

HSBC HOLDINGS PLC
Form 8-A12B
November 23, 2016

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 |
|--|--|
| 4.375% Subordinated Notes Due 2026 | 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 25, 2016, HSBC Holdings plc (the **Registrant**) filed with the Securities and Exchange Commission (the **Commission**) a Post-Effective Amendment No. 1 to Registration Statement on Form F-3 (File No. 333-202420) (the **Registration Statement**) relating to, among other securities, dated subordinated debt securities of the Registrant.

On February 25, 2016, 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 25, 2016, as supplemented by the prospectus supplement dated November 16, 2016 (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 14 through 28 (under "Description of Debt Securities") of the Prospectus, pages 58 through 67 (under "Taxation") of the Prospectus, page S-14 (under "Risk Factors - Risks Relating to the Notes - We may issue securities senior to, or *pari passu* with, the Notes") of the Prospectus Supplement, pages S-23 through S-32 (under "Description of the Notes") of the Prospectus Supplement and pages S-33 through S-35 (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 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 Registration Statement).
2. Supplemental Indenture dated as of 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. Second Supplemental Indenture dated as of August 18, 2015 by and among the Registrant, The Bank of New York Mellon, London Branch, 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 August 18, 2015).
4. Third Supplemental Indenture dated as of November 23, 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 exchange rate agent (incorporated herein by reference to Exhibit 4.1 to the Registrant's Form 6-K (File No. 001-001-14930) dated November 23, 2016).

5. Subordinated Notes (global registered form).

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

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: November 23, 2016