

HSBC HOLDINGS PLC  
Form 8-A12B  
March 29, 2012

**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)

**None**  
(I.R.S. Employer

of Incorporation or

Identification No.)

Organization)

**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**  
**4.00% Senior Unsecured Notes Due 2022**

**Name of each exchange on which**

**each class is to be registered**  
**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.

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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-3 (File No. 333-108288) (the *Registration Statement*) relating, among other securities, to senior 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 27, 2012 (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") and pages S-7 through S-8 (under "Description of Notes") 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 Securities and Exchange Commission:

1. Indenture dated August 26, 2009 by and among HSBC Holdings plc, The Bank of New York Mellon, as trustee, and HSBC Bank USA, N.A., as paying agent, registrar and exchange rate agent (incorporated herein by reference to Exhibit 4.1(c) to HSBC Holdings plc's Post Effective Amendment No. 1 to Registration Statement on Form F-3 (File No. 333-158065) dated April 16, 2010).
2. Senior Notes (global registered form).
3. Resolutions of the Board of Directors of the Registrant providing for the issuance of the Senior Unsecured Notes.

**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/ Douglas Flint  
Name: Douglas Flint  
Title: Group Chairman

Date: March 29, 2012

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