

HSBC HOLDINGS PLC
Form S-8
September 10, 2012

As filed with the Securities and Exchange Commission on September 10, 2012

Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

HSBC Holdings plc
(Exact name of Registrant as specified in its charter)

England
(State or other jurisdiction of
incorporation or organization)

98-0209906
(I.R.S. Employer
Identification Number)

8 Canada Square
London E14 5HQ, England
011-44-20-7991-8888

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

HSBC Holdings Savings-Related Share Option Plan: (International)
(Full Title of the Plan)

Stuart Alderoty
HSBC North America Holdings Inc.
452 Fifth Avenue
New York, NY 10018
Tel. No.: (212) 525 5000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

David I. Gottlieb, Esq.
Cleary Gottlieb Steen & Hamilton LLP
55 Basinghall Street

London EC2V 5EH, England

011-44-20-7614-2200

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b--2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED(1)	AMOUNT TO BE REGISTERED(2)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(3)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(3)	AMOUNT OF REGISTRATION FEE
Ordinary Shares, nominal value US\$0.50 each	2,666,374	\$8.79	\$23,445,426.58	\$2,686.85

- (1) This Registration Statement registers ordinary shares, 50 cents par value each (“Ordinary Shares”), of HSBC Holdings plc (the “Registrant”) that may be granted pursuant to the HSBC Holdings Savings-Related Share Option Plan: (International) (the “Plan”). A portion of the Ordinary Shares may be represented by American Depositary Shares (“ADSs”). ADSs evidenced by American Depositary Receipts (“ADRs”) issuable upon deposit of Ordinary Shares have been registered under three separate registration statements on Form F-6 (File No. 333-168882, File No. 333-128246, and File No. 1033419). Each ADS represents five Ordinary Shares.
- (1) Together with an indeterminate number of shares that may be necessary to adjust the number of shares reserved for issuance pursuant to the Plan as the result of a stock split, stock dividend or similar adjustment of the outstanding Ordinary Shares of the Registrant.
- (3) Estimated solely for the purposes of calculation of the registration fee with respect to the shares being registered hereby pursuant to Rule 457(h) under the Securities Act of 1933, as amended (the “Securities Act”), on the basis of one-fifth of the average of the high and low reported prices of the ADRs representing the Registrant’s Ordinary Shares reported on the New York Stock-Exchange-Composite Tape on September 6, 2012. The average of the high and low reported price for one ADR was \$43.97 on September 6, 2012.
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Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The reports listed below have been filed with or furnished to the Securities and Exchange Commission (the “Commission”) by the Registrant and are incorporated herein by reference to the extent not superseded by reports or other information subsequently filed or furnished. All of the Registrant’s reports filed with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”), after the date of this Registration Statement and prior to filing a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such reports.

- (a) The Registrant’s Annual Report for the fiscal year ended December 31, 2011 on Form 20-F (No. 1-14930) filed by the Registrant under the Exchange Act on March 7, 2012.
- (b) The Registrant’s Interim Report for the six-month period ended June 30, 2012 furnished by the Registrant under cover of Form 6-K (No. 1-14930) to the SEC under the Exchange Act on July 30, 2012.
- (c) All of the Registrant’s other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by Annual Report referred to in (a) above.
- (d) The description of the Ordinary Shares contained under the heading “Description of HSBC Ordinary Shares” in the Amendment No. 4 to the Registrant’s Registration Statement on Form F-4 (No. 333-102027), filed with the Commission on February 25, 2003, pursuant to the Securities Act of 1933, as amended.

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 Registration Statement to the extent that a statement contained in any 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 Registration Statement.

Item 4. Description of Securities

Not applicable

Item 5. Interests of Named Experts and Counsel

Not applicable

Item 6. Indemnification of Directors and Officers

Article 173 of the Registrant's Articles of Association provides:

“Subject to the provisions of the Act, but without prejudice to any indemnity to which he may be otherwise entitled, every person who is or was at any time a Director, alternate Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, damages and liabilities incurred by him for negligence, default, breach of duty, breach of trust or otherwise in relation to the affairs

of the Company or an associated company, or in connection with the activities of the Company, or of an associated company, as a trustee of an occupational pension scheme, provided that this Article 173.1 shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article 173.1, or any element of it, to be treated as void under the Act.

Subject to the provisions of the Act, the Company may at the discretion of the Board provide any person who is or was at any time a Director, alternate Director, Secretary or other officer of the Company with funds to meet expenditure incurred or to be incurred by him (or to enable such person to avoid incurring such expenditure) in defending any criminal or civil proceedings or defending himself in any investigation by, or against action proposed to be taken by, a regulatory authority in each case in connection with any alleged negligence, default, breach of duty or breach of trust by that person in relation to the Company or an associated company or in connection with any application under the provisions referred to in section 205(5) of the Act.”

The relevant provisions of the Companies Act 2006 (referred to as the Act in Article 173) are sections 205, 206, 232, 233, 234, 235, 236, 237, 238 and 1157. Section 205 provides:

“(1) Approval is not required under section 197, 198, 200 or 201 (requirement of members’ approval for loans etc) for anything done by a company—(a) to provide a director of the company or of its holding company with funds to meet expenditure incurred or to be incurred by him—(i) in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the company or an associated company, or (ii) in connection with an application for relief (see subsection (5)), or (b) to enable any such director to avoid incurring such expenditure, if it is done on the following terms.

(2) The terms are—(a) that the loan is to be repaid, or (as the case may be) any liability of the company incurred under any transaction connected with the thing done is to be discharged, in the event of— (i) the director being convicted in the proceedings, (ii) judgment being given against him in the proceedings, or (iii) the court refusing to grant him relief on the application; and (b) that it is to be so repaid or discharged not later than—(i) the date when the conviction becomes final, (ii) the date when the judgment becomes final, or (iii) the date when the refusal of relief becomes final.

(3) For this purpose a conviction, judgment or refusal of relief becomes final—(a) if not appealed against, at the end of the period for bringing an appeal; (b) if appealed against, when the appeal (or any further appeal) is disposed of.

(4) An appeal is disposed of—(a) if it is determined and the period for bringing any further appeal has ended, or (b) if it is abandoned or otherwise ceases to have effect.

(5) The reference in subsection (1)(a)(ii) to an application for relief is to an application for relief under—section 661(3) or (4) (power of court to grant relief in case of acquisition of shares by innocent nominee), or section 1157 (general power of court to grant relief in case of honest and reasonable conduct).”

Section 206 provides:

“Approval is not required under section 197, 198, 200 or 201 (requirement of members’ approval for loans etc) for anything done by a company—(a) to provide a director of the company or of its holding company with funds to meet expenditure incurred or to be incurred by him in defending himself—(i) in an investigation by a regulatory authority, or (ii) against action proposed to be taken by a regulatory authority, in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the company or an associated company, or (b) to enable any such director to avoid incurring such expenditure.”

Section 232 provides:

“(1) Any provision that purports to exempt a director of a company (to any extent) from any liability that would otherwise attach to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company is void.

(2) Any provision by which a company directly or indirectly provides an indemnity (to any extent) for a director of the company, or of an associated company, against any liability attaching to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company of which he is a director is void, except as permitted by— (a) section 233 (provision of insurance), (b) section 234 (qualifying third party indemnity provision), or (c) section 235 (qualifying pension scheme indemnity provision).

(3) This section applies to any provision, whether contained in a company's articles or in any contract with the company or otherwise.

(4) Nothing in this section prevents a company's articles from making such provision as has previously been lawful for dealing with conflicts of interest.”

Section 233 provides:

“Section 232(2) (voidness of provisions for indemnifying directors) does not prevent a company from purchasing and maintaining for a director of the company, or of an associated company, insurance against any such liability as is mentioned in that subsection.”

Section 234 provides:

“(1) Section 232(2) (voidness of provisions for indemnifying directors) does not apply to qualifying third party indemnity provision.

(2) Third party indemnity provision means provision for indemnity against liability incurred by the director to a person other than the company or an associated company. Such provision is qualifying third party indemnity provision if the following requirements are met.

(3) The provision must not provide any indemnity against—(a) any liability of the director to pay—(i) a fine imposed in criminal proceedings, or (ii) a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising); or (b) any liability incurred by the director—(i) in defending criminal proceedings in which he is convicted, or (ii) in defending civil proceedings brought by the company, or an associated company, in which judgment is given against him, or (iii) in connection with an application for relief (see subsection (6)) in which the court refuses to grant him relief.

(4) The references in subsection (3)(b) to a conviction, judgment or refusal of relief are to the final decision in the proceedings.

(5) For this purpose—(a) a conviction, judgment or refusal of relief becomes final—(i) if not appealed against, at the end of the period for bringing an appeal, or (ii) if appealed against, at the time when the appeal (or any further appeal) is disposed of; and (b) an appeal is disposed of—(i) if it is determined and the period for bringing any further appeal has ended, or (ii) if it is abandoned or otherwise ceases to have effect.

(6) The reference in subsection (3)(b)(iii) to an application for relief is to an application for relief under—section 661(3) or (4) (power of court to grant relief in case of acquisition of shares by innocent nominee), or section 1157 (general power of court to grant relief in case of honest and reasonable conduct).”

Section 235 provides:

“(1) Section 232(2) (voidness of provisions for indemnifying directors) does not apply to qualifying pension scheme indemnity provision.

(2) Pension scheme indemnity provision means provision indemnifying a director of a company that is a trustee of an occupational pension scheme against liability incurred in connection with the company’s activities as trustee of the scheme. Such provision is qualifying pension scheme indemnity provision if the following requirements are met.

(3) The provision must not provide any indemnity against—(a) any liability of the director to pay—(i) a fine imposed in criminal proceedings, or (ii) a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising); or (b) any liability incurred by the director in defending criminal proceedings in which he is convicted.

(4) The reference in subsection (3)(b) to a conviction is to the final decision in the proceedings.

(5) For this purpose—(a) a conviction becomes final—(i) if not appealed against, at the end of the period for bringing an appeal, or (ii) if appealed against, at the time when the appeal (or any further appeal) is disposed of; and (b) an appeal is disposed of—(i) if it is determined and the period for bringing any further appeal has ended, or (ii) if it is abandoned or otherwise ceases to have effect.

(6) In this section “occupational pension scheme” means an occupational pension scheme as defined in section 150(5) of the Finance Act 2004 (c. 12) that is established under a trust.”

Section 236 provides:

“(1) This section requires disclosure in the directors’ report of—(a) qualifying third party indemnity provision, and (b) qualifying pension scheme indemnity provision. Such provision is referred to in this section as “qualifying indemnity provision”.

(2) If when a directors’ report is approved any qualifying indemnity provision (whether made by the company or otherwise) is in force for the benefit of one or more directors of the company, the report must state that such provision is in force.

(3) If at any time during the financial year to which a directors’ report relates any such provision was in force for the benefit of one or more persons who were then directors of the company, the report must state that such provision was in force.

(4) If when a directors’ report is approved qualifying indemnity provision made by the company is in force for the benefit of one or more directors of an associated company, the report must state that such provision is in force.

(5) If at any time during the financial year to which a directors’ report relates any such provision was in force for the benefit of one or more persons who were then directors of an associated company, the report must state that such provision was in force.”

Section 237 provides:

- “(1) This section has effect where qualifying indemnity provision is made for a director of a company, and applies— (a) to the company of which he is a director (whether the provision is made by that company or an associated company), and (b) where the provision is made by an associated company, to that company.
- (2) That company or, as the case may be, each of them must keep available for inspection— (a) a copy of the qualifying indemnity provision, or (b) if the provision is not in writing, a written memorandum setting out its terms.
- (3) The copy or memorandum must be kept available for inspection at—(a) the company’s registered office, or (b) a place specified in regulations under section 1136.
- (4) The copy or memorandum must be retained by the company for at least one year from the date of termination or expiry of the provision and must be kept available for inspection during that time.
- (5) The company must give notice to the registrar—(a) of the place at which the copy or memorandum is kept available for inspection, and (b) of any change in that place, unless it has at all times been kept at the company’s registered office.
- (6) If default is made in complying with subsection (2), (3) or (4), or default is made for 14 days in complying with subsection (5), an offence is committed by every officer of the company who is in default.
- (7) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.
- (8) The provisions of this section apply to a variation of a qualifying indemnity provision as they apply to the original provision.
- (9) In this section “qualifying indemnity provision” means— (a) qualifying third party indemnity provision, and (b) qualifying pension scheme indemnity provision.”

Section 238 provides:

- “(1) Every copy or memorandum required to be kept by a company under section 237 must be open to inspection by any member of the company without charge.
- (2) Any member of the company is entitled, on request and on payment of such fee as may be prescribed, to be provided with a copy of any such copy or memorandum.
- The copy must be provided within seven days after the request is received by the company.
- (3) If an inspection required under subsection (1) is refused, or default is made in complying with subsection (2), an offence is committed by every officer of the company who is in default.
- (4) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.
- (5) In the case of any such refusal or default the court may by order compel an immediate inspection or, as the case may be, direct that the copy required be sent to the person requiring it.”

Section 1157 of the Companies Act 2006 provides:

(1) If in proceedings for negligence, default, breach of duty or breach of trust against— (a) an officer of a company, or (b) a person employed by a company as auditor (whether he is or is not an officer of the company), it appears to the court hearing the case that the officer or person is or may be liable but that he acted honestly and reasonably, and that having regard to all the circumstances of the case (including those connected with his appointment) he ought fairly to be excused, the court may relieve him, either wholly or in part, from his liability on such terms as it thinks fit.

(2) If any such officer or person has reason to apprehend that a claim will or might be made against him in respect of negligence, default breach of duty or breach of trust— (a) he may apply to the court for relief, and (b) the court has the same power to relieve him as it would have had if it had been a court before which proceedings against him for negligence, default, breach of duty or breach of trust had been brought.

(3) Where a case to which subsection (1) applies is being tried by a judge with a jury, the judge, after hearing the evidence, may, if he is satisfied that the defendant (in Scotland, the defender) ought in pursuance of that subsection to be relieved either in whole or in part from the liability sought to be enforced against him, withdraw the case from the jury and forthwith direct judgment to be entered for the defendant (in Scotland, grant decree of absolvitor) on such terms as to costs (in Scotland, expenses) or otherwise as the judge may think proper."

The Registrant has arranged appropriate insurance cover in respect of legal action against directors and senior managers of the Registrant and its consolidated subsidiaries. The Registrant also provides protections for its and its consolidated subsidiaries' directors and senior managers against personal financial exposure they may incur in their capacity as such. These include qualifying third party indemnity provisions for the benefit of directors of the Registrant and other such persons, including, where applicable, in their capacity as directors of the Registrant's consolidated subsidiaries.

Item 7. Exemption From Registration Claimed

Not applicable

Item 8. Exhibits

The following exhibits are filed with or incorporated by reference into this Registration Statement:

4.1 Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 1.1 to the Registrant's 2010 Annual Report on Form 20-F, dated March 8, 2011).

4.2 HSBC Holdings Savings-Related Share Option Plan: (International).

5.1 Opinion of Cleary Gottlieb Steen & Hamilton LLP, UK counsel to the Registrant, as to the legality of the shares being registered.

23.1 Consent of KPMG Audit Plc.

23.2 Consent of Cleary Gottlieb Steen & Hamilton LLP, UK counsel to the Registrant (included in Exhibit 5.1).

24.1 Power of Attorney (set forth on the signature page hereto).

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement : (i) to include any prospectus required by Section 10(a)(3) of the Securities Act; (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of the employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, AS AMENDED, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-8 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY LONDON, ENGLAND, ON SEPTEMBER 10, 2012.

HSBC HOLDINGS PLC

By: /s/ I. J. Mackay
Name: I. J. Mackay
Title: Group Finance Director

POWER OF ATTORNEY

Know all persons by these presents, that each officer or director whose signature appears below constitutes and appoints each of the directors named below, jointly and severally, as his or her true and lawful attorneys-in-fact and agents with full and several power of substitution, for and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, and supplements to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they or he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES INDICATED ON SEPTEMBER 10, 2012.

By: /s/ D. J. Flint, CBE
Name: D. J. Flint, CBE
Title: Group Chairman

By: /s/ S. T. Gulliver
Name: S. T. Gulliver
Title: Group Chief Executive

By: /s/ I. J. Mackay
Name: I. J. Mackay
Title: Group Finance Director

By: /s/ S. A. Catz
Name: S. A. Catz

Title: Director

By: /s/ L. M. L. Cha, GBS
Name: L. M. L. Cha, GBS
Title: Director

By: /s/ M. K. T. Cheung, GBS, OBE
Name: M. K. T. Cheung, GBS, OBE
Title: Director

By: /s/ J. D. Coombe
Name: J. D. Coombe
Title: Director

By: /s/ J. Faber
Name: J. Faber
Title: Director

By: /s/ R. A. Fairhead
Name: R. A. Fairhead
Title: Director

By: /s/ A. A. Flockhart, CBE
Name: A. A. Flockhart, CBE
Title: Director

By: /s/ J. W. J. Hughes-Hallett, SBS
Name: J. W. J. Hughes-Hallett, SBS
Title: Director

By: /s/ W. S. H. Laidlaw
Name: W. S. H. Laidlaw
Title: Director

By: /s/ J.P. Lipsky
Name: J.P. Lipsky
Title: Director

By: /s/ J. R. Lomax
Name: J. R. Lomax
Title: Director

By: /s/ N. R. N. Murthy, CBE

Name: N. R. N. Murthy, CBE

Title: Director

By: /s/ Sir Simon Robertson
Name: Sir Simon Robertson
Title: Senior Independent Non-executive Director

By: /s/ J. L. Thornton
Name: J. L. Thornton
Title: Director

By: /s/ Stuart Alderoty
Name: Stuart Alderoty
Title: Authorised Representative in the United States

EXHIBIT INDEX

Exhibit No.	Description	Method of Filing
4.1	Amended and Restated Memorandum and Articles of Association of the Registrant	Incorporated by reference to Exhibit 1.1 to the Registrant's 2010 Annual Report on Form 20-F, dated March 8, 2011.
4.2	HSBC Holdings Savings-Related Share Option Plan: (International)	Incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-8 (No. 333-176732), dated September 8, 2011.
5.1	Opinion of Cleary Gottlieb Steen & Hamilton LLP, UK counsel to the Registrant, as to the legality of the shares being registered	Filed herewith
23.1	Consent of KPMG Audit Plc	Filed herewith
23.2	Consent of Cleary Gottlieb Steen & Hamilton LLP, UK counsel to the Registrant (included in Exhibit 5.1)	Filed herewith
24.1	Power of Attorney	Included on Signature Pages

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COMPANY1\$140,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA THINK MUTUAL BANK3\$410,700.000.41%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA THREE RIVERS FCU1\$138,214.570.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA TOWN AND COUNTRY BANC MORTGAGE SERVICES, INC.1\$138,750.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA TOWN AND COUNTRY BANK OF QUINCY1\$128,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA TRAVIS CREDIT UNION1\$131,500.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA TRUMARK FINANCIAL CREDIT UNION1\$140,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA TWO RIVERS BANK AND TRUST1\$128,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UMPQUA BANK, AN OREGON STATE CHARTERED BANK1\$147,000.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UNION SAVINGS BANK, AN OHIO CORPORATION11\$1,498,514.551.49%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UNITED BANK & TRUST1\$138,400.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UNITED BANK OF UNION1\$142,400.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UNITED COMMUNITY BANK2\$270,010.460.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UNITED FIDELITY FUNDING, CORP1\$127,403.540.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UNITED WHOLESALE MORTGAGE2\$282,519.000.28%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UNITY BANK1\$145,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UNITY ONE CREDIT UNION1\$127,698.710.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UNIVERSITY FIRST FEDERAL CREDIT UNION1\$127,700.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UNIVERSITY OF WISCONSIN CREDIT UNIO2\$281,800.000.28%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UNIVERSITY OF WISCONSIN CREDIT UNION2\$257,200.000.26%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UNIVEST BANK AND TRUST CO1\$125,000.000.12%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA VALLEY NATIONAL BANK3\$402,370.530.4%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA VAN DYK MORTGAGE CORPORATION, A CORPORATION1\$137,600.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA VIBE CREDIT UNION, STATE CHARTERED CREDIT UNION2\$285,700.000.28%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA VISIONS FEDERAL CREDIT UNION1\$148,000.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA VYSTAR CREDIT UNION2\$255,000.000.25%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WAKEFIELD CO-OPERATIVE BANK1\$134,400.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WALLIS STATE BANK1\$128,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WASHINGTON STATE BANK, ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF IOWA1\$148,000.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WASHINGTON STATE EMPLOYEES CREDIT UNION3\$433,900.000.43%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WATERSTONE MORTGAGE CORP1\$142,779.830.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WATERSTONE MORTGAGE CORPORATION1\$130,400.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WEBSTER BANK, N.A.1\$130,993.520.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WEST GATE BANK1\$134,400.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WESTBY CO-OP CREDIT UNION1\$127,775.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WESTCONSIN CREDIT UNION3\$440,275.000.44%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WINGS

FINANCIAL CREDIT

UNION2\$269,000.000.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WISCONSIN BANK AND TRUST2\$283,910.000.28%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WJ BRADLEY MORTGAGE CAPITAL, LLC., A DELAWARE LIMITED LIABILITY COMPANY1\$135,400.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WR STARKEY MORTGAGE, LLP.1\$125,000.000.12%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WRIGHT-PATT CREDIT UNION, INC.2\$293,300.000.29%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WRIGHT-PATT CREDIT UNION, INC. DBA CU - SELECT1\$138,186.900.05%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA**Total 735\$100,486,960.20100%0** BANK,A DIVISION OF FIRST NATIONAL BANK1\$149,150.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA 1ST MIDAMERICA CREDIT UNION1\$128,250.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA 3 RIVERS FEDERAL CU1\$144,390.460.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA ABBEVILLE BUILDING & LOAN1\$144,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA ACADEMY MORTGAGE CORPORATION2\$266,800.000.26%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA ACCESS CAPITAL FUNDING, LLC2\$265,600.000.26%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA ADVANTAGE PLUS FEDERAL CREDIT UNION1\$130,400.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA ALABAMA ONE CREDIT UNION2\$279,510.000.28%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA ALASKA USA MORTGAGE COMPANY, LLC2\$255,590.310.25%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA ALPINE BANK & TRUST CO.1\$125,000.000.12%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA ALTRA FEDERAL CREDIT UNION4\$565,950.000.56%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA AMARILLO NATIONAL BANK1\$127,842.860.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA AMERICA FIRST FEDERAL CREDIT UNION13\$1,774,047.811.76%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA AMERICAN BANK2\$276,566.080.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA AMERICAN BANK CENTER1\$125,600.000.12%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA AMERICAN BANK, N.A.1\$133,500.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA AMERICAN FEDERAL BANK1\$130,500.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA AMERICAN FEDERAL SAVINGS BANK2\$286,000.000.28%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA AMERICAN FINANCIAL RESOURCES, INC1\$138,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA AMERICAN NATIONAL BANK1\$140,773.200.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA AMERICAN NATIONAL BANK AND TRUST CO1\$132,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA AMERIFIRST FINANCIAL CORPORATION3\$408,675.000.41%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA ANCHORBANK, FSB2\$281,800.000.28%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA ANHEUSER-BUSCH EMPLOYEES' CREDIT UNION AND ITS DIVISION2\$284,200.000.28%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA ARK-LA-TEX FINANCIAL SERVICES, LLC DBA BENCHMARK MORTGAGE2\$267,800.000.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA ASSOCIATED BANK NATIONAL ASSOCIATION25\$3,418,928.903.39%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA ASSOCIATED CREDIT UNION2\$274,379.170.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA ASTORIA FEDERAL SAVINGS AND LOAN ASSOCIATION1\$134,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA ATLANTIC BAY MORTGAGE GROUP,

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COMPANY1\$125,000.000.12%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA CLEARVIEW
FEDERAL CREDIT
UNION1\$138,947.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA CLEVELAND STATE
BANK1\$135,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA CMG MORTGAGE, INC.
DBA CMG
FINANCIA1\$127,920.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA COASTAL
FEDERAL CREDIT
UNION5\$696,600.000.69%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA COBALT MORTGAGE,
INC.4\$562,050.000.56%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA COLONIAL SAVINGS,
F.A.1\$137,987.220.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA COLUMBIA CREDIT
UNION1\$145,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA COLUMBUS METRO
FED CR UNION1\$136,554.800.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA COMMUNITY
1ST CREDIT
UNION1\$144,075.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA COMMUNITY FIRST
CREDIT UNION3\$393,400.000.39%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA COMMUNITY
SAVINGS BANK1\$130,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA COMMUNITY
STATE BANK1\$146,498.210.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA CONSUMERS
CREDIT UNION2\$255,700.000.25%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA COREPLUS
FEDERAL CREDIT
UNION1\$139,800.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA CORNERSTONE HOME
LENDING,
INC.1\$138,232.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA CORNERSTONE
MORTGAGE, INC.1\$142,025.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA CORTRUST
MORTGAGE INC1\$126,350.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA CORTRUST
MORTGAGE, INC1\$145,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA CREDIT
UNINO OF
COLORADO1\$126,000.000.12%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA CREDIT UNION
OF OHIO1\$135,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA CREDIT UNION OF
TEXAS1\$137,859.960.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA CROOKSTON
NATIONAL BANK, ORGANIZED AND EXISTING UNDER THE LAWS OF THE UNITED STATES OF
AMERICA1\$141,766.590.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA CU COMMUNITY,
LLC1\$128,500.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA CU MORTGAGE
DIRECT1\$145,600.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA DEDHAM
INSTITUTION FOR
SAVINGS1\$124,606.000.12%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA DELTA
COMMUNITY CREDIT
UNION1\$128,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA DELTA TRUST
MORTGAGE, INC.1\$127,412.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA DENALI
STATE BANK1\$125,500.000.12%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA DESCO
FEDERAL CREDIT
UNION1\$126,305.240.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA DESERT SCHOOLS
FEDERAL CREDIT
UNION1\$130,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA DOLLAR BANK,
FEDERAL SAVINGS
BANK2\$274,000.000.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA DUBUQUE BANK AND
TRUST2\$266,400.000.26%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA DUPACO COMMUNITY
CREDIT UNION2\$284,000.000.28%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA EASTMAN
NATIONAL
BANK1\$136,789.060.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA ELEVATIONS CREDIT
UNION3\$418,500.000.42%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA EMIGRANT
MORTGAGE COMPANY,

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INC1\$140,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA ENT FEDERAL CREDIT UNION4\$543,903.170.54%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA EVERETT FINANCIAL INC, DBA SUPREME LENDING6\$840,370.000.83%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA EVERETT FINANCIAL INC., DBA SUPREME LENDING ISAOA1\$149,200.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA EVERETT FINANCIAL, INC DBA SUPREME LENDING1\$126,900.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA EVERGREEN MONEYSOURCE MORTGAGE COMPANY, A WASHINGTON CORPORATION1\$131,792.810.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA EVOLVE BANK & TRUST1\$125,600.000.12%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA EXCEL MORTGAGE SERVICING, INC.2\$251,000.000.25%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA EXCHANGE BANK OF MISSOURI1\$135,654.330.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FARMERS & MERCHANTS BANK1\$146,400.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FARMERS AND MERCHANTS BANK1\$144,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FARMERS BANK & TRUST, NA, A CORPORATION7\$933,300.000.93%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FARMERS STATE BANK1\$140,670.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FARMERS STATE BANK, IOWA CORPORATION1\$136,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FARMINGTON BANK1\$140,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIDELITY BANK2\$276,910.000.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIDELITY BANK D/B/A FIDELITY BANK MORTGAGE, A GEORGIA CHARTERED BANK3\$421,774.820.42%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FINANCIAL PARTNERS CREDIT UNION1\$130,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST AMERICAN BANK1\$128,597.300.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST BANK1\$140,600.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST BANK & TRUST1\$145,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST BANK D/B/A FIRST BANK MORTGAGE3\$404,500.000.4%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST BANK D/B/A FIRST BANK MORTGAGE, "GRANTEE"1\$138,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST BANK FINANCIAL CENTRE2\$276,600.000.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST BANK PUERTO RICO1\$143,536.110.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST CALIFORNIA MORTGAGE COMPANY2\$274,700.000.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST CITIZENS BANK AND TRUST CO.4\$542,976.340.54%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST COMMUNITY CREDIT UNION3\$412,165.000.41%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST COMMUNITY MORTGAGE, INC.2\$278,000.000.28%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST CONTINENTAL MORTGAGE, LTD.1\$135,200.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST EDUCATORS CREDIT UNION1\$127,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST FEDERAL BANK4\$542,803.000.54%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST FEDERAL BANK OF OHIO1\$133,200.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST FEDERAL BANK OF THE MIDWEST1\$140,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST FEDERAL BANK, A FEDERALLY CHARTERED SAVINGS BANK1\$143,600.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST FEDERAL S & L ASSOC. OF LAKEWOOD,

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ISAOA3\$423,721.000.42%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST FEDERAL SAVINGS BANK OF BOSTON1\$144,500.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST FINANCIAL CREDIT UNION1\$137,600.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST HAWAIIAN BANK1\$131,192.560.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST INDEPENDENT BANK, A CORPORATION1\$127,798.550.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST INTERSTATE BANK5\$665,650.000.66%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST KEYSTONE COMMUNITY BANK1\$130,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST MIDWEST BANK2\$276,503.340.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST MORTGAGE COMPANY, LLC2\$280,500.000.28%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST MORTGAGE COMPANY, LLC2\$281,570.000.28%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST NATIONAL BANK ALASKA1\$147,200.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST NATIONAL BANK OF HARTFORD1\$134,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST NATIONAL BANK OF PANDORA2\$292,600.000.29%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST NATIONAL BANK, AMES, IOWA1\$141,600.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST NEBRASKA BANK1\$146,400.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST NIAGARA BANK, N.A.11\$1,499,250.001.49%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST SOUTHERN BANK1\$140,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST STATE BANK NEBRASKA1\$149,600.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST STATE BANK, ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF WISCONSIN1\$142,600.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST TECHNOLOGY FEDERAL CREDIT UNION3\$419,800.000.42%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST UNITED BANK AND TRUST COMPANY4\$537,400.000.53%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRST-CITIZENS BANK & TRUST COMPANY1\$132,994.900.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRSTBANK PUERTO RICO1\$134,446.260.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FIRSTMERIT BANK, N.A.8\$1,080,052.001.07%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FLORIDA CREDIT UNION1\$137,700.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FORUM CREDIT UNION1\$147,749.430.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FOX RIVER STATE BANK1\$149,900.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FREMONT BANK4\$540,714.720.54%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA FULTON BANK, N.A.3\$402,349.940.4%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA GATEWAY MORTGAGE CORPORATION5\$694,347.000.69%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA GATEWAY MORTGAGE GROUP, LLC1\$147,200.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA GENISYS CREDIT UNION1\$146,300.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA GMFS LLC1\$139,500.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA GOODFIELD STATE BANK1\$143,470.310.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA GRAND BANK NA4\$531,400.000.53%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA GREAT MIDWEST BANK SSB1\$131,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA GREAT WESTERN BANK2\$280,319.000.28%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA GREATER NEVADA MORTGAGE SERVICES1\$128,250.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA GREYLOCK FEDERAL CREDIT UNION1\$127,200.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA GTE

FEDERAL CREDIT

UNION3\$421,900.000.42%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA GUARANTY TRUST COMPANY1\$136,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA GUILD MORTGAGE COMPANY4\$554,800.000.55%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA GUILD MORTGAGE COMPANY, A CALIFORNIA CORPORATION1\$145,261.420.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA HAMPDEN BANK1\$128,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA HANTZ BANK1\$128,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA HARBOR CREDIT UNION1\$135,802.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA HERITAGE CREDIT UNION, A STATE CHARTERED CREDIT UNION2\$271,562.360.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA HIAWATHA BANK AND TRUST CO., A CORPORATION1\$140,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA HILLS BANK AND TRUST COMPANY, CORPORATION4\$532,300.000.53%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA HIWAY FEDERAL CREDIT UNION2\$260,250.000.26%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA HOME FEDERAL BANK2\$274,986.910.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA HOME FEDERAL SAVINGS BANK2\$259,700.000.26%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA HOME FINANCING CENTER, INC.1\$146,473.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA HOME STATE BANK, A NEBRASKA CHARTERED BANK (CFL # 21-0404160)1\$126,400.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA HOMEFIRST MORTGAGE, LLC1\$146,250.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA HOMETOWN BANK1\$146,800.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA HOMEWISE, INC.1\$144,800.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA HONOR BANK1\$131,731.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA HOOSAC BANK2\$269,922.350.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA HORICON BANK2\$269,400.000.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA HORIZON BANK N A1\$125,000.000.12%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA HORIZON BANK, N.A.3\$393,272.000.39%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA HSBC BANK USA, N.A.1\$146,650.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA HUDSON VALLEY FEDERAL CREDIT UNION1\$140,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA IBERIABANK MORTGAGE COMPANY2\$260,540.000.26%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA IC FEDERAL CREDIT UNION1\$135,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA IDAHO CENTRAL CREDIT UNION4\$563,130.000.56%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA IDAHO HOUSING & FINANCE ASSOCIATION1\$144,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA IMORTGAGE.COM, INC.4\$529,167.000.52%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA INLAND HOME MORTGAGE COMPANY1\$136,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA INTERCITY STATE BANK1\$136,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA INVESTORS HOME MORTGAGE1\$125,400.000.12%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA IOWA BANKERS MORTGAGE CORPORATION3\$402,200.000.4%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA JEANNE D'ARC CREDIT UNION1\$143,500.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA JEFFERSON BANK OF MISSOURI1\$133,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA LAKE CHEM COMMUNITY FEDERAL CREDIT UNION1\$132,395.840.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA LAKE FOREST BANK &

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TRUST COMPANY1\$148,300.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA LAKE MICHIGAN CREDIT UNION3\$433,600.000.43%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA LAKE STATE CREDIT UNION1\$136,500.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA LAND/HOME FINANCIAL SERVICES, A CALIFORNIA CORPORATION2\$279,750.000.28%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA LANDMARK CREDIT UNION4\$541,195.000.54%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA LEADER BANK, N.A.2\$272,000.000.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA LES BOIS CREDIT UNION1\$126,825.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA LIBERTY BANK1\$140,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA LIBERTY BANK OF ARKANSAS2\$287,300.000.28%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA LIBERTY NATIONAL BANK1\$140,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA LINCOLN SAVINGS BANK1\$131,100.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA LOGIX FEDERAL CREDIT UNION2\$273,327.880.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA M/I FINANCIAL CORP.1\$138,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MACON BANK, INC1\$145,350.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MAGNOLIA STATE MORTGAGE1\$149,600.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MARINE CREDIT UNION3\$421,900.000.42%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MAYFLOWER COOPERATIVE BANK1\$133,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MECE CREDIT UNION2\$271,400.000.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MEGASTAR FINANCIAL CORP.2\$263,200.000.26%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MEMBERS' ADVANTAGE CREDIT UNION1\$125,500.000.12%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MERCHANTS AND FARMERS BANK1\$130,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MERCHANTS AND FARMERS BANK AND TRUST COMPANY1\$128,800.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MERCHANTS BANK, NATIONAL ASSOCIATION5\$673,133.000.67%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MERIDIAN BANK1\$144,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MERIWEST MORTGAGE COMPANY,LLC1\$132,950.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA METRO CREDIT UNION1\$130,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MID-MINNESOTA FEDERAL CREDIT UNION2\$284,000.000.28%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MIDLAND STATES BANK2\$263,850.000.26%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MIDWEST BANK1\$141,500.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MIDWEST HERITAGE BANK, A FEDERAL SAVINGS BANK1\$140,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MIDWESTONE BANK1\$145,700.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MIFFLINBURG BANK & TRUST COMPANY1\$125,000.000.12%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MISSOULA FEDERAL CREDIT UNION2\$264,300.000.26%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MISSOURI CREDIT UNION2\$272,700.000.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MONTICELLO BANKING COMPANY1\$131,750.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MORTGAGE CLEARING CORP1\$138,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MORTGAGE MANAGEMENT CONSULTANTS, INC.1\$137,750.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MOUNT VERNON BANK1\$148,000.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MOUNTAIN AMERICA CREDIT UNION1\$148,800.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MOVEMENT MORTGAGE1\$144,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MOVEMENT

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MORTGAGE, LLC1\$130,400.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA MT
MCKINLEY BANK, MUTUAL SAVINGS
BANK2\$289,000.000.29%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA NATIONAL BANK OF
ARIZONA, A NATIONAL BANKING
ASSOCIATION1\$139,784.450.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA NATIONAL
BANK OF
MIDDLEBURY1\$145,654.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA NATIONWIDE
ADVANTAGE MORTGAGE
COMPANY1\$128,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA NATIONWIDE
BANK2\$286,773.660.28%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA NEW ERA
BANK2\$281,920.000.28%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA NICOLET NATIONAL
BANK1\$143,500.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA NORTHWEST FEDERAL
CREDIT
UNION1\$135,581.570.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA NORTHWESTERN
MORTGAGE CO.2\$289,405.000.29%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA NUVISION
FCU1\$145,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA O A MORTGAGE
SERVICES1\$130,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA OCEANFIRST
BANK2\$258,000.000.26%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA OKLAHOMA CENTRAL
CREDIT
UNION1\$128,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA OPPORTUNITES
CREDIT
UNION1\$147,852.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA OPPORTUNITIES
CREDIT UNION1\$127,854.470.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA OREGON
COMMUNITY BANK &
TRUST1\$137,200.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA ORIENTAL
BANK1\$129,799.840.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA ORNL FEDERAL
CREDIT UNION6\$859,200.000.85%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA PARAMOUNT
EQUITY MORTGAGE
LLC1\$145,750.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA PARAMOUNT
RESIDENTIAL MORTGAGE GROUP,
INC.1\$147,000.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA PARTNERS FEDERAL
CREDIT UNION1\$143,778.290.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA PATELCO
CREDIT UNION1\$136,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA PAWTUCKET
CREDIT UNION1\$148,000.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA PENTAGON
FEDERAL C. U.5\$657,345.190.65%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA PEOPLES
BANK, NATIONAL
ASSOCIATION1\$136,800.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA PEOPLES
STATE BANK1\$127,200.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA PHELPS
COUNTY BANK1\$127,600.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA PINNACLE
BANK1\$148,000.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA PINNACLE CAPITAL
MORTGAGE CORPORATION, A CALIFORNIA
CORPORATION4\$551,402.460.55%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA PINNACLE
MORTGAGE GROUP, INC., A COLORADO
CORPORATION1\$139,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA PIONEER
BANK2\$269,250.000.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA PIONEER BANK &
TRUST, A
CORPORATION1\$149,513.440.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA PIONEER
CREDIT UNION1\$127,100.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA PLAINS
COMMERCE BANK1\$148,500.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA PLATINUM
HOME MORTGAGE CORPORATION, AN ILLINOIS
CORPORATION1\$131,700.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA PLAZA HOME

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CREDIT UNION1\$126,405.080.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA SPIRE
 FEDERAL CREDIT
 UNION1\$134,200.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA ST.MARY'S
 BANK1\$149,600.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA STATE BANK AND
 TRUST COMPANY, A GEORGIA BANKING
 CORPORATION1\$124,605.970.12%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA STATE
 EMPLOYEES CREDIT UNION OF MD
 INC2\$290,200.000.29%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA STATE EMPLOYEES
 CREDIT UNION OF MD,
 INC.1\$143,600.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA STEARNS LENDING
 INC.21\$2,824,706.282.8%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA STERLING SAVINGS
 BANK, A WASHINGTON CORPORATION, DBA STERLING
 BANK4\$530,748.040.53%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA STILLWATER
 NATIONAL BANK &TRUST
 COMPANY1\$132,050.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA STOCK YARDS
 BANK & TRUST
 COMPANY1\$136,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA STOCKMAN BANK
 OF MONTANA1\$139,555.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA SUMMIT
 CREDIT UNION5\$680,700.000.68%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA SUPERIOR
 FEDERAL CREDIT
 UNION3\$399,692.420.4%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA SWBC MORTGAGE
 CORPORATION2\$267,600.000.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA TALMER
 BANK AND TRUST2\$262,750.000.26%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA TEACHERS
 FEDERAL CREDIT
 UNION2\$266,350.000.26%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA TECHNOLOGY CREDIT
 UNION1\$138,326.100.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA TEXANS CREDIT
 UNION1\$131,067.630.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA TEXAS
 BANK2\$292,060.000.29%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA TEXAS BANK
 FINANCIAL DBA TEXAS BANK MORTGAGE
 CO.1\$136,800.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA THE ADIRONDACK TRUST
 COMPANY1\$134,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA THE AMERICAN
 NATIONAL BANK OF
 TEXAS1\$139,935.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA THE FIDELITY
 DEPOSIT AND DISCOUNT
 BANK1\$136,800.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA THE FIRST NATIONAL
 BANK IN AMBOY1\$132,800.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA THE FIRST
 NATIONAL BANK IN
 TREMONT1\$145,200.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA THE
 METROPOLITAN BANK, A MISSISSIPPI CHARTERED
 BANK1\$139,779.670.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA THE NATIONAL BANK
 AND TRUST COMPANY OF
 SYCAMORE1\$130,550.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA THE NORTHERN
 OHIO INVESTMENT COMPANY DBA CONCORD MORTGAGE
 GROUP1\$145,825.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA THE
 NORTHUMBERLAND NATIONAL
 BANK1\$130,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA THE OLD FORT
 BANKING COMPANY, A
 CORPORATION1\$136,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA THE PARK
 BANK2\$271,300.000.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA THE PERPETUAL
 FINANCIAL GROUP, INC.1\$128,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA THE
 SUMMIT FEDERAL CREDIT

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UNION1\$145,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA THINK MUTUAL BANK2\$283,200.000.28%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA TOWER FEDERAL CREDIT UNION1\$128,197.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA TOWN & COUNTRY BANK1\$138,800.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA TOWN AND COUNTRY BANC MORTGAGE SERVICES, INC.1\$125,450.000.12%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA TRUMARK FINANCIAL CREDIT UNION1\$147,500.000.15%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA TRUSTONE2\$274,860.000.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA BANK, AN OREGON STATE CHARTERED BANK1\$136,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UNION SAVINGS BANK, AN OHIO CORPORATION14\$1,915,735.451.9%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UNITED BANK & TRUST2\$272,500.000.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UNITED COMMUNITY BANK2\$275,250.000.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UNITED FEDERAL CREDIT UNION1\$133,690.390.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UNITED REPUBLIC BANK1\$135,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UNITED WHOLESALE MORTGAGE7\$963,777.000.96%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UNITY BANK1\$137,600.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UNIVERSITY OF WISCONSIN CREDIT UNIO4\$536,900.000.53%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UNIVERSITY OF WISCONSIN CREDIT UNION3\$418,350.000.41%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA UNIVEST BANK AND TRUST CO1\$134,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA VALLEY BANK1\$140,125.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA VAN DYK MORTGAGE CORPORATION, A CORPORATION1\$130,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA VYSTAR CREDIT UNION2\$253,300.000.25%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA W. J. BRADLEY MORTGAGE CAPITAL, LLC., A DELAWARE LIMITED LIABILITY COMPANY2\$274,473.000.27%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA W.J. BRADLEY MORTGAGE CAPITAL LLC. A DELAWARE LIMITED LIABILITY COMPANY1\$143,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WALLIS STATE BANK1\$133,000.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WASHINGTON STATE EMPLOYEES CREDIT UNION1\$128,250.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WATERSTONE MORTGAGE CORPORATION1\$132,800.000.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WEBSTER BANK, N.A.4\$556,333.320.55%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WESCOM CENTRAL CREDIT UNION1\$146,000.000.14%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WESTCONSIN CREDIT UNION7\$983,516.160.98%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WESTERN STATE BANK, A CORPORATION1\$130,793.830.13%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA WR STARKEY MORTGAGE, LLP.1\$130,000.000.12%0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA0\$0.00NA **Total 737\$100,820,605.44100%0\$0.0**