

# SECURITIES AND EXCHANGE COMMISSION

## FORM 6-K

Current report of foreign issuer pursuant to Rules 13a-16 and 15d-16 Amendments

Filing Date: **2013-01-28** | Period of Report: **2013-01-28**  
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### FILER

#### **BARCLAYS BANK PLC /ENG/**

CIK:[312070](#) | IRS No.: **000000000** | State of Incorpor.:**X0** | Fiscal Year End: **1231**  
Type: **6-K** | Act: **34** | File No.: **001-10257** | Film No.: **13551970**  
SIC: **6029** Commercial banks, nec

#### Mailing Address

*1 CHURCHILL PLACE  
E14 5HP  
LONDON ENGLAND X0 E14  
5HP*

#### Business Address

*1 CHURCHILL PLACE  
E14 5HP  
LONDON ENGLAND X0 E14  
5HP  
2124124000*

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 6-K**

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**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE  
SECURITIES EXCHANGE ACT OF 1934**

January 28, 2013

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**Barclays Bank PLC**

(Name of Registrant)

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**1 Churchill Place  
London E14 5HP  
England**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE REGISTRATION STATEMENT OF BARCLAYS BANK PLC ON FORM F-3 (NO. 333-169119) AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

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Exhibits are filed herewith in connection with the issuance of the following Global Medium-Term Notes, Series A (collectively, the “Notes”) by Barclays Bank PLC (the “Company”) on date of this report on Form 6-K, pursuant to the Company’ s automatic shelf registration statement on Form F-3 (File No. 333-169119):

- \$15,356,000 Fixed Rate Step-Up Callable Notes due January 28, 2028
- \$903,000 AutoCallable Yield Notes due January 27, 2014 Linked to the Lesser Performing Reference Asset of the S&P 500® Index and Market Vectors® Gold Miners ETF
- \$250,000 9.10% Exchangeable Notes due April 29, 2013 (Linked to the Common Stock of GameStop Corp.)
- US\$5,000,000 Capped Fixed-to-Floating Rate Notes due March 28, 2019

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Sullivan & Cromwell LLP, U.S. counsel to the Company, with respect to the validity of the Notes under New York law.
5.2	Opinion of Sullivan & Cromwell LLP, English counsel to the Company with respect to the Notes, as to certain matters under English law.

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### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each of the registrants has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorised.

BARCLAYS BANK PLC  
(Registrant)

Date: January 28, 2013

By: /s/ Sean Gordon

Name: Sean Gordon

Title: Managing Director

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3

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[Sullivan &amp; Cromwell LLP Letterhead]

January 28, 2013

Barclays Bank PLC,  
1 Churchill Place,  
London E14 5HP.

Ladies and Gentlemen:

We are acting as counsel to Barclays Bank PLC, a public limited company organized under the laws of England and Wales (the “Company”), in connection with the issuance and delivery of the debt securities identified in Annex A to this letter (the “Notes”). The Company filed with the Securities and Exchange Commission, on August 31, 2010, a registration statement on Form F-3ASR (File No. 333-169119) (the “Registration Statement”) under the Securities Act of 1933 (the “Act”) relating to, among other things, the proposed offer and sale of an unspecified principal amount of the Company’s senior, unsecured debt securities, including the Notes. The Notes are being issued under an indenture, dated as of September 16, 2004 (the “Indenture”), between the Company and The Bank of New York Mellon (formerly The Bank of New York), as trustee (the “Trustee”).

We have examined such corporate records, certificates and other documents, and such questions of United States federal and New York state law, as we have considered necessary or appropriate for the purposes of this opinion. Upon the basis

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of such examination, we advise you that, in our opinion, the Notes constitute valid and legally binding obligations of the Company, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors’ rights and to general equity principles.

The foregoing opinion is limited to the federal laws of the United States and the laws of the State of New York, and we are expressing no opinion as to the effect of the laws of any other jurisdiction. The foregoing opinion is delivered and is to be read in conjunction with the opinion of Sullivan & Cromwell LLP, dated the date hereof, regarding certain matters under the laws of England and Wales relevant to the foregoing opinion.

In rendering the foregoing opinion, we are not passing upon, and assume no responsibility for, any disclosure in the Registration Statement or any related prospectus or other offering material regarding the Company or the Notes or their offering and sale.

We have relied as to certain factual matters on information obtained from public officials, officers of the Company and other sources believed by us to be responsible, and we have assumed, without independent verification, that the Indenture has been duly authorized, executed and delivered by the Trustee, that the Notes conform to the specimens thereof examined by us, that the Notes have been duly authenticated by one of the Trustee’s authorized officers, that the Notes have been delivered against

payment as contemplated in the Registration Statement and that the signatures on all documents examined by us are genuine.

We hereby consent to the filing of this opinion as an exhibit to a Current Report on Form 6-K to be incorporated by reference in the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ SULLIVAN & CROMWELL LLP

3

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**Annex A**

<b>Title of Notes</b>	<b>Date of Issue</b>
\$15,356,000 Fixed Rate Step-Up Callable Notes due January 28, 2028	January 28, 2013
\$903,000 AutoCallable Yield Notes due January 27, 2014 Linked to the Lesser Performing Reference Asset of the S&P 500® Index and Market Vectors® Gold Miners ETF	January 28, 2013
\$250,000 9.10% Exchangeable Notes due April 29, 2013 (Linked to the Common Stock of GameStop Corp.)	January 28, 2013
US\$5,000,000 Capped Fixed-to-Floating Rate Notes due March 28, 2019	January 28, 2013

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[Sullivan &amp; Cromwell LLP]

28 January 2013

Barclays Bank PLC,  
1 Churchill Place,  
London E14 5HP.

Dear Sirs:

In connection with the issuance and delivery of the debt securities identified in Annex A to this letter (the “**Notes**”) under the senior debt indenture dated 16 September 2004 (the “**Indenture**”) between Barclays Bank PLC, as issuer, (the “**Company**”) and The Bank of New York Mellon, as trustee, we, as English special counsel to the Company, have examined:

- A. a copy of the articles of association of the Company;
  - B. an extract from the minutes of a meeting of the board of directors of the Company held on 14 April, 1994 which established the Fund Raising Committee of the board of directors (the “**Committee**”);
  - C. a copy of the minutes of the Committee for meetings held on (i) September 16, 2004 approving the establishment of a Medium-Term Notes, Series A program, with the notes issued thereunder to be governed by the Indenture, and (ii) July 29, 2010 approving the issue of the Notes subject to approval of the Notes by any Authorised Officer named therein (an “**Authorised Officer**”) or by an authorised delegatee of an Authorised Officer;
  - D. a certificate of an authorised officer of the Company dated 17 December 2012 and an e-mail from an Authorised Officer or authorised delegatee of an Authorised Officer approving the issue of the Notes dated 24 January, 27 January and 28 January 2013 (together, the “**Certificates**”); and
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such other corporate records, certificates and documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion.

**A. Due Formation and Authority of the Company**

For the purposes of this opinion, we have made the following searches and enquiries:

- (a) a search against the entries and filings shown in respect of the Company on the Companies House online service “Companies House Direct” at 1247 hours on 28 January 2013;
- (b) a telephone enquiry of the Central Registry of Winding-up Petitions made at 1307 hours on 28 January 2013; and
- (c) an online search of the register of authorised persons under the FSMA at 1248 hours on 28 January 2013.

Upon the basis of the examination, searches and enquiries described above (the “**Searches**”) it is our opinion that:

- (1) the Company is a company limited by shares validly incorporated and in existence in England;
- (2) the issue of the Notes has been duly authorised and executed by or on behalf of the Company; and
- (3) the issue of the Notes is in compliance with applicable English law.

For the purposes of giving the opinions expressed in paragraphs (1) to (3) above we have, with your consent, made the assumptions set out in section B below. The opinions set forth in this section A are qualified as set forth in section C below.

## **B. Assumptions**

For the purpose of giving the opinion we have, with your consent, assumed, without independent verification that:

- (a) all documents furnished to us as copies are genuine, authentic and complete and conform to the original documents of which they are copies and the genuineness of all signatures, stamps and seals thereon or on the original thereof;
- (b) the Certificates are accurate and complete as of the date of this opinion;
- (c) the minutes and other corporate documents are a true and complete record of the proceedings described therein and the resolutions set out in the minutes remain in full force and effect without modification;

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- (d) any person required to obtain any consent or authorisation in any jurisdiction other than England in connection with the issue of the Notes has obtained such consent or authorisation;
  - (e) there has been no alteration in the status of the Company as revealed by the Searches;
  - (f) no law of any jurisdiction outside England would render the issue of the Notes illegal or ineffective; and
  - (g) the Committee in resolving to issue the Notes has acted in good faith to promote the success and interests of the Company for the benefit of its members and in accordance with any other duty.

## **C. Qualifications**

1 The searches on Companies House Direct referred to in section A above are not conclusively capable of revealing whether or not:

- (i) a winding up order has been made in respect of the Company; or
- (ii) an administration order has been made in respect of the Company; or
- (iii) a receiver, administrative receiver or liquidator has been appointed in respect of the Company,

since notice of these matters might not be filed with the Registrar of Companies immediately and, when filed, might not be entered on the electronic records of the Company immediately.

2 The enquiries with the Central Registry of Winding-Up Petitions referred to in section A above relate only to a compulsory winding up and are not capable of revealing conclusively whether or not a winding up petition in respect of a compulsory

winding up has been presented since details of the petition may not have been entered on the records of the Central Registry of Winding-up Petitions immediately or, in the case of a petition presented to a County Court, may not have been notified to the Central Registry and entered on such records at all and the response to an enquiry only relates to the period of six months prior to the date when the enquiry was made.

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The foregoing opinion is limited to English law as at the date of this opinion and we are expressing no opinion as to the effect of the laws of any other jurisdiction. In particular, we express no opinion on European Union law as it affects any jurisdiction other than England, on matters of federal law of the United States, or on the laws of New York or any other State of the United States. No opinion is expressed on matters of fact. This opinion is governed by, and shall be construed in accordance with, English law. The foregoing opinion is delivered and is to be read in conjunction with the opinion of Sullivan & Cromwell LLP, dated the date hereof, regarding certain matters under the federal laws of the United States and the laws of the State of New York relevant to the foregoing opinion.

This opinion is provided in connection with the issue of the Notes and is not to be used for any other purpose. We hereby consent to the filing of this opinion as an exhibit to a Current Report on Form 6-K to be incorporated by reference in the Company's registration statement (the "**Registration Statement**") filed with the United States Securities and Exchange Commission on Form F-3 ASR (File No. 333-169119) under the United States Securities Act of 1933, as amended (the "**Act**"). In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ SULLIVAN & CROMWELL LLP

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**Annex A**

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