

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 98918 / November 13, 2023

ADMINISTRATIVE PROCEEDING
File No. 3-21181

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In the Matter of	:	ORDER APPOINTING FUND
	:	ADMINISTRATOR, SETTING
Barclays PLC and Barclays Bank	:	ADMINISTRATOR’S BOND AMOUNT,
PLC,	:	AND AUTHORIZING PAYMENT OF FEES
	:	AND EXPENSES
Respondents.	:	
_____	:	

On September 29, 2022, the Commission issued an Order Instituting Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933 and Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order (the “Order”)¹ against Barclays PLC (“BPLC”) and Barclays Bank PLC (“BBPLC”) (collectively, the “Respondents”). In the Order, the Commission found that BBPLC failed to put into place any internal control around the real-time tracking of securities being offered or sold off of its Commission-registered shelf registration statements. According to the Order, as a result of this failure, between June 26, 2019 and March 9, 2022, BBPLC offered and sold an unprecedented amount of securities—cumulatively totaling approximately \$17.7 billion—in excess of what it had registered with the Commission, in violation of Sections 5(a) and 5(c) of the Securities Act. In connection with the over-issuances and internal control failure, BPLC and BBPLC restated their year-end 2021 audited financial statements filed with the Commission.

¹ Securities Act Rel. No. 11110 (Sept. 29, 2022).

The Commission ordered the Respondents to pay a \$200,000,000.00 civil penalty to the Commission. The Commission ordered the funds paid pursuant to the Order be held in an account at the United States Treasury (the “U.S. Treasury”) pending a decision whether the Commission, in its discretion, would seek to distribute the funds or, subject to Section 21F(g)(3), transfer them to the general fund of the U.S. Treasury.

On March 30, 2023, the Commission issued an order² that created a Fair Fund, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, so the penalty paid can be distributed to harmed investors (the “Fair Fund”).

The Fair Fund consists of the \$200,000,000.00 paid by the Respondents and has been deposited in a Commission-designated account at the U.S. Treasury. Any accrued interest will be added to the Fair Fund.

The Division of Enforcement (the “Division”) now seeks the appointment of KCC Class Action Services, LLC (“KCC” or “Fund Administrator”) as the fund administrator and requests that the administrator’s bond be set at \$200,000,000.00. KCC is included in the Commission’s approved pool of administrators.

The Division further requests that the Commission authorize the Office of Financial Management (“OFM”), at the direction of an Assistant Director of the Office of Distributions, to pay the Fund Administrator’s fees and expenses from the Fair Fund, so long as the total amount paid to the Fund Administrator, including the invoice to be paid, does not exceed the total amount of the approved cost proposal submitted by the Fund Administrator.

² Order Establishing a Fair Fund, Exchange Act Rel. No. 97221 (Mar. 30, 2023).

Accordingly, IT IS HEREBY ORDERED that:

- A. KCC is appointed as the Fund Administrator, pursuant to Rule 1105(a) of the Commission's Rules on Fair Fund and Disgorgement Plans ("Commission's Rules");³
- B. KCC shall obtain a bond in accordance with Rule 1105(c) of the Commission's Rules,⁴ in the amount of \$200,000,000.00;
- C. the Fund Administrator will submit invoices to the Commission staff for services rendered, in accordance with Rule 1105(d) of the Commission's Rules;⁵ and
- D. at the direction of an Assistant Director of the Office of Distributions, OFM is authorized to pay the Fund Administrator's fees and expenses from the Fair Fund, in accordance with Rule 1105(e) of the Commission's Rules,⁶ so long as the total amount paid to the Fund Administrator, including the invoice to be paid, does not exceed the total amount of the approved cost proposal submitted by the Fund Administrator.

For the Commission, by the Division of Enforcement, pursuant to delegated authority.⁷

Vanessa A. Countryman
Secretary

³ 17 C.F.R. § 201.1105(a).

⁴ 17 C.F.R. § 201.1105(c).

⁵ 17 C.F.R. § 201.1105(d).

⁶ 17 C.F.R. § 201.1105(e).

⁷ 17 C.F.R. § 200.30-4(a)(17) and 17 C.F.R. § 200.30-4(a)(21)(vi).