

BP PLC
 Form 424B5
 September 14, 2016
Table of Contents

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee (1)
Floating Rate Guaranteed Notes due 2021	250,000,000	\$25,175
Guarantees of Floating Rate Notes due 2021		(2)
2.112% Guaranteed Notes due 2021	\$750,000,000	\$75,525
Guarantees of 2.112% Guaranteed Notes due 2019		(2)
3.017% Guaranteed Notes due 2027	\$1,000,000,000	\$100,700
Guarantees of 3.017% Guaranteed Notes due 2027		(2)

- (1) *Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended (the Securities Act). Pursuant to Rule 457(p) under the Securities Act, \$1,411,830 of unused filing fees paid in connection with Registration Statement (Nos. 333-201894 and 333-201894-01), filed on February 5, 2015, as amended, and \$2,161,940 of unused filing fees paid in connection with Registration Statement (Nos. 333-179953 and 333-179953-01), filed on March 7, 2012 was carried forward to be offset against future registration fees payable under Registration Statement (Nos. 208478 and 333-208478-01), filed by the registrant on December 11, 2015. \$201,400 of the unused filing fees paid in connection with these registration statements were previously used and \$3,372,370 of unused registration fees are available for offset as of this date. The \$201,400 registration fee relating to the securities offered by this prospectus supplement is hereby offset against the \$3,372,370 of unused registration fees available for offset as of this date. Accordingly, no filing fee is paid herewith, and \$3,170,970 remains available for future fees.*
- (2) *Pursuant to Rule 457(n), no separate fee is payable with respect to the guarantees.*

Table of Contents

**Filed Pursuant to Rule 424(b)(5)
Registration Nos.: 333-208478
and 333-208478-01**

Prospectus Supplement

September 13, 2016

(To prospectus dated December 11, 2015)

BP Capital Markets p.l.c.

\$250,000,000 Floating Rate Guaranteed Notes due 2021

\$750,000,000 2.112% Guaranteed Notes due 2021

\$1,000,000,000 3.017% Guaranteed Notes due 2027

Payment of the principal of and interest on the notes is fully guaranteed by

BP p.l.c.

The floating rate guaranteed notes due 2021 (the 2021 floating rate notes) will bear interest at a floating rate equal to the three-month U.S. dollar LIBOR rate plus 0.870%. The 2.112% guaranteed notes due 2021 (the 2021 fixed rate notes) will bear interest at the rate of 2.112% per year. The 3.017% guaranteed notes due 2027 (the 2027 fixed rate notes and, together with the 2021 floating rate notes and the 2021 fixed rate notes, the notes) will bear interest at the rate of 3.017% per year. BP Capital Markets p.l.c. will pay interest on the 2021 floating rate notes on each March 16, June 16, September 16 and December 16 subject to the modified following day count convention. The first such payment will be made on December 16, 2016. BP Capital Markets p.l.c. will pay interest on the 2021 fixed rate notes on each September 16 and March 16, commencing on March 16, 2017. BP Capital Markets p.l.c. will pay interest on the 2027 fixed rate notes on each January 16 and July 16, commencing on January 16, 2017. The 2021 floating rate notes will mature on September 16, 2021. The 2021 fixed rate notes will mature on September 16, 2021. The 2027 fixed rate notes will mature on January 16, 2027. If any payment is due in respect of the notes on a date that is not a business day, it will be made on the next following business day, provided that no interest will accrue on the payment so deferred.

Payment of the principal of and interest on the notes is fully guaranteed by BP p.l.c.

Application will be made to list the notes on the New York Stock Exchange.

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

Investment in these securities involves certain risks. See Risk Factors beginning on page 2 of the accompanying prospectus and Risk factors beginning on page 53 of BP's 2015 Annual Report on Form 20-F.

	Per 2021 Floating Rate Note	Total for 2021 Floating Rate Notes	Per 2021 Fixed Rate Note	Total for 2021 Fixed Rate Notes	Per 2027 Fixed Rate Note	Total for 2027 Fixed Rate Notes
Public Offering Price (1)	100.000%	\$ 250,000,000	100.000%	\$ 750,000,000	100.000%	\$ 1,000,000,000
Underwriting Discount	0.170%	\$ 425,000	0.170%	\$ 1,275,000	0.300%	\$ 3,000,000
Proceeds, before expenses, to BP Capital Markets p.l.c.	99.830%	\$ 249,575,000	99.830%	\$ 748,725,000	99.700%	\$ 997,000,000

(1) Interest on the notes will accrue from September 16, 2016.

The underwriters expect to deliver the notes to purchasers in book-entry form only through the facilities of The Depository Trust Company and its direct and indirect participants (including Euroclear S.A./N.V., as operator of the Euroclear System, and Clearstream Banking, société anonyme) on or about September 16, 2016.

Joint Book-Running Managers

Barclays

**BNP
PARIBAS**

**BofA
Merrill Lynch**

HSBC

**Mizuho
Securities**

**Morgan
Stanley**

Table of Contents

The distribution of this prospectus supplement and prospectus and the offering of the notes in certain jurisdictions may be restricted by law. This prospectus supplement and prospectus do not constitute an offer, or an invitation on BP Capital Markets p.l.c. s (BP Capital U.K.) or BP p.l.c. s (BP) behalf or on behalf of the underwriters, to subscribe to or purchase any of the notes, and may not be used for or in connection with an offer or solicitation by anyone, in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. See Underwriting below.

S-1

Table of Contents

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

In order to utilize the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995 (the "PSLRA"), BP is providing the following cautionary statement. This document contains certain forward-looking statements with respect to the financial condition, results of operations and businesses of BP and certain of the plans and objectives of BP with respect to these items. These statements may generally, but not always, be identified by the use of words such as "will", "expects", "is expected to", "aims", "should", "may", "objective", "is likely to", "intends", "we see" or similar expressions.

By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will or may occur in the future and are outside the control of BP. Actual results may differ materially from those expressed in such statements, depending on a variety of factors, including the specific factors identified in the discussions accompanying such forward-looking statements and other factors discussed elsewhere in this prospectus supplement and including under "Risk factors" in BP's Annual Report on Form 20-F for the fiscal year ended December 31, 2015. Factors set out in BP's Annual Report on Form 20-F for the fiscal year ended December 31, 2015 are important factors, although not exhaustive, that may cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements.

Table of Contents

DESCRIPTION OF NOTES

This section outlines the specific financial and legal terms of the notes that are more generally described under

Description of Debt Securities and Guarantees beginning on page 10 of the accompanying prospectus. If anything described in this section is inconsistent with the terms described under Description of Debt Securities and Guarantees in the accompanying prospectus, the terms described below shall prevail.

Floating Rate Guaranteed Notes due 2021 (the 2021 floating rate notes)

Issuer: BP Capital U.K.

Title: Floating Rate Guaranteed Notes due 2021

Total principal amount being issued: \$250,000,000

Issuance date: September 16, 2016

Maturity date: September 16, 2021

Day count: Actual/360

Day count convention: Modified following. If any interest payment date falls on a day that is not a business day, that interest payment date will be postponed to the next succeeding business day unless that business day is in the next succeeding calendar month, in which case the interest payment date will be the immediately preceding business day.

Interest rate: The interest rate for the first interest period will be the 3-month U.S. dollar London Interbank Offered Rate (U.S. dollar LIBOR), as determined on September 14, 2016, plus the spread (as described below). Thereafter, the interest rate for any interest period will be U.S. dollar LIBOR, as determined on the applicable interest determination date, plus the spread. The interest rate will be reset quarterly on each interest reset date.

Date interest starts accruing: September 16, 2016

Interest payment dates: Each March 16, June 16, September 16 and December 16 of each year, subject to the Day Count Convention.

First interest payment date: December 16, 2016

Spread: 0.870%

Interest reset dates: The interest reset date for each interest period other than the first interest period will be the first day of such interest period, subject to the day count convention.

Interest periods: The period beginning on, and including an interest payment date and ending on, but not including, the following interest payment date; provided that the first interest period will begin on September 16, 2016, and will end on, but not include, the first interest payment date.

Interest determination date: The interest determination date relating to a particular interest reset date will be the second London business day preceding such interest reset date.

London business day: Any week day on which banking or trust institutions in London are not authorized generally or obligated by law, regulation or executive order to close.

Regular record dates for interest: The 15th calendar day preceding each interest payment date, whether or not such day is a business day.

Calculation Agent: The Bank of New York Mellon Trust Company, N.A.

Calculation of U.S. dollar LIBOR: The calculation agent will determine U.S. dollar LIBOR in accordance with the following provisions: With respect to any interest determination date, U.S. dollar

Table of Contents

LIBOR will be the rate for deposits in U.S. dollars having a maturity of three months commencing on the interest reset date that appears on the designated LIBOR page as of 11:00 a.m., London time, on that interest determination date. If no rate appears, U.S. dollar LIBOR, in respect of that interest determination date, will be determined as follows: the calculation agent will request the principal London offices of each of four major reference banks in the London interbank market, as selected and identified by BP Capital U.K., to provide the calculation agent with its offered quotation for deposits in U.S. dollars for the period of three months, commencing on the interest reset date, to prime banks in the London interbank market at approximately 11:00 a.m., London time, on that interest determination date and in a principal amount that is representative for a single transaction in U.S. dollars in that market at that time. If at least two quotations are provided, then U.S. dollar LIBOR on that interest determination date will be the arithmetic mean of those quotations. If fewer than two quotations are provided, then U.S. dollar LIBOR on the interest determination date will be the arithmetic mean of the rates quoted at approximately 11:00 a.m., New York City time, on the interest determination date by three major banks in The City of New York selected and identified by BP Capital U.K. for loans in U.S. dollars to leading European banks, having a three-month maturity and in a principal amount that is representative for a single transaction in U.S. dollars in that market at that time; provided, however, that if the banks selected and identified by BP Capital U.K. are not providing quotations in the manner described by this sentence, U.S. dollar LIBOR determined as of that interest determination date will be U.S. dollar LIBOR in effect on that interest determination date. The designated LIBOR page is the Reuters screen LIBOR01, or any successor service for the purpose of displaying the London interbank rates of major banks for U.S. dollars. The Reuters screen LIBOR01 is the display designated as the Reuters screen LIBOR01, or such other page as may replace the Reuters screen LIBOR01 on that service or such other service or services as may be nominated for the purpose of displaying London interbank offered rates for U.S. dollar deposits by ICE Benchmark Administration Limited (IBA) or its successor or such other entity assuming the responsibility of IBA or its successor in calculating the London Interbank Offered Rate in the event IBA or its successor no longer does so. All calculations made by the calculation agent for the purposes of calculating the interest rates on the 2021 floating rate notes shall be conclusive and binding on the holders of the 2021 floating rate notes, BP, BP Capital U.K. and the trustee, absent manifest error.

Further issuances: BP Capital U.K. may, at its sole option, at any time and without the consent of the then existing note holders issue additional 2021 floating rate notes in one or more transactions subsequent to the date of this prospectus supplement with terms (other than the issuance date, issue price and, possibly, the first interest payment date and the date interest starts accruing) identical to the 2021 floating rate notes issued hereby. These additional 2021 floating rate notes will be deemed part of the same series as the 2021 floating rate notes issued hereby and will provide the holders of these additional 2021 floating rate notes the right to vote together with holders of the 2021 floating rate notes issued hereby, provided that such additional notes will be issued with no more than de minimis original issue discount or will be part of a qualified reopening for U.S. federal income tax purposes.

Net proceeds: The net proceeds, before expenses, will be \$249,575,000.

2.112% Guaranteed Notes due 2021 (the 2021 fixed rate notes)

Issuer: BP Capital U.K.

Title: 2.112% Guaranteed Notes due 2021

Total principal amount being issued: \$750,000,000

Issuance date: September 16, 2016

Maturity date: September 16, 2021

Day count: 30/360

Day count convention: Following Unadjusted

S-4

Table of Contents

Interest rate: 2.112% per annum

Date interest starts accruing: September 16, 2016

Interest payment dates: Each September 16 and March 16, subject to the day count convention.

First interest payment date: March 16, 2017

Regular record dates for interest: The 15th calendar day preceding each interest payment date, whether or not such day is a business day.

Optional redemption: Prior to August 16, 2021 (the date that is one month prior to the scheduled maturity date for the 2021 fixed rate notes), BP Capital U.K. has the right to redeem the 2021 fixed rate notes, in whole or in part, at any time and from time to time at a redemption price equal to the greater of (i) 100% of the principal amount of the 2021 fixed rate notes to be redeemed and (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the 2021 fixed rate notes to be redeemed that would be due if such notes matured on August 16, 2021 (not including any portion of payments of interest accrued and unpaid to the redemption date) discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the treasury rate plus 15 basis points, plus in each case accrued and unpaid interest to the date of redemption. On or after August 16, 2021 (the date that is one month prior to the scheduled maturity date for the 2021 fixed rate notes), BP Capital U.K. has the right to redeem the 2021 fixed rate notes, in whole or in part, at any time and from time to time at a redemption price equal to 100% of the principal amount of the 2021 fixed rate notes to be redeemed, plus accrued and unpaid interest, if any, thereon to, but excluding, the date of redemption. For purposes of determining the optional redemption price, the following definitions are applicable. Treasury rate means, with respect to any redemption date, the rate per annum equal to the semi-annual equivalent yield to maturity or interpolated (on a day count basis) of the comparable treasury issue, assuming a price for the comparable treasury issue (expressed as a percentage of its principal amount) equal to the comparable treasury price for such redemption date. Comparable treasury issue means the U.S. Treasury security or securities selected by the quotation agent as having an actual or interpolated maturity comparable to the remaining term of the 2021 fixed rate notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such notes. Comparable treasury price means, with respect to any redemption date, the average of the reference treasury dealer quotations for such redemption date. Quotation agent means one of the reference treasury dealers appointed by BP Capital U.K. Reference treasury dealer means Barclays Capital Inc., BNP Paribas Securities Corp., HSBC Securities (USA) Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Mizuho Securities USA Inc. and Morgan Stanley & Co. LLC or their affiliates, each of which is a primary U.S. government securities dealer in the United States (a primary treasury dealer), and their respective successors, and two other primary treasury dealers selected by BP Capital U.K., provided, however, that if any of the foregoing shall cease to be a primary treasury dealer, BP Capital U.K. shall substitute therefor another primary treasury dealer. Reference treasury dealer quotations means with respect to each reference treasury dealer and any redemption date, the average, as determined by the quotation agent, of the bid and asked prices for the comparable treasury issue (expressed in each case as a percentage of its

principal amount) quoted in writing to the quotation agent by such reference treasury dealer at 5:00 p.m. New York time on the third business day preceding such redemption date.

Further issuances: BP Capital U.K. may, at its sole option, at any time and without the consent of the then existing note holders issue additional 2021 fixed rate notes in one or more transactions subsequent to the date of this prospectus supplement with terms (other than the issuance date, issue price and, possibly, the first interest payment date and the date interest starts accruing) identical to the 2021 fixed rate notes issued hereby. These additional 2021 fixed rate notes will be deemed part of the same series as the 2021 fixed rate notes issued hereby and will provide the holders of these additional 2021 fixed rate notes the right to vote together with holders of the 2021 fixed rate notes issued hereby, provided

S-5

Table of Contents

that such additional notes will be issued with no more than *de minimis* original issue discount or will be part of a qualified reopening for U.S. federal income tax purposes.

Net proceeds: The net proceeds, before expenses, will be \$748,725,000.

3.017% Guaranteed Notes due 2027 (the 2027 fixed rate notes)

Issuer: BP Capital U.K.

Title: 3.017% Guaranteed Notes due 2027

Total principal amount being issued: \$1,000,000,000

Issuance date: September 16, 2016

Maturity date: January 16, 2027

Day count: 30/360

Day count convention: Following Unadjusted

Interest rate: 3.017% per annum

Date interest starts accruing: September 16, 2016

Interest payment dates: Each January 16 and July 16, subject to the day count convention.

First interest payment date: January 16, 2017

Regular record dates for interest: The 15th calendar day preceding each interest payment date, whether or not such day is a business day.

Optional redemption: Prior to October 16, 2026 (the date that is three months prior to the scheduled maturity date for the 2027 fixed rate notes), BP Capital U.K. has the right to redeem the 2027 fixed rate

notes, in whole or in part, at any time and from time to time at a redemption price equal to the greater of (i) 100% of the principal amount of the 2027 fixed rate notes to be redeemed and (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the 2027 fixed rate notes to be redeemed that would be due if such notes matured on October 16, 2026 (not including any portion of payments of interest accrued and unpaid to the redemption date) discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the treasury rate plus 20 basis points, plus in each case accrued and unpaid interest to the date of redemption. On or after October 16, 2026 (the date that is three months prior to the scheduled maturity date for the 2027 fixed rate notes), BP Capital U.K. has the right to redeem the 2027 fixed rate notes, in whole or in part, at any time and from time to time at a redemption price equal to 100% of the principal amount of the 2027 fixed rate notes to be redeemed, plus accrued and unpaid interest, if any, thereon to, but excluding, the date of redemption. For purposes of determining the optional redemption price, the following definitions are applicable. Treasury rate means, with respect to any redemption date, the rate per annum equal to the semi-annual equivalent yield to maturity or interpolated (on a day count basis) of the comparable treasury issue, assuming a price for the comparable treasury issue (expressed as a percentage of its principal amount) equal to the comparable treasury price for such redemption date. Comparable treasury issue means the U.S. Treasury security or securities selected by the quotation agent as having an actual or interpolated maturity comparable to the remaining term of the 2027 fixed rate notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such notes. Comparable treasury price means, with respect to any redemption date, the average of the reference treasury dealer quotations for such redemption date.

Quotation agent means one of the reference treasury dealers appointed by BP Capital U.K. Reference treasury dealer means Barclays Capital Inc., BNP Paribas Securities Corp., HSBC Securities (USA) Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Mizuho Securities USA

Table of Contents

Inc. and Morgan Stanley & Co. LLC or their affiliates, each of which is a primary U.S. government securities dealer in the United States (a primary treasury dealer), and their respective successors, and two other primary treasury dealers selected by BP Capital U.K., provided, however, that if any of the foregoing shall cease to be a primary treasury dealer, BP Capital U.K. shall substitute therefor another primary treasury dealer. Reference treasury dealer quotations means with respect to each reference treasury dealer and any redemption date, the average, as determined by the quotation agent, of the bid and asked prices for the comparable treasury issue (expressed in each case as a percentage of its principal amount) quoted in writing to the quotation agent by such reference treasury dealer at 5:00 p.m. New York time on the third business day preceding such redemption date.

Further issuances: BP Capital U.K. may, at its sole option, at any time and without the consent of the then existing note holders issue additional 2027 fixed rate notes in one or more transactions subsequent to the date of this prospectus supplement with terms (other than the issuance date, issue price and, possibly, the first interest payment date and the date interest starts accruing) identical to the 2027 fixed rate notes issued hereby. These additional 2027 fixed rate notes will be deemed part of the same series as the 2027 fixed rate notes issued hereby and will provide the holders of these additional 2027 fixed rate notes the right to vote together with holders of the 2027 fixed rate notes issued hereby, provided that such additional notes will be issued with no more than *de minimis* original issue discount or will be part of a qualified reopening for U.S. federal income tax purposes.

Net proceeds: The net proceeds, before expenses, will be \$997,000,000.

The following terms apply to each of the notes:

Guarantee: Payment of the principal of and interest on the notes is fully guaranteed by BP. For more information about the guarantee, you should read Description of Debt Securities and Guarantees beginning on page 10 of the accompanying prospectus.

Denomination: The notes will be issued in denominations of \$1,000 and integral multiples of \$1,000.

Business day: If any interest payment date in respect of the 2021 floating rate notes falls on a day that is not a business day, that interest payment date will be postponed to the next succeeding business day unless that business day is in the next succeeding calendar month, in which case the interest payment date will be the immediately preceding business day. If any payment is due in respect of the 2021 fixed rate notes or the 2027 fixed rate notes on a day that is not a business day, it will be made on the next following business day, provided that no interest will accrue on the payment so deferred. A business day for these purposes is any week day on which banking or trust institutions in neither New York nor London are authorized generally or obligated by law, regulation or executive order to close.

Ranking: The notes are unsecured and unsubordinated and will rank equally with all of BP Capital U.K.'s other unsecured and unsubordinated indebtedness.

Payment of additional amounts: Under current law, payments of interest on the 2021 floating rate notes, the 2021 fixed rate notes or the 2027 fixed rate notes, as the case may be, may be made without withholding or deduction for or on account of U.K. income tax, and no additional amounts will therefore be payable, if the 2021 floating rate note, the 2021 fixed rate notes or the 2027 fixed rate notes, as the case may be, are listed on a recognised stock exchange within the meaning of Section 1005 of the UK Income Tax Act 2007. The New York Stock Exchange is a recognised stock exchange at the date hereof.

Form of notes: Each series of notes will be issued as one or more global securities. You should read *Legal Ownership Global Securities* beginning on page 8 of the accompanying prospectus for more information about global securities.

Name of depository: The Depository Trust Company, commonly referred to as DTC .

Trading through DTC, Clearstream, Luxembourg and Euroclear: Initial settlement for the notes will be made in immediately available funds. Secondary market trading between DTC participants will occur in the ordinary way in accordance with DTC's rules and will be settled in immediately available

Table of Contents

funds using DTC's Same-Day Funds Settlement System. Secondary market trading between Clearstream Banking, société anonyme, in Luxembourg (Clearstream, Luxembourg), customers and/or Euroclear Bank S.A./N.V. (Euroclear) participants will occur in the ordinary way in accordance with the applicable rules and operating procedures of Clearstream, Luxembourg and Euroclear and will be settled using the procedures applicable to conventional Eurobonds in immediately available funds. For more information about global securities held by DTC through Clearstream, Luxembourg or Euroclear, you should read Clearance and Settlement beginning on page 21 of the accompanying prospectus.

Listing: Application will be made to list the notes on the New York Stock Exchange though neither BP Capital U.K. nor BP can guarantee such listing will be obtained.

Redemption: The notes are not redeemable, except as described under Description of Debt Securities and Guarantees Optional Tax Redemption on page 17 of the accompanying prospectus and as described herein under 2.112% Guaranteed Notes due 2021 Optional redemption and 3.017% Guaranteed Notes due 2027 Optional redemption, respectively. The provisions for optional tax redemption described in the prospectus will apply to changes in tax treatments occurring after September 13, 2016. At maturity, the notes will be repaid at par.

Sinking fund: There is no sinking fund.

Trustee: BP Capital U.K. will issue the notes under an indenture with The Bank of New York Mellon Trust Company, N.A. (as successor to JPMorgan Chase Bank), as trustee, dated as of March 8, 2002, which is referred to on page 10 of the accompanying prospectus, as supplemented by a supplemental indenture with The Bank of New York Mellon Trust Company, N.A., as trustee, to be entered into on September 16, 2016.

Use of proceeds: The net proceeds from the sale of the notes will be used for general corporate purposes, including working capital for BP or other companies in the BP Group and the repayment of existing borrowings of BP and its subsidiaries.

Governing law and jurisdiction: The indenture, the notes and the guarantee are governed by New York law. Any legal proceeding arising out of or based upon the indenture, the notes or the guarantee may be instituted in any state or federal court in the Borough of Manhattan in New York City, New York.

BP Capital U.K.'s principal executive offices are located at Chertsey Road, Sunbury on Thames, Middlesex TW16 7BP, England.

Table of Contents

GENERAL INFORMATION

Documents Available

BP files annual reports and other reports and information with the Securities and Exchange Commission (the SEC). Any document BP files with the SEC may be read and copied at the SEC's Public Reference Room at 100 F Street N.E., Washington, D.C. 20549. You may obtain more information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. BP's filings are also available to the public at the SEC's website at <http://www.sec.gov>.

The SEC allows BP to incorporate by reference in the prospectus supplement information contained in documents that BP files with the SEC. The information that BP incorporates by reference is an important part of this prospectus supplement and the attached prospectus. BP incorporates by reference in this prospectus supplement the following documents and any future filings that it makes with the SEC under Sections 13(a), 13(c) and 15(d) of the Securities Exchange Act of 1934, as amended, until the completion of the offerings using this prospectus supplement and the attached prospectus:

Annual Report of BP on Form 20-F for the fiscal year ended December 31, 2015 dated March 4, 2016.

The Reports on Form 6-K filed with the SEC on the following dates, each of which indicates on its cover that it is incorporated by reference: April 26, 2016 and July 26, 2016.

The information that BP files with the SEC, including future filings, automatically updates and supersedes information in documents filed at earlier dates. All information appearing in this prospectus supplement is qualified in its entirety by the information and financial statements, including the notes, contained in the documents that are incorporated by reference in this prospectus supplement.

The Annual Report on Form 20-F for the fiscal year ended December 31, 2015 of BP contains a summary description of BP's business and audited consolidated financial statements with a report by BP's independent registered public accounting firm. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and IFRS as adopted by the European Union (EU). IFRS as adopted by the EU differs in certain respects from IFRS as issued by the IASB; however, the differences have no impact on the group's consolidated financial statements for the years presented.

You may request a copy of the filings referred to above, excluding the exhibits to such filings, at no cost, by writing or telephoning BP at the following address:

BP p.l.c.

1 St. James Square

London SW1Y 4PD

United Kingdom

Tel. No.: +44 (0) 20 7496 4000

This prospectus supplement, the accompanying prospectus and any free-writing prospectus that BP Capital U.K. and BP prepare or authorize contain and incorporate by reference information that you should consider when making your investment decision. Neither BP Capital U.K. nor BP have authorized anyone to provide you with different information. BP Capital U.K. is not making an offer of these debt securities in any jurisdiction where the offer is not permitted. You should not assume that the information in this prospectus or any prospectus supplement is accurate as of any date other than the date on the front of those documents. Furthermore, each document incorporated by reference is current only as of the date of such document, and the incorporation by reference of such documents shall not create any implication that there has been no change in the affairs of BP Capital U.K. or BP since the date thereof or that the information contained therein is current as of any time subsequent to its date.

S-9

Table of Contents

Notices

As long as the notes are issued in global form, notices to be given to holders of the notes will be given to DTC, in accordance with its applicable procedures from time to time.

Neither the failure to give any notice to a particular holder, nor any defect in a notice given to a particular holder, will affect the sufficiency of any notice given to another holder.

Clearance Systems

The notes have been accepted for clearance through the DTC, Euroclear and Clearstream, Luxembourg systems. The 2021 floating rate notes have the following codes: CUSIP 05565QDE5 and ISIN US05565QDE52. The 2021 fixed rate notes have the following codes: CUSIP 05565QDD7 and ISIN US05565QDD79. The 2027 fixed rate notes have the following codes: CUSIP 05565QDF2 and ISIN US05565QDF28.

S-10

Table of Contents**CAPITALIZATION AND INDEBTEDNESS**

The following table shows the unaudited consolidated capitalization and indebtedness of the BP Group as of June 30, 2016 in accordance with IFRS:

	As of June 30, 2016 (US\$ millions)
Share capital	
Capital shares (1)-(2)	5,121
Paid-in surplus (3)	11,575
Merger reserve (3)	27,206
Treasury shares	(18,570)
Available-for-sale investments	2
Cash flow hedges	(1,089)
Foreign currency translation reserve	(6,403)
Profit and loss account	74,884
BP shareholders' equity	92,726
Finance debt (4)-(6)	
Due within one year	5,120
Due after more than one year	50,607
Total finance debt	55,727
Total Capitalization (7)	148,453

- (1) Issued share capital as of June 30, 2016 comprised 18,783,173,523 ordinary shares, par value US\$0.25 per share, and 12,706,252 preference shares, par value £1 per share. This excludes 1,614,415,223 ordinary shares which have been bought back and are held in treasury by BP. These shares are not taken into consideration in relation to the payment of dividends and voting at shareholders' meetings.
- (2) Capital shares represent the ordinary and preference shares of BP which have been issued and are fully paid.
- (3) Paid-in surplus and merger reserve represent additional paid-in capital of BP which cannot normally be returned to shareholders.
- (4) Finance debt recorded in currencies other than US dollars has been translated into US dollars at the relevant exchange rates existing on June 30, 2016.
- (5) Obligations under finance leases are included within finance debt in the above table.
- (6) As of June, 2016, the parent company, BP p.l.c., had outstanding guarantees totalling \$53,148 million, of which \$53,118 million related to guarantees in respect of liabilities of subsidiary undertakings, including \$51,474 million relating to finance debt of subsidiaries. Thus 92% of the Group's finance debt had been guaranteed by BP p.l.c. At June 30, 2016, \$134 million of finance debt was secured by the pledging of assets. The remainder of finance debt was unsecured.
- (7) There has been no material change since June 30, 2016 in the consolidated capitalization and indebtedness of BP.

Table of Contents

UNITED STATES TAXATION

The notes will not be issued with original issue discount and accordingly will not be subject to the special U.S. federal income tax considerations applicable to original issue discount securities. For a discussion of the U.S. tax considerations applicable to the notes, please review the section entitled "Tax Considerations - United States Taxation" in the accompanying prospectus. The 2021 Floating Notes will be treated as variable rate debt instruments for United States federal income tax purposes. Please see the section entitled "Tax Considerations - United States Taxation - United States Holders - Original Issue Discount - Variable Rate Debt Securities" in the accompanying prospectus.

S-12

Table of Contents

UNITED KINGDOM TAXATION

This section supplements the discussion under "Taxation Considerations - United Kingdom Taxation" in the accompanying prospectus.

Qualifying Private Placements

The U.K. government has introduced a further exemption from withholding on interest payments for "qualifying private placements", which may apply to interest payments on the notes if the notes are not or cease to be listed on a "recognised stock exchange" (as defined in section 1005 of the Income Tax Act 2007) and certain other conditions are met, including the provision of a certificate by the person beneficially entitled to the interest. This certificate would need to certify that the person was beneficially entitled to the interest for genuine commercial reasons and that it was resident in a "qualifying territory", as defined in section 173 of the Taxation (International and Other Provisions) Act 2010. Subject to designation to the contrary, a territory is a "qualifying territory" if it has entered double taxation arrangements with the U.K. containing a non-discrimination provision as prescribed in that section.

Financial Transaction Tax

The financial transaction tax ("FTT") proposed by the European Commission was not implemented on January 1, 2016. The timing of further negotiations between the participating member states of the European Union and the implementation of the FTT is currently unclear.

In addition, Estonia has since announced that it will not participate in the FTT.

For further details on the possible impact of the FTT on the ownership and disposition of the notes, see pages 39-40 of the accompanying prospectus.

Table of Contents**UNDERWRITING**

Each underwriter named below has severally agreed, subject to the terms and conditions of the Purchase Agreement with BP Capital U.K. and BP, dated the date of this prospectus supplement, to purchase the principal amount of notes set forth below opposite its name. The underwriters are committed to purchase all of the notes if any notes are purchased.

Underwriter	Principal Amount of 2021 Floating Rate Notes	Principal Amount of 2021 Fixed Rate Notes	Principal Amount of 2027 Fixed Rate Notes
Barclays Capital Inc.	\$ 41,667,000	\$ 125,000,000	\$ 166,667,000
BNP Paribas Securities Corp.	\$ 41,667,000	\$ 125,000,000	\$ 166,667,000
HSBC Securities (USA) Inc.	\$ 41,667,000	\$ 125,000,000	\$ 166,667,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	\$ 41,667,000	\$ 125,000,000	\$ 166,667,000
Mizuho Securities USA Inc.	\$ 41,666,000	\$ 125,000,000	\$ 166,666,000
Morgan Stanley & Co. LLC	\$ 41,666,000	\$ 125,000,000	\$ 166,666,000
Total	\$ 250,000,000	\$ 750,000,000	\$ 1,000,000,000

Each series of notes is a new issue of securities with no established trading market. Application will be made to list the notes on the New York Stock Exchange, although no assurance can be given that the notes will be listed on the New York Stock Exchange, and if so listed, the listing does not assure that a trading market for the notes will develop. BP Capital U.K. and BP have been advised by the underwriters that the underwriters intend to make a market in the notes but are not obligated to do so and may discontinue market making at any time without notice. No assurance can be given as to the liquidity of the trading market for the notes.

BP Capital U.K. and BP have agreed to indemnify the several underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

The underwriters propose to offer the notes initially at the offering price on the cover page of this prospectus supplement. The underwriters may sell notes to securities dealers at a discount from the initial public offering price of up to 0.100% of the principal amount of the 2021 floating rate notes, up to 0.100% of the principal amount of the 2021 fixed rate notes and up to 0.180% of the principal amount of the 2027 fixed rate notes. These securities dealers may resell any notes purchased from the underwriters to other brokers or dealers at a discount from the initial public offering price of up to 0.070% of the principal amount of the 2021 floating rate notes, up to 0.070% of the principal amount of the 2021 fixed rate notes and up to 0.120% of the principal amount of the 2027 fixed rate notes. If the underwriters cannot sell all the notes at the initial offering price, they may change the offering price and the other selling terms. The offering of the notes by the underwriters is subject to receipt and acceptance of the notes and subject to each underwriter's right to reject any order in whole or in part.

The underwriters and their respective affiliates are full-service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. From time to time certain of the underwriters engage in transactions with BP or its subsidiaries in the ordinary course of business. Certain of the underwriters have performed investment banking, commercial banking and advisory services for BP in the past and have received customary fees and expenses for these services, and may do so again in the

future. For example, in the ordinary course of their various businesses, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may also involve securities and/or instruments of BP or its affiliates. Certain of the underwriters or their affiliates that have a lending relationship with BP routinely hedge, and certain other of those underwriters or their affiliates may hedge, their credit exposure to BP consistent with their customary risk management policies. Typically, such

S-14

Table of Contents

underwriters and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in BP's securities, including potentially the notes. Any such credit default swaps or short positions could adversely affect future trading prices of the notes. The underwriters and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

In order to facilitate the offering of the notes, the underwriters may engage in transactions that stabilize, maintain or support the price of such notes, as the case may be, for a limited period after the issue date. Specifically, the underwriters may over-allot in connection with the offering, creating a short position in the notes for their own account. In addition, to cover over-allotments or to stabilize the price of the notes, the underwriters may bid for, and purchase, notes in the open market. Any of these activities may stabilize or maintain the market price of the notes above independent market levels. The underwriters are not required to engage in these activities, and may end any of these activities at any time.

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), each underwriter has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date), it has not made and will not make an offer of the notes which are the subject of the offering contemplated by the prospectus as supplemented by this prospectus supplement to the public in that Relevant Member State, except that it may, with effect from and including the Relevant Implementation Date, make an offer of the notes to the public in that Relevant Member State:

to legal entities which are qualified investors as defined in the Prospectus Directive;

to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), subject to obtaining the prior consent of the relevant underwriter or underwriters nominated by BP Capital U.K. for any such offer; or

in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of notes shall require BP Capital U.K. or any underwriter to publish a prospectus pursuant to Article 3 of the Prospectus Directive.

This prospectus supplement has been prepared on the basis that any offer of notes in any Relevant Member State will be made pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of notes. Accordingly any person making or intending to make an offer in that Relevant Member State of notes that are the subject of the offering contemplated in the prospectus as supplemented by this prospectus supplement may only do so in circumstances in which no obligation arises for BP Capital U.K. or any of the underwriters to publish a prospectus pursuant to Article 3 of the Prospectus Directive in relation to such offer. Neither BP Capital U.K. nor any of the underwriters have authorized, nor do they authorize, the making of any offer of notes in circumstances in which an obligation arises for BP Capital U.K. or any of the underwriters to publish a prospectus for such offer.

Each person in a Relevant Member State who receives any communication in respect of, or who acquires any notes under, the offers contemplated in this prospectus supplement and the prospectus will be deemed to have represented,

warranted and agreed to and with each underwriter and BP Capital U.K. that:

it is a qualified investor within the meaning of the law in that Relevant Member State implementing Article 2(1)(e) of the Prospectus Directive; and

in the case of any notes acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, (i) the notes acquired by it in the offer have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member

S-15

Table of Contents

State other than qualified investors; or (ii) where notes have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those notes to it is not treated under the Prospectus Directive as having been made to such persons.

For the purposes of this provision, the expression an offer of notes to the public in relation to any notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe the notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression Prospectus Directive means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in each Relevant Member State.

Each underwriter has further represented and agreed that:

it has complied and will comply with all the applicable provisions of the Financial Services and Markets Act 2000 (FSMA) with respect to anything done by it in relation to the notes in, from or otherwise involving the United Kingdom; and

it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any notes in circumstances in which Section 21(1) of the FSMA does not apply to BP Capital U.K. or BP.

This prospectus supplement is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the Order) or (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as relevant persons). The notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire the notes will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

The notes may not be offered or sold by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), or (ii) to professional investors within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a prospectus within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), and no advertisement, invitation or document relating to the notes may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to notes which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

The notes have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (the Financial Instruments and Exchange Law) and each underwriter has agreed that it will not offer or sell any notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the

registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

This prospectus supplement has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus and any other document or material in connection with the offer or sale,

S-16

Table of Contents

or invitation for subscription or purchase, of the notes may not be circulated or distributed, nor may the notes be offered or sold, or be made the subject o