

HSBC HOLDINGS PLC
Form 8-A12B
March 12, 2014

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
4.250% Subordinated Notes Due 2024	New York Stock Exchange
5.250% Subordinated Notes Due 2044	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: 333-108288

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

None

(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

On March 22, 2012, HSBC Holdings plc (the **Registrant**) filed with the Securities and Exchange Commission (the **Commission**) a Registration Statement on Form F-3ASR (File No. 333-108288) (the **Registration Statement**) relating, among other securities, to dated subordinated debt securities of the Registrant.

On March 22, 2012, 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 March 22, 2012, as supplemented by the prospectus supplement dated March 5, 2014 (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 11 through 23 (under Description of Debt Securities) of the Prospectus, pages 38 through 46 of the Prospectus (under Taxation), pages S-21 through S-29 (under Description of Notes) of the Prospectus Supplement and pages S-30 through S-33 (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 March 12, 2014 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 of the Registration Statement).
2. Supplemental Indenture dated March 12, 2014 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 to the Registrant's Form 6-K (File No. 001-14930) dated March 12, 2014).
3. Subordinated Notes (global registered form).
4. Resolutions of the Board of Directors of the Registrant providing for the issuance of the Subordinated Notes (incorporated herein by reference to Exhibit 3 to the Registrant's Form 8-A (File No. 001-14930) dated March 29, 2012).

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 J Mackay

Name: Iain J Mackay

Title: Group Finance Director

Date: March 12, 2014

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