

Lloyds Banking Group plc
Form 424B2
November 20, 2013

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell nor are they soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Filed pursuant to Rule 424(b)(2)
Registration Nos. 333-189150
333-189150-01

Subject to Completion
Preliminary Prospectus Supplement dated November 20, 2013

PRELIMINARY PROSPECTUS SUPPLEMENT
(to prospectus dated June 7, 2013)

\$
Lloyds Bank plc
fully and unconditionally guaranteed by
Lloyds Banking Group plc
% Senior Notes due

The Senior Notes will be due on _____, (the "Senior Notes") and will bear interest at a rate of _____ % per year. From and including the date of issuance, interest will be paid on the Senior Notes on November _____ and May _____ of each year, beginning on May _____, 2014.

The Senior Notes will be issued in denominations of \$200,000 and in multiples of \$1,000 in excess thereof. The Senior Notes will constitute our direct, unconditional, unsecured and unsubordinated obligations ranking pari passu, without any preference among themselves, with all our other outstanding unsecured and unsubordinated obligations, present and future, except such obligations as are preferred by operation of law. The Senior Notes are fully and unconditionally guaranteed by Lloyds Banking Group plc.

We may redeem the Senior Notes, in whole but not in part, at any time at 100% of their principal amount plus accrued interest upon the occurrence of certain tax events described in this prospectus supplement and accompanying prospectus. We intend to apply to list the Senior Notes on the New York Stock Exchange in accordance with its rules.

Investing in the Senior Notes involves risks. See "Risk Factors" beginning on page S-4 of this prospectus supplement and as incorporated by reference herein.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Price to Public	Underwriting Discounts	Proceeds to us (before expenses)
Per Senior Note	%	%	%
Total	\$	\$	\$

Edgar Filing: Lloyds Banking Group plc - Form 424B2

The initial public offering price set forth above does not include accrued interest, if any. Interest on the Senior Notes will accrue from the date of issuance, which is expected to be November , 2013.

We may use this prospectus supplement and the accompanying prospectus in the initial sale of the Senior Notes. In addition, Lloyds Securities Inc. or another of our affiliates may use this prospectus supplement and the accompanying prospectus in a market-making transaction in the Senior Notes after their initial sale. In connection with any use of this prospectus supplement and the accompanying prospectus by Lloyds Securities Inc. or another of our affiliates, unless we or our agent informs you otherwise in your confirmation of sale, you may assume this prospectus supplement and the accompanying prospectus is being used in a market-making transaction.

We expect that the Senior Notes will be ready for delivery through the book-entry facilities of The Depository Trust Company and its participants including Clearstream Banking, S.A. (“Clearstream Luxembourg”) and Euroclear Bank S.A./NV (“Euroclear”) on or about November , 2013.

Joint Bookrunning Managers

Goldman, Sachs & Co. J.P. Morgan Lloyds Securities Morgan Stanley UBS Investment Bank

Prospectus Supplement dated November , 2013

TABLE OF CONTENTS

Prospectus Supplement

	Page
About this Prospectus Supplement	S-i
Incorporation of Information by Reference	S-ii
Forward-Looking Statements	S-iii
Summary	S-1
Risk Factors	S-4
Use of Proceeds	S-6
Capitalization of the Group	S-6
Ratio of Earnings to Fixed Charges	S-6
Description of the Senior Notes	S-7
Certain U.K. and U.S. Federal Tax Consequences	S-10
Underwriting	S-11
Legal Opinions	S-14
Experts	S-14
Prospectus	
About this Prospectus	1
Use of Proceeds	1
Lloyds Banking Group plc	1
Lloyds TSB Bank plc	2
Description of Debt Securities	2
Description of Preference Shares	16
Description of American Depositary Shares	21
Plan of Distribution	28
Legal Opinions	29
Experts	29
Enforcement of Civil Liabilities	30
Where You Can Find More Information	30
Incorporation of Documents by Reference	30
Cautionary Statement on Forward-Looking Statements	31

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus (including any free writing prospectus issued or authorized by us). Neither we nor the underwriters have authorized anyone to provide you with different information. Neither we nor the underwriters are making an offer of these securities in any state or jurisdiction where the offer is not permitted. You should assume that the information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference is accurate only as of their respective dates.

ABOUT THIS PROSPECTUS SUPPLEMENT

In this prospectus supplement, we use the following terms:

Edgar Filing: Lloyds Banking Group plc - Form 424B2

- “we,” “us,” “our” and “Lloyds Bank” mean Lloyds Bank plc;
- “LBG” means Lloyds Banking Group plc;
- “Group” means Lloyds Banking Group plc together with its subsidiaries and associated undertakings;

S-i

- “Issuer Group” means Lloyds Bank plc together with its subsidiaries and associated undertakings;
 - “SEC” refers to the Securities and Exchange Commission;
 - “pounds,” “sterling,” “pence,” “£” and “p” refer to the currency of the United Kingdom;
 - “dollars” and “\$” refer to the currency of the United States; and
- “euro” and “€” refer to the currency of the member states of the European Union (“EU”) that have adopted the single currency in accordance with the treaty establishing the European Community, as amended.

INCORPORATION OF INFORMATION BY REFERENCE

LBG files annual, semi-annual and special reports and other information with the Securities and Exchange Commission. You may read and copy any document that LBG files with the SEC at the SEC’s Public Reference Room, 100 F Street, N.E., Washington, D.C. 20549. You can call the SEC on 1-800-SEC-0330 for further information on the Public Reference Room. The SEC’s website, at <http://www.sec.gov>, contains, free of charge, reports and other information in electronic form that we have filed. You may also request a copy of any filings referred to below (excluding exhibits) at no cost, by contacting us at 25 Gresham Street, London EC2V 7HN, England, telephone +44 207 626 1500.

The SEC allows us and LBG to incorporate by reference much of the information that LBG files with them. This means:

- incorporated documents are considered part of this prospectus supplement;
- We and LBG can disclose important information to you by referring you to these documents; and
- information that LBG files with the SEC will automatically update and supersede this prospectus supplement.

We incorporate by reference (i) LBG’s Annual Report on Form 20-F for the fiscal year ended December 31, 2012 filed with the SEC on March 25, 2013; (ii) LBG’s report on Form 6-K filed with the SEC on August 2, 2013 including the interim results for the Group for the six months ended June 30, 2013, (iii) LBG’s report on Form 6-K filed with the SEC on August 2, 2013 disclosing the ratio of earnings to fixed charges and the ratio of combined fixed charges and preference dividends to earnings; (iv) LBG’s report on Form 6-K filed with the SEC on August 2, 2013 disclosing the Group’s capitalization and indebtedness on a consolidated basis as at June 30, 2013; (v) LBG’s report on Form 6-K filed with the SEC on August 21, 2013 announcing the sale of its German life insurance business Heidelberger Lebensversicherung AG; (vi) LBG’s report on Form 6-K filed with the SEC on September 11, 2013 announcing the agreement with Her Majesty’s Treasury regarding the divestment of TSB Bank plc; (vii) LBG’s report on Form 6-K filed with the SEC on September 20, 2013 in respect of the shareholding in LBG of UK Financial Investments Limited, a company wholly-owned by Her Majesty’s Treasury; (viii) LBG’s report on Form 6-K filed with the SEC on September 23, 2013 announcing the change of name from Lloyds TSB Bank plc to Lloyds Bank plc; (ix) LBG’s report on Form 6-K filed with the SEC on October 11, 2013 announcing the sale of its Australian operations; (x) LBG’s report on Form 6-K filed with the SEC on November 6, 2013 including the interim results for the Group for the nine months ended September 30, 2013, (xi) LBG’s report on Form 6-K filed with the SEC on November 6, 2013 disclosing the Group’s capitalization and indebtedness on a consolidated basis as at September 30, 2013; and (xii) LBG’s report on Form 6-K filed with the SEC on November 18, 2013 announcing the sale of its asset management business Scottish Widows Investment Partnership Group Limited.

We and LBG also incorporate by reference in this prospectus supplement and accompanying prospectus any future documents LBG may file with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) from the date of this prospectus supplement until the offering contemplated in this prospectus supplement is completed. Reports on Form 6-K that LBG may furnish to the SEC after the date of this prospectus supplement (or portions thereof) are incorporated by reference in this prospectus supplement only to the extent that the report expressly states that it is (or such portions are) incorporated by reference in this prospectus supplement.

S-ii

FORWARD-LOOKING STATEMENTS

From time to time, we or LBG may make statements, both written and oral, regarding assumptions, projections, expectations, intentions or beliefs about future events. These statements constitute “forward-looking statements” for purposes of the Private Securities Litigation Reform Act of 1995. We and LBG caution that these statements may and often do vary materially from actual results. Accordingly, neither we nor LBG can assure you that actual results will not differ materially from those expressed or implied by the forward-looking statements. You should read the sections entitled “Risk Factors” in this prospectus supplement and “Forward-Looking Statements” in LBG’s Annual Report on Form 20-F for the year ended December 31, 2012, which is incorporated by reference herein.

Neither we nor LBG undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, forward-looking events discussed in this prospectus supplement or any information incorporated by reference, might not occur.

SUMMARY

The following is a summary of this prospectus supplement and should be read as an introduction to, and in conjunction with, the remainder of this prospectus supplement, the accompanying prospectus and any documents incorporated by reference therein. You should base your investment decision on a consideration of this prospectus supplement, the accompanying prospectus and any documents incorporated by reference therein, as a whole. Words and expressions defined in “Description of the Senior Notes” below shall have the same meanings in this summary.

The Issuer

Lloyds Bank plc (“Lloyds Bank”) was incorporated under the laws of England and Wales on April 20, 1865 (registration number 2065). Lloyds Bank’s registered office is at 25 Gresham Street, London EC2V 7HN, United Kingdom, telephone number +44 (0) 20 7626 1500. Lloyds Bank plc is a wholly owned subsidiary of LBG. On September 23, 2013, Lloyds Bank changed its name from Lloyds TSB Bank plc to Lloyds Bank plc following the launch of TSB Bank on September 9, 2013, ahead of its divestment as required by a ruling by the European Commission in 2009.

The Senior Notes

Issuer	Lloyds Bank plc
Guarantor	Lloyds Banking Group plc
Notes	\$ _____ aggregate principal amount of _____ % Senior Notes due _____ (the “Senior Notes”).
Issue Date	November _____, 2013
Maturity	We will pay the Senior Notes at 100% of their principal amount plus accrued interest on _____, _____.
Interest Rate	The Senior Notes will bear interest at a rate of _____ % per annum.
Interest Payment Dates	Every November _____ and May _____, commencing on May _____, 2014.
Regular Record Dates	Interest will be paid to holders of record of the Senior Notes in respect of the principal amount thereof outstanding 15 calendar days preceding the relevant Interest Payment Date, whether or not a business day.
Ranking	The Senior Notes will constitute our direct, unconditional, unsecured and unsubordinated obligations ranking pari passu, without any preference among themselves, with all our other outstanding unsecured and unsubordinated obligations, present and future, except such obligations as are preferred by operation of law.
Guarantee	The Senior Notes are fully and unconditionally guaranteed by LBG. The guarantee will constitute LBG’s direct, unconditional, unsecured and unsubordinated obligations ranking pari passu with all of LBG’s other outstanding unsecured and unsubordinated obligations, present and future, except such obligations as are preferred by operation of law.
Additional Issuances	We may, without the consent of the holders of the Senior Notes, issue additional notes having the same ranking and same interest rate, maturity date, redemption

terms and other terms as the Senior Notes described in this prospectus supplement except for the price to the public and issue date, provided however that such additional notes must be fungible with the Senior Notes for U.S. federal income tax purposes. See “Description of the Senior Notes—Additional Issuances” in this prospectus supplement.

S-1

Tax Redemption	In the event of various tax law changes that require us to pay additional amounts and other limited circumstances as described under “Description of the Senior Notes—Tax Redemption” in this prospectus supplement and “Description of Debt Securities—Redemption” in the accompanying prospectus we may redeem all, but not less than all, of the Senior Notes prior to maturity.
Book-Entry Issuance, Settlement and Clearance	We will issue the Senior Notes in fully registered form in denominations of \$200,000 and integral multiples of \$1,000 in excess thereof. The Senior Notes will be represented by one or more global securities registered in the name of a nominee of DTC. You will hold beneficial interests in the Senior Notes through DTC and its direct and indirect participants, including Euroclear and Clearstream Luxembourg, and DTC and its direct and indirect participants will record your beneficial interest on their books. We will not issue certificated notes as described in the accompanying prospectus. Settlement of the Senior Notes will occur through DTC in same day funds. For information on DTC’s book-entry system, see “Description of Debt Securities—Form of Debt Securities; Book-Entry System” in the accompanying prospectus.
CUSIP	
ISIN	
Common Code	
Listing and Trading	We intend to apply to list the Senior Notes on the New York Stock Exchange.
Trustee and Principal Paying Agent	The Bank of New York Mellon, acting through its London office, a banking corporation duly organized and existing under the laws of the state of New York, as trustee, having its Corporate Trust Office at One Canada Square, London E14 5AL, United Kingdom, will act as the trustee and initial principal paying agent for the Senior Notes.
Timing and Delivery	We currently expect delivery of the Senior Notes to occur on November 1, 2013, which will be the first business day following the pricing of the Senior Notes (such settlement cycle being referred to as “T+ 1”). Trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade Senior Notes on the date of pricing or the next succeeding business day will be required, by virtue of the fact that the Senior Notes initially will settle in T+ 1, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Purchasers of Senior Notes who wish to trade Senior Notes on the date of pricing or the next business day should consult their own advisors.
Use of Proceeds	We intend to use the net proceeds of the offering for general corporate purposes.

Joint Bookrunning Managers	Goldman, Sachs & Co., J.P. Morgan Securities LLC, Lloyds Securities Inc., Morgan Stanley & Co. LLC, UBS Securities LLC
Conflict of Interest	A conflict of interest (as defined by Rule 5121 of FINRA) may exist as Lloyds Securities Inc., an affiliate of the Issuer, may participate in the distribution of the Senior Notes. For further information, see “Underwriting.”
Governing Law	The senior debt securities indenture, the Senior Notes and the guarantee are governed by, and construed in accordance with, the laws of the State of New York.

RISK FACTORS

Prospective investors should consider carefully the risk factors incorporated by reference into this prospectus supplement and as set out below as well as the other information set out elsewhere in this prospectus supplement (including any other documents incorporated by reference herein) and reach their own views prior to making any investment decision with respect to the Notes.

Set out below and incorporated by reference herein are certain risk factors which could have a material adverse effect on our business, operations, financial condition or prospects and cause our future results to be materially different from expected results. Our results could also be affected by competition and other factors. These factors should not be regarded as a complete and comprehensive statement of all potential risks and uncertainties we face. We have described only those risks relating to our operations or an investment in the Notes that we consider to be material. There may be additional risks that we currently consider not to be material or of which we are not currently aware, and any of these risks could have the effects set forth below. All of these factors are contingencies which may or may not occur and we are not in a position to express a view on the likelihood of any such contingency occurring. Investors should note that they bear our solvency risk. Each of the risks highlighted below could have a material adverse effect on the amount of principal and interest which investors will receive in respect of the Notes. In addition, each of the highlighted risks could adversely affect the trading price of the Notes or the rights of investors under the Notes and, as a result, investors could lose some or all of their investment. You should consult your own financial, tax and legal advisers regarding the risks of an investment in the Notes.

We believe that the factors described below as relating to the Notes represent the principal risks inherent in investing in Notes, but we may be unable to pay interest, principal or other amounts on or in connection with the Notes for other reasons and we do not represent that the statements below regarding the risks of holding the Notes are exhaustive. Prospective investors should also read the detailed information set out elsewhere in this prospectus supplement (including any documents deemed to be incorporated by reference herein) and reach their own views prior to making any investment decision.

Risks relating to Lloyds Bank, LBG and the Group

For a description of the risks associated with Lloyds Bank, LBG and the Group, see the section entitled “Risk Factors” of our Annual Report on Form 20-F for the year ended December 31, 2012, which is incorporated by reference herein.

Risks relating to the Senior Notes

The Senior Notes are unsecured and are effectively subordinated to our secured indebtedness.

Our Senior Notes are unsecured, will be effectively subordinated to all secured indebtedness we may incur, to the extent of the assets securing such indebtedness. The indenture relating to our Senior Notes does not restrict our ability to incur secured indebtedness in the future. In the event of our insolvency, bankruptcy, liquidation, reorganization, dissolution or winding up, to the extent we have granted security over our assets, the assets securing such indebtedness will be used to satisfy the obligations under such indebtedness before we can make payments on the Senior Notes. There may only be limited assets available to make payments on the Senior Notes in the event of an acceleration of the Senior Notes and we may not have sufficient assets to pay amounts due on any or all of our Senior Notes then outstanding.

An active trading market may not develop for the Senior Notes.

Edgar Filing: Lloyds Banking Group plc - Form 424B2

Prior to the offering, there was no existing trading market for the Senior Notes. We intend to apply for listing of the Senior Notes on the New York Stock Exchange. If, however, an active trading market does not develop or is not maintained, the market price and liquidity of the Senior Notes may be adversely affected. In that case, holders of the Senior Notes may not be able to sell Senior Notes at a particular time or may not be able to sell Senior Notes at a favorable price. The liquidity of any market for the Senior Notes will depend on a number of factors including:

- the number of holders of the Senior Notes;

S-4

- Lloyds Bank's and LBG's credit ratings published by major credit rating agencies;
 - our financial performance;
 - the market for similar securities;
- the interest of securities dealers in making a market in the notes; and
 - prevailing interest rates.

We cannot assure you that an active market for the notes will develop or, if developed, that it will continue.

Lloyds Bank's and LBG's credit ratings may not reflect all risks of an investment in the Senior Notes and the guarantee, and a downgrade in credit ratings could adversely affect the trading prices of the Senior Notes.

LBG's credit ratings may not reflect the potential impact of all risks relating to the market values of the Senior Notes and the guarantee. However, real or anticipated changes in Lloyds Bank's or LBG's credit ratings will generally affect the market values of the Senior Notes and the guarantee. Credit rating agencies continually revise their ratings for companies that they follow, including Lloyds Bank and LBG and as such, the credit rating of Lloyds Bank and LBG may be revised, suspended or withdrawn at any time by the assigning rating organization at their sole discretion. Any ratings downgrade could adversely affect the trading prices of the Senior Notes or the trading markets for the Senior Notes to the extent trading markets for the Senior Notes develop, and any ratings improvement will not necessarily increase the value of the Senior Notes and will not reduce market risk and other investment risks related to the Senior Notes. Credit ratings (i) do not reflect the risk that interest rates may rise, which may affect the values of the Senior Notes, which accrue interest at a fixed rate, (ii) do not address the price, if any, at which the Senior Notes may be resold prior to maturity (which may be substantially less than the original offering price of the Senior Notes), and (iii) are not recommendations to buy, sell or hold the Senior Notes.

We may redeem the Senior Notes at any time for certain tax reasons.

We may redeem the Senior Notes at any time in whole (but not in part) upon the occurrence of certain tax changes as described in this prospectus supplement and accompanying prospectus.

As the Senior Notes pay a fixed rate of interest, it is possible you may receive below-market interest.

As the interest payable on the Senior Notes accrues at a fixed rate, there can be no guarantee that the interest you will receive will be greater than market interest rates at any time during the term of the Senior Notes. Neither we nor LBG have any control over a number of factors that may affect market interest rates, including economic, financial, and political events that are important in determining the existence, magnitude, and longevity of these risks and their results.

You should have a view as to the applicable fixed interest rate on the Senior Notes and their levels relative to market interest rates before investing.

The Senior Notes may not be a suitable investment for investors.

An investor should reach a decision to invest in the Senior Notes after carefully considering, in conjunction with his or her advisors, the suitability of the Senior Notes in light of his or her investment objectives and the other information set out in this prospectus supplement and the prospectus. Neither the Issuer nor the Underwriters makes any

recommendation as to whether the Senior Notes are a suitable investment for any person.

The Senior Notes are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation, the Deposit Insurance Fund, or any other government agency.

The Senior Notes are our obligations but are not bank deposits. In the event of our insolvency, the Senior Notes will rank equally with our other unsecured, unsubordinated obligations and will not have the benefit of any insurance or guarantee of the Federal Deposit insurance Corporation, The Deposit Insurance Fund, or any other government agency.

Investors should be aware that the materialization of any of the above risks (including those risks incorporated herein by reference) may adversely affect the value of the Senior Notes and the guarantee.

S-5

USE OF PROCEEDS

The net proceeds from the sale of the Senior Notes, less the underwriting compensation stated on the cover of this prospectus supplement and expenses payable by us estimated at \$, are estimated to be \$. These proceeds will be used for general corporate purposes.

CAPITALIZATION OF THE GROUP

The Group's capitalisation and indebtedness on a consolidated basis in accordance with IFRS as at September 30, 2013 is set out in the report on Form 6-K dated November 6, 2013, which is incorporated by reference herein.

RATIO OF EARNINGS TO FIXED CHARGES

The Group's ratio of earnings to fixed charges as at June 30, 2013 and for the years ended December 31, 2012, 2011, 2010, 2009 and 2008 is set out in the report on Form 6-K dated August 2, 2013, which is incorporated by reference herein.

S-6

DESCRIPTION OF THE SENIOR NOTES

The following is a summary of certain terms of the Senior Notes. It supplements the description of the general terms of the debt securities of any series we may issue contained in the accompanying prospectus under the heading “Description of Debt Securities”. If there is any inconsistency between the following summary and the description in the accompanying prospectus, the following summary governs.

The Senior Notes will be issued in an aggregate principal amount of \$ _____ and will mature on November _____, _____. From and including the date of issuance, interest will accrue on the Senior Notes at a rate of _____ % per annum. Interest will accrue from November _____, 2013. Interest will be payable semi-annually in arrears on November _____ and May _____ of each year, commencing on May _____, 2014. Interest will be paid to holders of record of the Senior Notes in respect of the principal amount thereof outstanding 15 calendar days preceding the relevant interest payment date, whether or not a business day.