

BARCLAYS PLC
Form SC 13G
May 18, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. ___)*

BARCLAYS PLC

(Name of Issuer)

25p Ordinary Shares

(Title of Class of Securities)

06738E204

(CUSIP Number)

November 27, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 06738E204

NAME OF REPORTING PERSONS

1

International Petroleum Investment Company

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

The Emirate of Abu Dhabi, United Arab Emirates

SOLE VOTING POWER

5

0

NUMBER OF
SHARES

SHARED VOTING POWER

BENEFICIALLY
OWNED BY
EACH

6

2,063,273,339

REPORTING
PERSON

7

SOLE DISPOSITIVE POWER

WITH

0

SHARED DISPOSITIVE POWER

8

2,063,273,339

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,063,273,339

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

19.8%(1)

TYPE OF REPORTING PERSON (See Instructions)

12

CO

CUSIP No. 06738E204

1 NAME OF REPORTING PERSONS
 Kadin Holdings Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
 Instructions)
 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Territory of the British Virgin Islands

	5	SOLE VOTING POWER
NUMBER OF		0
SHARES		
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		2,063,273,339
EACH		
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON		0
WITH		
	8	SHARED DISPOSITIVE POWER
		2,063,273,339

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,063,273,339

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 19.8%(1)

12 TYPE OF REPORTING PERSON (See Instructions)
 CO

CUSIP No. 06738E204

NAME OF REPORTING PERSONS

1

PCP Gulf Invest 1 Limited(2)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

- (a)
- (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Bailiwick of Jersey

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED VOTING POWER

6

1,304,835,721

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

1,304,835,721

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,304,835,721

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

12.5%(1)

TYPE OF REPORTING PERSON (See Instructions)

12

CO

CUSIP No. 06738E204

NAME OF REPORTING PERSONS

1

PCP Gulf Invest 3 Limited(2)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

- (a)
- (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Bailiwick of Jersey

SOLE VOTING POWER

5

0

SHARED VOTING POWER

6

758,437,618

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

758,437,618

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

758,437,618

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

7.3%(1)

TYPE OF REPORTING PERSON (See Instructions)

12

CO

(1) Based on 8,371,830,617 Ordinary Shares as reported in Barclays PLC's Annual Report on Form 20-F filed with the Securities and Exchange Commission on March 24, 2009 (the "Form 20-F"), and an additional 2,063,273,339

Ordinary Shares issuable, in aggregate, to the filing persons upon conversion of certain Mandatorily Convertible Notes and exercise of certain Warrants as disclosed in the Form 20-F, for an aggregate of 10,435,103,956 Ordinary Shares currently issued and outstanding.

(2) PCP Gulf Invest 1 Limited (“PCP 1”) is the direct beneficial owner of 1,304,835,721 of the Ordinary Shares reported herein. PCP Gulf Invest 3 Limited (“PCP 3”) is the direct beneficial owner of 758,437,618 of the Ordinary Shares reported herein. PCP 1 and PCP 3 are wholly owned subsidiaries of Kadin Holdings Ltd. (“Kadin”), which in turn is a wholly owned subsidiary of International Petroleum Investment Company (“IPIC”). Pursuant to the rules and regulations of the Securities and Exchange Commission, IPIC and Kadin may be deemed to be beneficial owners of the Ordinary Shares of which PCP 1 and PCP 3 have direct beneficial ownership.

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Item 1.

(a) Name of Issuer

Barclays PLC

(b) Address of Issuer's Principal Executive Offices

1 Churchill Place
London E14 5HP
England

Item 2.

(a) Name of Person Filing

- | | |
|-----|--|
| (1) | International Petroleum Investment Company |
| (2) | Kadin Holdings Ltd. |
| (3) | PCP Gulf Invest 1 Limited |
| (4) | PCP Gulf Invest 3 Limited |

(b) Address of Principal Business Office or, if none, Residence

- | | |
|-----|---|
| (1) | Al Muhairy Center Office Tower |
| | Sheikh Zayed the 1st Street
P.O. Box 7528
Abu Dhabi
United Arab Emirates |
| (2) | No. 6, 3rd Floor, Qwomar Trading Building |
| | P.O. Box 875
Road Town, Tortola
British Virgin Islands |
| (3) | P.O. Box 1075 |
| | Elizabeth House
9 Castle Street
St. Helier JE4 2QP
Jersey |
| (4) | P.O. Box 1075 |
| | Elizabeth House
9 Castle Street
St. Helier JE4 2QP
Jersey |

(c) Citizenship

(1) The Emirate of Abu Dhabi, United Arab Emirates; International Petroleum Investment Company's sole shareholder is the Government of the Emirate of Abu Dhabi

(2) Territory of the British Virgin Islands

(3) Bailiwick of Jersey

(4) Bailiwick of Jersey

(d) Title of Class of Securities

25p Ordinary Shares

(e) CUSIP Number

06738E204

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

International Petroleum Investment Company and Kadin Holdings Ltd.:

(a) Amount beneficially owned: 2,063,273,339.

(b) Percent of class: 19.8%.

(c) Number of shares as to which the person has:

- | | | |
|-------|---|----------------|
| (i) | Sole power to vote or to direct the vote | 0. |
| (ii) | Shared power to vote or to direct the vote | 2,063,273,339. |
| (iii) | Sole power to dispose or to direct the disposition of | 0. |
| (iv) | Shared power to dispose or to direct the disposition of | 2,063,273,339. |

PCP Gulf Invest 1 Limited:

(a) Amount beneficially owned: 1,304,835,721.

(b) Percent of class: 12.5%.

(c) Number of shares as to which the person has:

- | | | |
|-------|---|----------------|
| (i) | Sole power to vote or to direct the vote | 0. |
| (ii) | Shared power to vote or to direct the vote | 1,304,835,721. |
| (iii) | Sole power to dispose or to direct the disposition of | 0. |
| (iv) | Shared power to dispose or to direct the disposition of | 1,304,835,721. |

PCP Gulf Invest 3 Limited:

(a) Amount beneficially owned: 758,437,618.

(b) Percent of class: 7.3%.

(c) Number of shares as to which the person has:

- | | | |
|-------|---|--------------|
| (i) | Sole power to vote or to direct the vote | 0. |
| (ii) | Shared power to vote or to direct the vote | 758,437,618. |
| (iii) | Sole power to dispose or to direct the disposition of | 0. |

(iv) Shared power to dispose or to direct the disposition of 758,437,618.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the shares of Ordinary Shares beneficially owned by the reporting persons.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Member of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 18, 2009

INTERNATIONAL PETROLEUM INVESTMENT
COMPANY

KADIN HOLDINGS LTD.

/s/ Khadem Al Qubaisi

Name: Khadem Al Qubaisi
Title: Managing Director

/s/ Khalifa Al Romaithi

Name: Khalifa Al Romaithi
Title: Sole Director

PCP GULF INVEST 1 LIMITED

PCP GULF INVEST 3 LIMITED

/s/ Khalifa Al Romaithi

Name: Khalifa Al Romaithi
Title: Director

/s/ Khalifa Al Romaithi

Name: Khalifa Al Romaithi
Title: Director

EXHIBIT INDEX

Exhibit 99.1 – Joint Filing Agreement

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