

HSBC HOLDINGS PLC
Form 424B2
November 14, 2011

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The information in this preliminary prospectus is incomplete and may be changed. This preliminary prospectus supplement and the accompanying prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION DATED NOVEMBER 14, 2011

**Filed Pursuant to Rule 424(b)(2)
Registration No. 333-158065**

**PRELIMINARY PROSPECTUS SUPPLEMENT
(To prospectus dated April 16, 2010)**

\$

HSBC HOLDINGS PLC

\$ % Senior Unsecured Notes due , 2022

\$ % Senior Unsecured Notes due , 2042

We are offering \$ principal amount of % Senior Unsecured Notes due , 2022, or the 2022 Notes, and \$ principal amount of % Senior Unsecured Notes due , 2042, or the 2042 Notes and, together with the 2022 Notes, the Notes. The Notes will be issued pursuant to an indenture dated as of August 26, 2009, as described herein. HSBC Holdings plc will pay interest in arrears on the Notes on and of each year, at a rate of % per annum for the 2022 Notes and a rate of % per annum for the 2042 Notes, beginning on July , 2012. The 2022 Notes will mature on , 2022. The 2042 Notes will mature on , 2042.

We may redeem each series of the Notes, in whole but not in part, at any time up to 100% of their principal amount plus accrued interest upon the occurrence of certain tax events described in this prospectus supplement and the accompanying prospectus.

Application will be made to list the Notes on the New York Stock Exchange. Trading on the New York Stock Exchange is expected to begin within 30 days of the initial delivery of the Notes.

Investing in the Notes involves certain risks. See Risk Factors beginning on Page S-7.

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.

	Per 2022 Note	Total for 2022 Notes	Per 2042 Note	Total for 2042 Notes
Public Offering Price(1)	%	\$	%	\$

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Underwriting Discount	%	\$	%	\$
Proceeds to us (before expenses)	%	\$	%	\$

(1) Plus accrued interest payment, if any, from _____, _____.

We may use this prospectus supplement and the accompanying prospectus in the initial sale of the Notes. In addition, HSBC Securities (USA) Inc. or another of our affiliates may use this prospectus supplement and the accompanying prospectus in a market-making transaction in the Notes after their initial sale. In connection with any use of this prospectus supplement and the accompanying prospectus by HSBC Securities (USA) Inc. or another of our affiliates, unless HSBC or its agent informs the purchaser otherwise in the confirmation of sale, you may assume this prospectus supplement and the accompanying prospectus is being used in a market making transaction.

The underwriters expect to deliver the Notes to purchasers in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Clearstream Banking, *société anonyme* and Euroclear Bank S.A./N.V. on or about _____, 2011.

HSBC

The date of this prospectus supplement is _____, 2011.

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We are responsible for the information contained and incorporated by reference in this prospectus supplement, the accompanying prospectus and in any related free-writing prospectus we prepare or authorize. We have not authorized anyone to give you any other information, and we take no responsibility for any other information that others may give you. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information appearing in this prospectus supplement, the accompanying prospectus and in any related free-writing prospectus we prepare or authorize, as well as information we have previously filed with the Securities and Exchange Commission and incorporated by reference, is accurate as of any date other than their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

The distribution of this prospectus supplement and the accompanying prospectus and the offering of the Notes in certain jurisdictions may be restricted by law. This prospectus supplement and the accompanying prospectus do not constitute an offer, or an invitation on our behalf or on behalf of the underwriters or any of them, 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.

FOR NEW HAMPSHIRE RESIDENTS ONLY: NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE REVISED STATUTES WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY, OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER, OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

There are certain restrictions on the distribution of this prospectus supplement and the accompanying prospectus, as set out in *Plan of Distribution (Conflicts of Interest)* .

In connection with the issue of the Notes, HSBC Securities (USA) Inc. or any person acting for it may over-allot or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail for a limited period after the issue date. However, there may be no obligation on HSBC Securities (USA) Inc. or any agent of it to do this. Such stabilizing, if commenced, may be discontinued at any time and must be brought to an end after a limited period.

This communication 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 such 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.

This prospectus supplement and the accompanying prospectus have been prepared on the basis that, except to the extent sub-paragraph (ii) below may apply, any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, 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 which are the subject of an offering contemplated in this prospectus supplement and the accompanying prospectus is deemed to agree that they will only do so (i) in circumstances in which no

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obligation arises for us or any underwriter to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer, or (ii) if a prospectus for such offer has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State and (in either case) published, all in accordance with the Prospectus Directive, provided that any such prospectus has subsequently been completed by final terms which specify that offers may be made other than pursuant to Article 3(2) of the Prospectus Directive in that Relevant Member State and such offer is made in the period beginning and ending on the dates specified for such purpose in such prospectus or final terms, as applicable, and we have consented in writing to its use for the purpose of such offer. Except to the extent sub-paragraph (ii) above may apply, neither we nor any underwriter have authorized, nor do they authorize, the making of any offer of Notes in circumstances in which an obligation arises for us or any underwriter to publish or supplement a prospectus for such offer.

For the purposes of this provision, the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EU.

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CERTAIN DEFINITIONS AND PRESENTATION OF FINANCIAL AND OTHER DATA

Definitions

As used in this prospectus supplement and the accompanying prospectus, the terms HSBC, we, us and our refer to HSBC Holdings plc. HSBC Group and Group mean HSBC together with its subsidiary undertakings.

Presentation of Financial Information

Our consolidated Group financial statements and the separate financial statements of HSBC have been prepared in accordance with International Financial Reporting Standards (IFRSs), as endorsed by the European Union (EU). EU-endorsed IFRSs may differ from IFRSs as issued by the International Accounting Standards Board (IASB), if, at any point in time, new or amended IFRSs have not been endorsed by the EU. At December 31, 2010, there were no unendorsed standards effective for the year ended December 31, 2010 affecting our consolidated and separate financial statements, included in our Annual Report on Form 20-F for the year ended December 31, 2010, and there was no difference between IFRSs endorsed by the EU and IFRSs issued by the IASB in terms of their application to HSBC. Accordingly, HSBC's financial statements for the year ended December 31, 2010 are prepared in accordance with IFRSs as issued by the IASB.

At June 30, 2011, there were no unendorsed standards effective for the period ended June 30, 2011 affecting our interim consolidated financial statements, included in our Interim Report for the six-month period ended June 30, 2011 furnished under cover of Form 6-K to the SEC on August 5, 2011, and there was no difference between IFRSs endorsed by the EU and IFRSs issued by the IASB in terms of their application to HSBC.

Unless otherwise stated, the information presented in this document has been prepared in accordance with IFRSs. See *Where You Can Obtain More Information About Us*. HSBC uses the US dollar as its presentation currency because the US dollar and currencies linked to it form the major currency bloc in which HSBC transacts its business.

Currency

In this prospectus supplement, all references to (i) US dollars, US\$, dollars or \$ are to the lawful currency of the United States of America, (ii) euro or are to the lawful currency of the member states of the European Union that have adopted or adopt the single currency in accordance with the Treaty establishing the European Community, as amended, (iii) sterling pounds sterling or £ are to the lawful currency of the United Kingdom, (iv) BRL is to the lawful currency of the Federative Republic of Brazil, and (v) CAD is to the lawful currency of Canada.

**LIMITATIONS ON ENFORCEMENT OF US LAWS AGAINST US,
OUR MANAGEMENT AND OTHERS**

We are an English public limited company. Most of our directors and executive officers (and certain experts named in this prospectus supplement and the accompanying prospectus or in documents incorporated herein by reference) are resident outside the United States, and a substantial portion of our assets and the assets of such persons are located outside the United States. As a result, it may not be possible for you to effect service of process within the United States upon these persons or to enforce against them or us in US courts judgments obtained in US courts predicated upon the civil liability provisions of the federal securities laws of the United States. We have been advised by our

English solicitors, Cleary Gottlieb Steen & Hamilton LLP, that there is doubt as to enforceability in the English courts, in original actions or in actions for enforcement of judgments of US courts, of liabilities predicated solely upon the federal securities laws of the United States. In addition, awards of punitive damages in actions brought in the United States or elsewhere may not be enforceable in the United Kingdom. The enforceability of any judgment in the United Kingdom will depend on the particular facts of the case in effect at the time.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus and the documents incorporated by reference herein contain both historical and forward-looking statements. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. Forward-looking statements may be identified by the use of terms such as believes, expects, estimate, may, intends, plan, will, should or anticipates or the negative thereof or similar expressions, or by discussions of strategy. We have based the forward-looking statements on current expectations and projections about future events. These forward-looking statements are subject to risks, uncertainties and assumptions about us. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events discussed herein might not occur. You are cautioned not to place undue reliance on any forward-looking statements, which speak only as of their dates. Additional information, including information on factors which may affect HSBC's business, is contained in HSBC's Annual Report on Form 20-F for the year ended December 31, 2010 filed with the SEC, our Interim Report for the six-month period ended June 30, 2011 furnished under cover of Form 6-K to the SEC on August 5, 2011 and our Interim Management Statement for the nine-month period ended September 30, 2011 furnished under cover of Form 6-K to the SEC on November 9, 2011.

WHERE YOU CAN OBTAIN MORE INFORMATION ABOUT US

We have filed with the SEC a registration statement (the "Registration Statement") on Form F-3 (No. 333-158065) under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the Notes offered by this prospectus supplement. As permitted by the rules and regulations of the SEC, this prospectus supplement and the accompanying prospectus omit certain information, exhibits and undertakings contained in the Registration Statement. For further information with respect to us or the Notes, please refer to the Registration Statement, including its exhibits and the financial statements, notes and schedules filed as a part thereof. Statements contained in this prospectus supplement and the accompanying prospectus as to the contents of any contract or other document are not necessarily complete, and in each instance reference is made to the copy of such contract or document filed as an exhibit to the Registration Statement, each such statement being qualified in all respects by such reference. In addition, we file with the SEC annual reports and special reports, proxy statements and other information. You may read and copy any document we file at the SEC's public reference room at 100 F Street, N.E., Washington, DC 20549. Please call the SEC at (800) SEC-0330 for further information on the public reference room. Documents filed with the SEC are also available to the public on the SEC's internet site at <http://www.sec.gov>.

We are incorporating by reference in this prospectus supplement and the accompanying prospectus the information in the documents that we file with the SEC, which means we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus supplement and the accompanying prospectus. We incorporate by reference in this prospectus supplement and the accompanying prospectus our Annual Report on Form 20-F for the year ended December 31, 2010, our Interim Report for the six-month period ended June 30, 2011 furnished under cover of Form 6-K to the SEC on August 5, 2011 and our Interim Management Statement for the nine-month period ended September 30, 2011 furnished under cover of Form 6-K to the SEC on November 9, 2011.

In addition, all documents filed by us with the SEC pursuant to Sections 13(a), 13(c) or 15(d) of the US Securities Exchange Act of 1934, as amended (the "Exchange Act"), and, to the extent expressly stated therein, certain Reports on Form 6-K furnished by us after the date of this prospectus supplement shall also be deemed to be incorporated by

reference in this prospectus supplement and the accompanying prospectus from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus supplement and the accompanying prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement and the accompanying prospectus and to be a part hereof from the date of filing of such document.

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You may request a copy of these documents at no cost to you by writing or telephoning us at either of the following addresses:

Group Company Secretary
HSBC Holdings plc
8 Canada Square
London E14 5HQ
United Kingdom
Tel: +44-20-7991-8888

HSBC Holdings plc
c/o HSBC Bank USA, National Association
452 Fifth Avenue
New York, New York, 10018
Attn: Investor Affairs
Tel: +1-212-525-5000

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RISK FACTORS

An investment in the Notes involves significant risk. Accordingly, you should consider carefully all of the information set forth in, or incorporated by reference into, this prospectus supplement and the accompanying prospectus before you decide to invest in the Notes.

Risks Relating to HSBC's Business

You should read "Challenges and Uncertainties" on pages 84 to 88 in our Interim Report for the six-month period ended June 30, 2011 furnished under cover of Form 6-K to the SEC on August 5, 2011 and "Challenges and Uncertainties" on pages 88 to 93 in our Annual Report on Form 20-F for the year ended December 31, 2010, both of which are incorporated by reference in this prospectus supplement, or similar sections in subsequent filings incorporated by reference in this prospectus supplement, for information on risks relating to HSBC's business.

The Independent Commission on Banking has published its final report on competition and possible structural reforms in the UK banking industry. The implementation of the recommendations included in the final report could have a material adverse effect on us.

The UK Independent Commission on Banking (ICB) published its Final Report on September 12, 2011. The Commission's reform proposals, if adopted as legislation in substantially the form prescribed, would have wide ranging implications for the structure and costs of UK headquartered global systemically important banks (G-SIBs) and the UK banking industry.

In respect of large G-SIBs, including HSBC, the ICB proposes that there should be primary loss-absorbing capacity equal to at least 17% of risk-weighted assets (RWA) calculated under Basel III. This capacity should be satisfied by G-SIBs complying with the Basel III capital requirements and issuing additional equity and/or long-term, unsecured bonds that are loss-absorbing at the point where the G-SIB is no longer viable. The supervisor of a G-SIB would retain the power to increase this minimum loss-absorbing capacity to 20% of RWA if it had concerns about the ability to restructure or liquidate the G-SIB.

In addition, in respect of UK universal banks, including HSBC's major UK banking subsidiary, HSBC Bank plc, the ICB has proposed a separation of the UK retail and wholesale banking operations through the creation of a ring-fenced retail bank (RFB). The ICB recommends that a large ring-fenced bank should be required to maintain an equities ring-fence buffer of at least 3% of RWA above the Basel III base requirement of 7% of RWAs.

The Chancellor of the Exchequer has expressed broad approval of the ICB's Final Report and indicated that the UK Government endorses in principle the proposals to establish a RFB and greater primary loss absorbing capacity. The Government is not, however, bound to adopt the Commission's recommendations.

If the proposals described above are adopted, major changes to HSBC's corporate structure and business activities conducted in the UK through HSBC Bank plc might be required. The changes will likely include the spinning-out of the RFB from the existing UK incorporated universal bank. The proposals, if adopted, would take an extended period of time to implement and would have a significant impact on the Group's costs both to implement and to run the ongoing operations as restructured.

The European Commission is actively considering introducing specific taxes for the financial sector and has published a legislative proposal for a financial transaction tax. The implementation of financial sector taxes could

have a material adverse effect on us.

The European Commission is actively considering introducing specific taxes for the financial sector. On September 28, 2011, it published a legislative proposal for a financial transaction tax in the 27 Member States of the European Union, together with draft legislative text of the implementing directive. It is unclear whether the directive will enter into force in its proposed form, or at all. If it does enter into force in that form, or if similar or alternative taxes on the financial sector were to come into force, this may have a material impact on the Group.

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Risks Relating to the Notes

We may redeem the Notes at any time for certain tax reasons.

We may redeem each series of the Notes at any time in whole (but not in part) upon the occurrence of a tax event, as more particularly described under *Description of the Debt Securities Redemption* on page 18 of the accompanying prospectus. Certain of such events may occur at any time after the issue date of the Notes and it is therefore possible that we would be able to redeem the Notes at any time after such issue date.

If we redeem the Notes in the circumstances mentioned above, you may not be able to reinvest the redemption proceeds in securities offering a comparable yield.

We may issue securities pari passu with the Notes and/or secured debt.

There is no restriction on the amount of securities that we may issue which rank *pari passu* with the Notes being offered hereby. The issue of any such securities may reduce the amount recoverable by holders of the Notes in the event we are wound up.

Further, the terms of the indenture governing the Notes permit us (and our subsidiaries) to incur additional debt, including secured debt. The Notes will be effectively subordinated to any indebtedness or other liabilities of our subsidiaries and to any indebtedness of HSBC Holdings plc that is secured by property or assets to the extent of the value of the property or assets securing such indebtedness.

Our holding company structure may mean that our rights to participate in assets of any of our subsidiaries upon its liquidation may be subject to prior claims of some of its creditors.

Because we are a holding company, our rights to participate in the assets of any subsidiary if it is liquidated will be subject to the prior claims of its creditors, except to the extent that we may be a creditor with recognized claims ranking ahead of or *pari passu* with such prior claims against the subsidiary.

Standard & Poor's Rating Services has published new criteria for rating banks on November 9, 2011. The application of these new criteria to our credit ratings may result in a change to our credit ratings, which could affect the market value of the Notes.

Standard & Poor's Rating Services (S&P) has recently published the final criteria for rating banks under its redesigned credit rating methodology. S&P expects to start applying its new criteria in late November 2011, with the aim of publishing credit ratings on all banks according to the new criteria by mid-December 2011.

While S&P expects that more than 90% of its long-term bank credit ratings are likely to remain within one notch of the current rating, there can be no assurance that the application of the new criteria to our credit ratings by S&P will not result in a change to those ratings, including a potential downgrade in our credit ratings. Our credit ratings are an assessment of our ability to pay our obligations, including those on the Notes, and are not a recommendation to buy, sell or hold the Notes. Consequently, any actual or anticipated downgrades in our credit ratings may affect the market value of the Notes.

The securities that we are offering constitute new issues of securities by us, and we cannot guarantee that an active public market for the securities will develop or be sustained.

Each series of the Notes being offered hereby will constitute a new issue of securities by us. Prior to our present issuance of each series of Notes, there will have been no public market for such series. Although we will apply for the Notes to be listed on the New York Stock Exchange, there can be no assurance that an active public market for the Notes will develop and, if such a market were to develop, the underwriters are under no obligation to maintain such a market. The liquidity and the market prices for the Notes can be expected to vary with changes in market and economic conditions and our financial condition and prospects and other factors that generally influence the market prices of securities.

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This section outlines the specific financial and legal terms of the notes that are more generally described under Description of Debt Securities beginning on page 9 of the prospectus that accompanies this prospectus supplement. If anything described in this section is inconsistent with the terms described under Description of Debt Securities in the accompanying prospectus, the terms described below shall prevail.

Issuer	HSBC Holdings plc
Securities Offered	<p>% Senior Unsecured Notes due , 2022 in an aggregate principal amount of \$, which we refer to as the 2022 Notes.</p> <p>% Senior Unsecured Notes due , 2042 in an aggregate principal amount of \$, which we refer to as the 2042 Notes.</p>
Interest	<p>Interest on the 2022 Notes will be payable semi-annually at a rate of % per annum.</p> <p>Interest on the 2042 Notes will be payable semi-annually at a rate of % per annum.</p>
Minimum Denominations	The Notes will be issued only in registered form in minimum denominations of \$2,000 and in integral multiples of \$1,000 in excess thereof.
Interest Payment Date	Interest on the Notes will be payable in arrears on and of each year, commencing July , 2012.
Deferral	The terms of the Notes do not provide for deferral of interest or principal beyond the pertinent interest payment date.
Maturity Date	<p>The 2022 Notes will mature on , 2022.</p> <p>The 2042 Notes will mature on , 2042.</p>
Tax Redemption	The Notes are not redeemable at the option of the holders at any time. We may redeem each series of the Notes, in whole (but not in part) at our option at any time upon the occurrence of certain tax events. See <i>Risk Factors Risks Relating to the Notes We may redeem the Notes at any time for certain tax reasons.</i> The redemption price for each series will be equal to their principal amount together with any accrued and unpaid interest payments to the redemption date.
Payment of Additional Amounts	We will pay additional amounts in respect of the Notes described under <i>Description of the Debt Securities Additional Amounts</i> on page 17 of the accompanying prospectus.
Ranking	Each series of Notes will rank equally with all present and future indebtedness of HSBC that is not subordinated to the Notes, including the other series of Notes. Each series of Notes will be effectively subordinated

to any indebtedness or other liabilities of our subsidiaries and to any indebtedness of HSBC Holdings plc that is secured by property or assets to the extent of the value of the property or assets securing such indebtedness.

Form of Notes

Each series of Notes will be issued in the form of one or more global securities registered in the name of the nominee for, and deposited with, The Depository Trust Company.

**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

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the ordinary way in accordance with DTC's rules and will be settled in immediately available 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.

Listing

Application will be made to list the Notes on the New York Stock Exchange in accordance with its rules.

Sinking fund

There is no sinking fund for the Notes.

Trustee

We will issue the Notes under an indenture with The Bank of New York Mellon, as trustee, dated August 26, 2009, which is referred to on pages 9 and 10 of the accompanying prospectus.

Further issuances

We may, at our sole option, at any time and without the consent of the then existing note holders issue additional notes of each series 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 Notes of such series described herein. These additional notes will be deemed part of the relevant series of the Notes described herein and will provide the holders of these additional notes the right to vote together with holders of the relevant series of Notes described herein, provided that such additional notes will be issued with no more than de minimis original issue discount or be part of a qualified reopening for U.S. federal income tax purposes.

Use of proceeds

We will use the net proceeds from the sale of the Notes for general corporate purposes.

Conflicts of Interest

HSBC Securities (USA) Inc. is an affiliate of HSBC Holdings plc, and, as such, the offering is being conducted in compliance with the FINRA Rule 5121, as administered by the Financial Industry Regulatory Authority (FINRA).

Governing law and jurisdiction

The indenture is and the Notes will be governed by New York law. Any legal proceedings arising out of or based upon the indenture or the Notes may be instituted in any state or federal court in New York City, New York.

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HSBC HOLDINGS PLC

HSBC is one of the largest banking and financial services organizations in the world. As at September 30, 2011, we had total assets of approximately US\$2,716 billion and total shareholders' equity of approximately US\$159 billion. For the nine-month period ended September 30, 2011, our operating profit was US\$16,106 million on total operating income of US\$63,813 million. We are a strongly capitalized banking group with a total capital ratio of 14.6% and a tier 1 capital ratio of 12.1% as at September 30, 2011.

Through our subsidiaries and associates, we provide a comprehensive range of banking and related financial services. Headquartered in London, we operate through long-established businesses and have an international network of around 7,500 offices in 80 countries and territories in six geographical regions: Europe, Hong Kong, Rest of Asia-Pacific, Middle East and North Africa, North America and Latin America. Within these regions, a comprehensive range of financial services is offered to personal, commercial, corporate, institutional, investment and private banking clients. Services are delivered primarily by domestic banks, typically with large retail deposit bases.

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We will use the net proceeds from the sale of the Notes for general corporate purposes.

RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERENCE SHARE DIVIDENDS

The ratios for us for the periods indicated are:

Ratio of Earnings to Combined Fixed Charges

	Six-Month Period Ended	2010	Year Ended December 31,			2006
	June 30, 2011		2009	2008	2007	
Excluding interest on deposits	7.79	7.10	2.99	3.17	7.52	7.93
Including interest on deposits	1.76	1.73	1.22	1.14	1.34	1.41

Ratio of Earnings to Combined Fixed Charges and Preference Share Dividends

	Six-Month Period Ended	2010	Year Ended December 31,			2006
	June 30, 2011		2009	2008	2007	
Excluding interest on deposits	6.36	5.89	2.64	2.97	6.96	7.22
Including interest on deposits	1.71	1.69	1.20	1.13	1.34	1.40

For the purpose of calculating the ratios, earnings consist of income from continuing operations before taxation and minority interests, plus fixed charges, and after deduction of the unremitted pre-tax income of associated undertakings. Fixed charges consist of total interest expense, including or excluding interest on deposits, as appropriate, dividends on preference shares and other equity instruments, as applicable, and the proportion of rental expense deemed representative of the interest factor.

See *Presentation of Financial Information* for more information on the presentation of our financial statements.

