

HSBC HOLDINGS PLC  
Form 8-A12B  
June 24, 2010

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

FORM 8-A

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

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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<br>each class is to be registered |
|---|--|
| Perpetual Subordinated Capital Securities, Series 2 | 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. **S**

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. **F**

Securities Act registration statement file number to which this form relates: 333-158065

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

None

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(Title of Class)



INFORMATION REQUIRED IN REGISTRATION STATEMENT

On March 17, 2009, HSBC Holdings plc (the Registrant) filed with the Securities and Exchange Commission (the Commission) a Registration Statement on Form F-3 (File No. 333-158065) (the Registration Statement) relating, to among other securities, to subordinated debt securities of the Registrant. On April 16, 2010, the Registrant filed a post-effective amendment to the Registration Statement.

On April 16, 2010, 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 April 16, 2010, as supplemented by the prospectus supplement dated June 17, 2010 (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 the cover page, pages S-28 through S-45 (under "Description of the Capital Securities") and pages S-46 through S-50 (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 Securities and Exchange Commission:

1. Indenture dated April 8, 2008 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 1 to the Form 8-A dated April 9, 2008).
2. Capital Security (global bearer form).
3. Resolutions of the Board of Directors of the Registrant providing for the issuance of the Perpetual Subordinated Capital Securities.

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 J. Flint

Name: Douglas J. Flint

Title: Chief Financial Officer

Executive Director, Risk and Regulation

Date:

June 24, 2010

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