

HSBC HOLDINGS PLC
Form 8-A12B
March 13, 2017

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) or (g) OF
THE SECURITIES EXCHANGE ACT OF 1934

HSBC HOLDINGS PLC

(Exact Name of Registrant as Specified in its Charter)

England and Wales
(State or Other Jurisdiction of Incorporation or
Organization)

None
(I.R.S. Employer Identification No.)

8 Canada Square

London E14 5HQ

United Kingdom

(Address of Principal Executive Offices)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|--|
| 3.262% Fixed Rate/Floating Rate Senior Unsecured Notes due 2023 | New York Stock Exchange |
| 4.041% Fixed Rate/Floating Rate Senior Unsecured Notes due 2028 | New York Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-202420

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

On February 22, 2017, HSBC Holdings plc (the **Registrant**) filed with the Securities and Exchange Commission (the **Commission**) a Post-Effective Amendment No. 2 to Registration Statement on Form F-3 (File No. 333-202420) (the **Registration Statement**) relating to, among other securities, senior unsecured securities of the Registrant.

On February 22, 2017, the Registrant filed with the Commission pursuant to Rule 415 under the Securities Act of 1933, as amended (the **Securities Act**), the base prospectus dated February 22, 2017, as supplemented by the prospectus supplement dated March 6, 2017 (the **Prospectus** and the **Prospectus Supplement**, respectively). The Prospectus and the Prospectus Supplement are incorporated herein by reference to the extent set forth below.

Item 1. Description of Registrant's Securities to be Registered.

Reference is made to the information set forth on pages 16 through 30 (under "Description of Debt Securities") of the Prospectus, pages 60 through 69 (under "Taxation") of the Prospectus, page S-17 (under "Risk Factors - Risks Relating to the Notes - We may issue securities *pari passu* with the Notes and/or secured debt"), pages S-27 through S-39 (under "Description of the Notes") of the Prospectus Supplement and pages S-40 (under "Taxation") of the Prospectus Supplement, all of which information is incorporated by reference in this registration statement.

Item 2. Exhibits.

The following exhibits shall be, or have been, filed with the New York Stock Exchange, Inc. or the Commission:

1. Indenture dated as of August 26, 2009 by and among the Registrant, The Bank of New York Mellon, as trustee, and HSBC Bank USA, National Association, as paying agent, registrar and exchange rate agent (incorporated herein by reference to Exhibit 4.1(c) to the Registrant's Post-Effective Amendment No. 1 to Registration Statement on Form F-3) (File No. 333-158065).
2. First Supplemental Indenture dated as of March 8, 2016 by and among the Registrant, The Bank of New York Mellon, as trustee, and HSBC Bank USA, National Association, as paying agent, registrar and calculation agent (incorporated herein by reference to Exhibit 4.1 to the Registrant's Form 6-K (File No. 001-14930) dated March 8, 2016).
3. Second Supplemental Indenture dated as of May 25, 2016 by and among the Registrant, The Bank of New York Mellon, as trustee, and HSBC Bank USA, National Association, as paying agent, registrar and calculation agent (incorporated herein by reference to Exhibit 4.1 to the Registrant's Form 6-K (File No. 001-14930) dated May 25, 2016).
4. Third Supplemental Indenture dated as of October 5, 2016 by and among the Registrant, The Bank of New York Mellon, as trustee, and HSBC Bank USA, National Association, as paying agent, registrar and calculation agent (incorporated herein by reference to Exhibit 4.1 to the Registrant's Form 6-K (File No. 001-14930) dated October 5, 2016).

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5. Fourth Supplemental Indenture dated as of March 13, 2017 by and among the Registrant, the Bank of New York Mellon, as trustee, and HSBC Bank USA, National Association, as paying agent, registrar and calculation agent (incorporated by reference to Exhibit 4.1 to the Registrant's Form 6-K (File No. 001-14930) dated March 13, 2017).

6. 3.262% Fixed Rate/Floating Rate Senior Unsecured Notes (global registered form).

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7. 4.041% Fixed Rate/Floating Rate Senior Unsecured Notes (global registered form).

8. Resolutions of the Board of Directors of the Registrant providing for the issuance of the Senior Unsecured Notes (incorporated herein by reference to Exhibit 6 to the Registrant's Form 8-A (File No. 001-14930) dated March 8, 2016).

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Registrant: HSBC Holdings plc

By: /s/ Iain Mackay

Name: Iain Mackay

Title: Group Finance Director

Date: March 13, 2017

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