europe Limited ("**Standard & Poor's**") 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 Standard & Poor's on 29 November 2011 of revisions to those ratings.

By virtue of this Supplementary Prospectus the reference to Standard & Poor'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	A-1+	A-1
Long term obligations	AA-	A+

Barclays Capital

The date of this Supplementary Prospectus is 14 December 2011.