

Report Prepared On: 04/29/13

**Structured Product Details**

<b>Name</b>	Trigger Yield Optimization Notes linked to Autodesk, Inc.
<b>Issue Size</b>	\$327,922
<b>Issue Price</b>	\$33.10
<b>Term</b>	12 Months
<b>Annualized Coupon</b>	8.70%
<b>Pricing Date</b>	October 5, 2012
<b>Issue Date</b>	October 11, 2012
<b>Valuation Date</b>	October 7, 2013
<b>Maturity Date</b>	October 11, 2013
<b>Issuer</b>	HSBC
<b>CDS Rate</b>	41.09 bps
<b>Swap Rate</b>	0.95%
<b>Reference Asset</b>	Autodesk, Inc.'s stock
<b>Initial Level</b>	\$33.10
<b>Trigger Price</b>	\$23.17
<b>Conversion Price</b>	TBD
<b>Dividend Rate</b>	0.00%
<b>Implied Volatility</b>	39.80%
<b>Delta<sup>1</sup></b>	0.37
<b>Fair Price at Issue</b>	\$32.07
<b>CUSIP</b>	40433T877
<b>SEC Link</b>	<a href="http://www.sec.gov/Archives/edgar/data/83246/000114420412055498/v754937_424b2.htm">www.sec.gov/Archives/edgar/data/83246/000114420412055498/v754937_424b2.htm</a>

**Trigger Yield Optimization Notes linked to Autodesk, Inc.**

**Description**

HSBC issued \$327,922 of Trigger Yield Optimization Notes linked to Autodesk, Inc. on October 11, 2012 at \$33.10 per note.

These notes are HSBC-branded single observation reverse convertibles. Single observation reverse convertibles pay periodic interest coupons and at maturity convert into shares of the reference security if the price of the reference security at the notes' maturity is below the trigger price determined when the notes were issued.

These 12-month notes pay monthly coupons at an annualized rate of 8.70%. In addition to the monthly coupons, on October 11, 2013 investors will receive the market value of one share of Autodesk, Inc.'s stock if on October 7, 2013 Autodesk, Inc.'s stock closes below \$23.17 (70% of Autodesk, Inc.'s stock price on October 5, 2012). Otherwise, investors will receive the \$33.10 face value per note.

**Valuation**

This HSBC single observation reverse convertible linked to Autodesk, Inc.'s stock can be valued as a combination of a note from HSBC and a short European out-of-the-money cash-or-nothing binary put option, and a short European out-of-the-money put option on Autodesk, Inc.'s stock. For reasonable valuation inputs this note was worth \$32.07 per \$33.10 when it was issued on October 11, 2012 because investors were effectively being paid only \$2.43 for giving HSBC options which were worth \$3.46.

There is no active secondary market for most structured products. Structured products, including this note, therefore are much less liquid than simple stocks, bonds, notes and mutual funds. Investors are likely to receive less than the structured product's estimated market value if they try to sell the structured product prior to maturity. Our valuations do not incorporate this relative lack of liquidity and therefore should be considered an upper bound on the value of the structured product.

**Related Research**

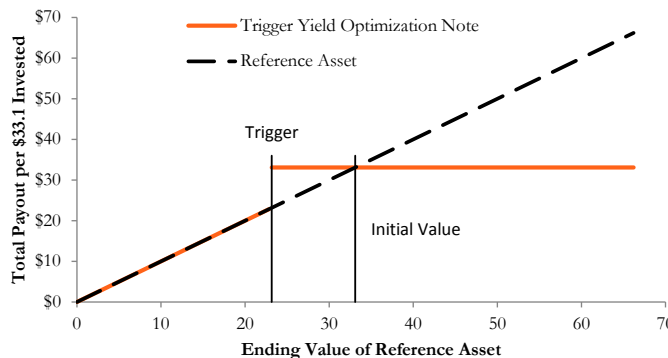
**Research Papers:**

[www.slcg.com/research.php](http://www.slcg.com/research.php)

- "Are Structured Products Suitable for Retail Investors?" December 2006.
- "Structured Products in the Aftermath of Lehman Brothers," November 2009.
- "What TiVo and JP Morgan Teach Us about Reverse Convertibles," June 2010.

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**Payoff Curve at Maturity**

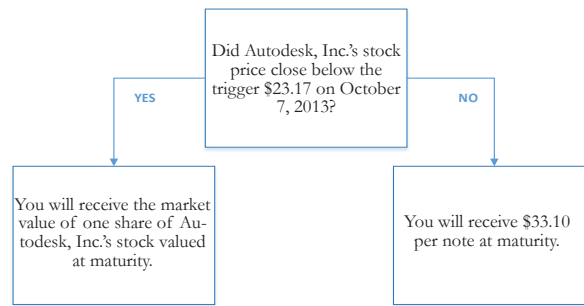


The payoff diagram shows the final payoff of this note given Autodesk, Inc.'s stock price (horizontal axis). For comparison, the dashed line shows the payoff if you invested in Autodesk, Inc.'s stock directly.

### Principal Payback Table

Autodesk, Inc.'s Stock	Note Payoff
\$0.00	\$0.00
\$3.31	\$3.31
\$6.62	\$6.62
\$9.93	\$9.93
\$13.24	\$13.24
\$16.55	\$16.55
\$19.86	\$19.86
\$23.17	\$33.10
\$26.48	\$33.10
\$29.79	\$33.10
<b>\$33.10</b>	<b>\$33.10</b>
\$36.41	\$33.10
\$39.72	\$33.10
\$43.03	\$33.10
\$46.34	\$33.10
\$49.65	\$33.10

### Maturity Payoff Diagram



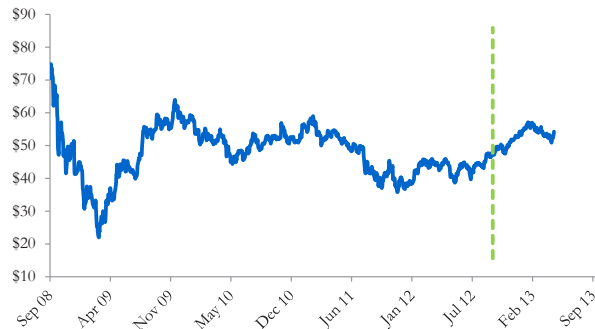
The contingent payoffs of this Trigger Yield Optimization Note.

### Analysis

This single observation reverse convertible's 8.70% coupon rate is higher than the yield HSBC paid on its straight debt but, in addition to HSBC's credit risk, investors bear the risk that they will receive shares of Autodesk, Inc.'s stock when those shares are worth substantially less than the face value of the note at maturity.

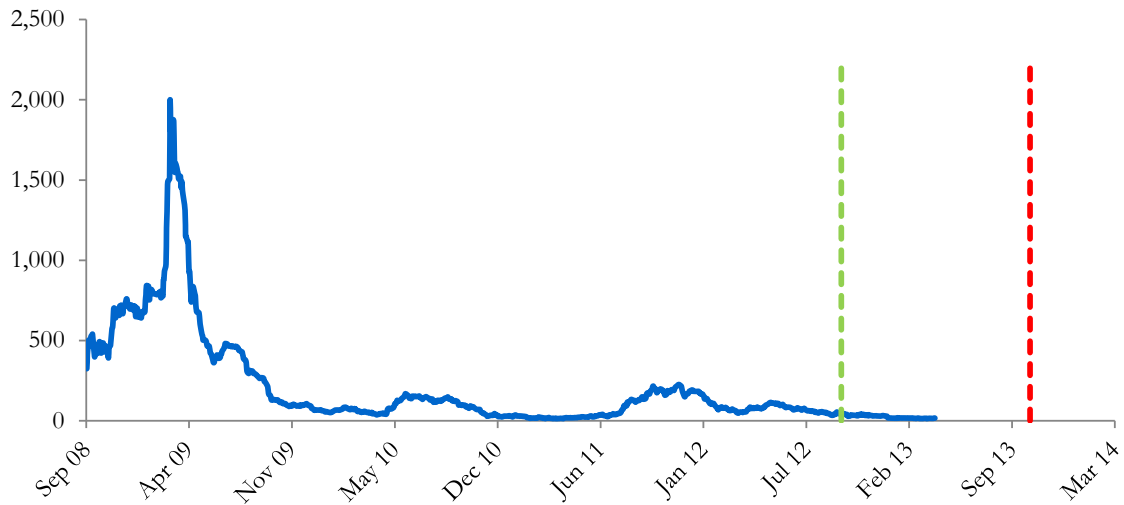
Investors purchasing these reverse convertibles effectively sell put options to HSBC and post the note's issue price as collateral to secure satisfaction of the investors' obligations under the option contracts. HSBC pays investors a "coupon" that is part payment for the put options and part interest on the investors' posted collateral. This reverse convertible is fairly priced if and only if the difference between the reverse convertible's "coupon rate" and interest paid on HSBC's straight debt equals the value of the put option investors are giving to HSBC. Whether this reverse convertible is suitable or not is identically equivalent to whether selling put options on the reference stock at the option premium being paid by HSBC was suitable for the investor.

### HSBC's Stock Price



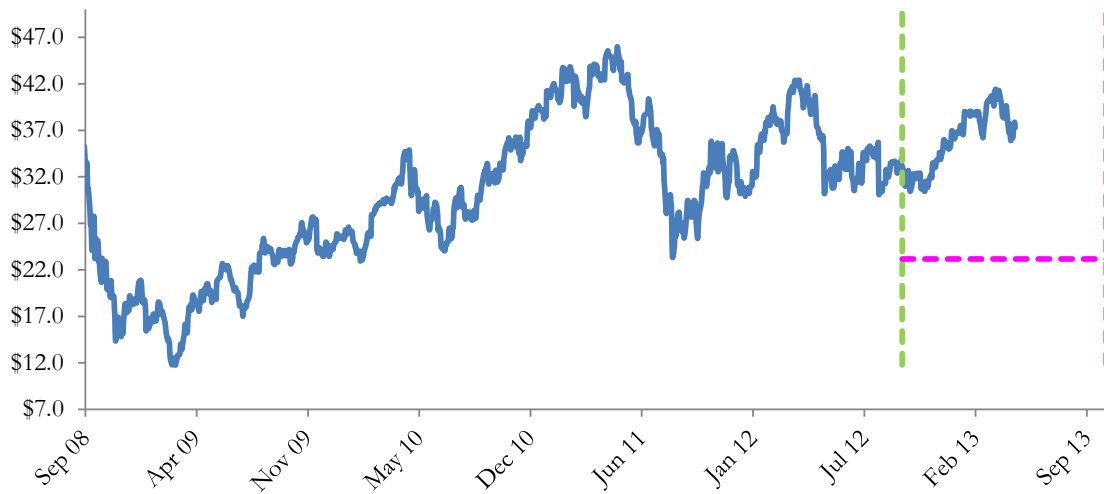
The graph above shows the adjusted closing price of the issuer HSBC for the past several years. The stock price of the issuer is an indication of the financial strength of HSBC. The adjusted price shown above incorporates any stock split, reverse stock split, etc.

**HSBC's CDS Rate**



Credit default swap (CDS) rates are the market price that investors require to bear credit risk of an issuer such as HSBC. CDS rates are usually given in basis points (bps). One basis point equals 0.01%. Higher CDS rates reflect higher perceived credit risk, higher required yields, and therefore lower market value of HSBC's debt, including outstanding Trigger Yield Optimization Note. Fluctuations in HSBC's CDS rate impact the market value of the notes in the secondary market.

**Autodesk, Inc.'s Stock Price**

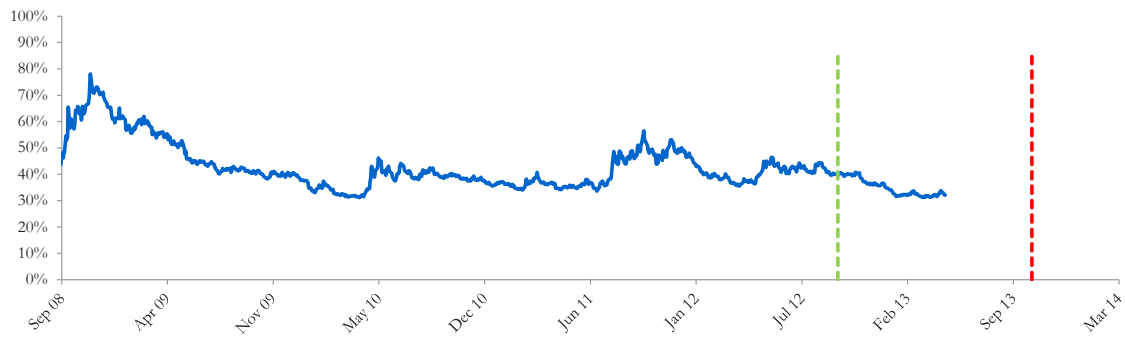


The graph above shows the historical levels of Autodesk, Inc.'s stock for the past several years. The final payoff of this note is determined by Autodesk, Inc.'s stock price at maturity. Higher fluctuations in Autodesk, Inc.'s stock price correspond to a greater uncertainty in the final payout of this Trigger Yield Optimization Note.

**Realized Payoff**

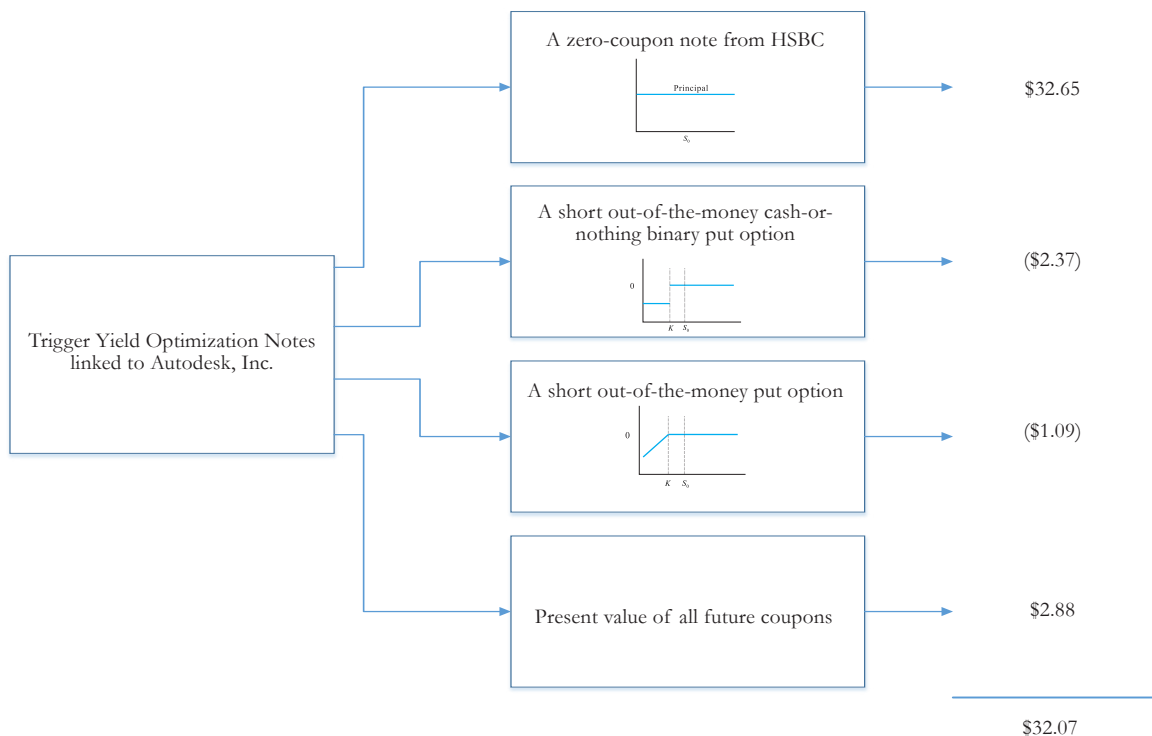
This product will mature on October 11, 2013.

## Reference Asset Autodesk, Inc.'s Stock's Implied Volatility



The annualized implied volatility of Autodesk, Inc.'s stock on October 5, 2012 was 39.80%, meaning that options contracts on Autodesk, Inc.'s stock were trading at prices that reflect an expected annual volatility of 39.80%. The higher the implied volatility, the larger the expected fluctuations of Autodesk, Inc.'s stock price and of the Note's market value during the life of the Notes.

## Decomposition of this Trigger Yield Optimization Note



This note can be decomposed into different components, and each component can be valued separately. The chart above shows the value of each component of this Trigger Yield Optimization Note.

1. Delta measures the sensitivity of the price of the note to the Autodesk, Inc.'s stock price on October 5, 2012.
2. CDS rates can be considered a measure of the probability that an issuer will default over a certain period of time and the likely loss given a default. The lower the CDS rate, the lower the default probability. CDS rate is given in basis points (1 basis point equals 0.01%), and is considered as a market premium, on top of the risk-free rate, that investors require to insure against a potential default.
3. Fair price evaluation is based on the Black-Scholes model of the Autodesk, Inc.'s stock on October 5, 2012.
4. Calculated payout at maturity is only an approximation, and may differ from actual payouts at maturity.
5. Our evaluation does not include any transaction fees, broker commissions, or liquidity discounts on the notes.