Lloyds Banking Group plc
Form 424B5
April 18, 2012

The information in this preliminary pricing supplement is not complete and may be changed. A registration statement relating to the securities has been filed with the Securities and Exchange Commission. This preliminary pricing supplement is not an offer to sell these securities and is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale of securities is not permitted.

Subject to Completion, dated April 18, 2012 | Filed Pursuant to Rule 424(b)(5)
Preliminary Pricing Supplement No. 12/A* | Registration Nos. 333-167844 and 333-167844-01
(To Prospectus Supplement dated June 6, 2011 | April , 2012
and Prospectus dated December 22, 2010)

US $

Lloyds TSB Bank plc
fully and unconditionally guaranteed by Lloyds Banking Group plc
Senior Callable 6-Month USD LIBOR and S&P 500® Index Range Accrual Notes due April 27, 2027
Medium-Term Notes, Series A

As further described below, subject to our Redemption Right, interest will accrue quarterly on the Notes at a rate of 7.50% per annum for each day that (A) 6-Month USD LIBOR is greater than or equal to 0.00% and less than or equal to 6.00% and (B) the closing level of the S&P 500® Index is greater than or equal to 900.

SUMMARY TERMS	
Issuer:	Lloyds TSB Bank plc
Guarantor:	Lloyds Banking Group plc. The Notes are fully and unconditionally guaranteed by the Guarantor. The Guarantees will constitute the Guarantor's direct, unconditional, unsecured and unsubordinated obligations ranking pari passu with all of the Guarantor's other outstanding unsecured and unsubordinated obligations, present and future, except such obligations as are preferred by operation of law.
Aggregate Principal Amount:	$.
Stated Principal Amount:	$1,000 per note
Notes:	Senior Callable 6-Month USD LIBOR and S&P 500® Index Range Accrual Notes due April 27, 2027, Medium-Term Notes, Series A (each a "Note" and collectively, "the Notes")
Ranking:	The 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.
CUSIP / ISIN:	5394E8AQ2 / US5394E8AQ27
Payment at Maturity:	100% repayment of principal, plus any accrued and unpaid interest, at maturity or upon early redemption. Repayment of principal at maturity, or upon early redemption, if applicable, and all payments of interest are subject to the creditworthiness of Lloyds TSB Bank plc, as the Issuer, and Lloyds Banking Group plc, as the Guarantor of the Issuer's obligations under the Notes.
Issue Price:	100.00%
Denominations:	Minimum denominations of $1,000 and multiples of $1,000 thereafter
Trade Date:	April , 2012
Issue Date:	April 27, 2012
Maturity Date:	

	April 27, 2027, subject to redemption at the option of the Issuer (as set forth below)
Interest Rate	For each Interest Period, the Interest Rate will be equal to the product of (x) 7.50% per annum (the "Accrual Rate") and (y) N/ACT; where "N" = the total number of calendar days in the applicable Interest Period with respect to which (i) the LIBOR Reference Rate is within the LIBOR Reference Rate Range and (ii) the Index Closing Value is greater than or equal to the Index Reference Level (each such day where the conditions described in (i) and (ii) are met, an "Accrual Day"); and "ACT" = the total number of calendar days in the applicable Interest Period. If on any calendar day the LIBOR Reference Rate is not within the LIBOR Reference Rate Range or the Index Closing Value is less than the Index Reference Level, interest will accrue at a rate of 0.00% per annum for that day.
Interest Payment Dates:	Quarterly, payable in arrears on the 27th day of each January, April, July and October, commencing on (and including) July 27, 2012, and ending on the Maturity Date or the Early Redemption Date, if applicable. If any Interest Payment Date is not a Business Day, interest will be paid on the following Business Day, and interest on that payment will not accrue during the period from and after the originally scheduled Interest Payment Date.
Interest Periods:	Each period from and including the most recent Interest Payment Date (or the Issue Date, in the case of the first Interest Period) to, but excluding, the following Interest Payment Date (or the Maturity Date or Early Redemption Date, as applicable, in the case of the final Interest Period). Interest Period end dates will not be adjusted in the event that the last day in an Interest Period is not a Business Day
Day-Count Convention:	Actual/Actual
Business Day:	Any day, other than a Saturday or Sunday, that is a day on which commercial banks are generally open for business in New York City and London
LIBOR Reference Rate	6-Month USD LIBOR-BBA. Please see "Additional Provisions" herein.
LIBOR Reference Rate Range:	Greater than or equal to 0.00% and less than or equal to 6.00%
LIBOR Reference Rate Cutoff:	The LIBOR Reference Rate with respect to each day from and including the fifth New York and London Banking Day prior to the related Interest Payment Date for any Interest Period (each such fifth day, a "LIBOR Reference Rate Cutoff Date") to but excluding such related Interest Payment Date shall be equal to the LIBOR Reference Rate in effect on the relevant LIBOR Reference Rate Cutoff Date.
Index:	The S&P 500® Index. Please see "Additional Provisions" herein.
Index Closing Value:	The daily Closing Value of the Index. Please see "Additional Provisions" herein.
Index Reference Level:	900
Index Cutoff:	The Index Closing Value with respect to each day from and including the fifth Index Business Day prior to the related Interest Payment Date for any Interest Period (each such fifth day, an "Index Cutoff Date") to but excluding such related Interest Payment Date shall be equal to the Index Closing Value in effect on the relevant Index Cutoff Date.
Redemption at the Option of the Issuer:	We may redeem all, but not less than all, of the Notes at the Redemption Price set forth below, on any Interest Payment Date occurring on or after

	April 27, 2014, provided we give at least 5 Business Days' and not more than 60 days' prior written notice to each holder of Notes, the trustee and The Depository Trust Company ("DTC"). If we exercise our redemption option, the Interest Payment Date on which we so exercise it will be referred to as the "Early Redemption Date," which shall be the date the Redemption Price will become due and payable and on which payments of interest will cease to accrue. If any Early Redemption Date is not a Business Day, the Notes may be redeemed on the following Business Day, and interest will not accrue during the period from and after the originally scheduled Early Redemption Date.		
Redemption Price:	If we exercise our redemption option, you will be entitled to receive on the Early Redemption Date 100% of the principal amount together with any accrued and unpaid interest to, but excluding, the Early Redemption Date.		
Tax Redemption:	Following the occurrence of one or more changes in tax law that would require the Issuer or the Guarantor to pay additional amounts and in other limited circumstances as described under "Description of the Notes and the Guarantees—Redemption for Tax Reasons" in the prospectus supplement and "Description of Debt Securities—Redemption" in the prospectus, the Issuer may redeem all, but not fewer than all, of the Notes at any time prior to maturity.		
Miscellaneous			
Listing:	None	Governing Law:	New York
Settlement and Clearance:	DTC; Book-entry	Specified Currency:	U.S. dollars
Trustee and Paying Agent:	The Bank of New York Mellon, acting through its London Branch		
Selling Agent:	Morgan Stanley & Co. LLC	Calculation Agent:	Morgan Stanley Capital Services LLC
Commissions and issue price:	Price to Public (1) (2)	Selling Agent's Commission (2)	Proceeds to Lloyds TSB Bank plc
Per Note	$1,000	$	$
Total	$	$	$

* This amended and restated preliminary pricing supplement amends, restates and supersedes Preliminary Pricing Supplement No. 12 dated April 16, 2012. We refer to this amended and restated preliminary pricing supplement as the "pricing supplement."

Investing in the Notes involves significant risks. See "Risk Factors" beginning on page S-2 of the prospectus supplement and "Risk Factors" beginning on page PS-3 below.

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

None of the Securities and Exchange Commission, any state securities commission or any other regulatory body has approved or disapproved of these Notes or passed upon the adequacy or accuracy of this pricing supplement, the accompanying prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

(1) The proceeds you might expect to receive if you were able to resell the Notes on the Issue Date are expected to be less than the Issue Price. This is because the Issue Price includes the Selling Agent's commission set forth above and also reflects certain hedging costs associated with the Notes. For additional information, see "Risk Factors—The Issue Price of the Notes has certain built-in costs, including the Selling Agent's commission and our cost of hedging, both of which are expected to be reflected in secondary market prices, if any" on page PS-4 of this pricing supplement. The Issue Price also does not include fees that you may be charged if you buy the Notes through your registered investment adviser for managed fee-based accounts.

(2) The Selling Agent will receive commissions from the Issuer equal to $ per $1,000 principal amount of the Notes, or $ of the Aggregate Principal Amount of the Notes, and may retain all or a portion of these commissions or use all or a portion of these commissions to pay selling concessions or fees to other dealers. See "Supplemental Plan of Distribution" beginning on page PS-12 of this pricing supplement.

Senior Callable 6-Month USD LIBOR and S&P 500® Index Range Accrual Notes due April 27, 2027

ABOUT THIS PRICING SUPPLEMENT

Unless otherwise defined herein, terms used in this pricing supplement are defined in the accompanying prospectus supplement or in the accompanying prospectus. As used in this pricing supplement:

- "we," "us," "our," the "Issuer" and "Lloyds Bank" mean Lloyds TSB Bank plc;
- "LBG" and the "Guarantor" mean Lloyds Banking Group plc;
- "Notes" refers to the Senior Callable 6-Month USD LIBOR and S&P 500® Index Range Accrual Notes due April 27, 2027, Medium-Term Notes, Series A, together with the related Guarantee, unless the context requires otherwise; and
- "SEC" refers to the Securities and Exchange Commission.

LBG and Lloyds Bank have filed a registration statement (including a prospectus) with the SEC for the offering to which this pricing supplement relates. Before you invest, you should read this pricing supplement together with the accompanying prospectus dated December 22, 2010 (the "prospectus") in that registration statement and other documents, including the more detailed information contained in the accompanying prospectus supplement dated June 6, 2011 (the "prospectus supplement"), that LBG and Lloyds Bank have filed with the SEC for more complete information about Lloyds Bank and LBG and this offering.

This preliminary pricing supplement amends, restates and supersedes Preliminary Pricing Supplement No. 12 dated April 16, 2012 in its entirety. We refer to this amended and restated preliminary pricing supplement as the "pricing supplement." This pricing supplement, together with the prospectus supplement and prospectus, contains the terms of the Notes and supersedes all other prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, fact sheets, brochures or other educational materials of ours.

If the information in this pricing supplement differs from the information contained in the prospectus supplement or the prospectus, you should rely on the information in this pricing supplement.

You may access these documents for free by visiting EDGAR on the SEC website at www.sec.gov as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

- the prospectus supplement dated June 6, 2011 and the prospectus dated December 22, 2010 can be accessed at the following hyperlink:

http://www.sec.gov/Archives/edgar/data/1160106/000095010311002265/dp23013_424b3.htm

Our Central Index Key, or CIK, on the SEC website is 1167831.

Alternatively, LBG, Lloyds Bank, the Selling Agent, any underwriter or any dealer participating in the offering will arrange to send you the prospectus, prospectus supplement and pricing supplement if you request them by calling your Selling Agent's sales representative, such dealer or toll free 1-888-227-2275 (Extension 2-3430). A copy of these documents may also be obtained from the Selling Agent by writing to them at 1585 Broadway, New York, New York

10036 or by calling the Selling Agent at (866) 477-4776.

You should rely only on the information provided or incorporated by reference in this pricing supplement, the prospectus supplement and the prospectus. We have not authorized anyone to provide you with different information, and we take no responsibility for any other information that others may give you. We and the Selling Agent are offering to sell the Notes and seeking offers to buy the Notes only in jurisdictions where it is lawful to do so. This pricing supplement, the prospectus supplement and the prospectus are current only as of their respective dates.

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Additional Provisions

LIBOR Reference Rate