

Filed Pursuant to Rule 424(b)(2)
Registration No. 333-158385
PRICING SUPPLEMENT
Dated January 25, 2012
(To Prospectus dated April 2, 2009,
Prospectus Supplement dated April 9, 2009,
Product Supplement dated April 9, 2009, and
Underlying Supplement no. 3 dated October 22, 2010)

HSBC USA Inc. Digital Buffered Notes Linked to the Russell 2000[®] Index

- ▶ \$694,000 Digital Buffered Notes linked to the Russell 2000[®] Index
- ▶ Fixed payment at maturity if the return is zero or positive, subject to the credit risk of HSBC USA Inc.
- ▶ Protection from the first 10% of any losses in the reference asset, subject to the credit risk of HSBC USA Inc.

The Digital Buffered Notes (each a "Note" and collectively the "Notes") offered hereunder are not deposit liabilities or other obligations of a bank and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency of the United States or any other jurisdiction and include investment risks including possible loss of the Principal Amount invested due to the credit risk of HSBC USA Inc.

The Notes will not be listed on any U.S. securities exchange or automated quotation system. These Notes do not bear interest.

Neither the U.S. Securities and Exchange Commission (the "SEC") nor any state securities commission has approved or disapproved of the Notes or passed upon the accuracy or the adequacy of this document, the accompanying underlying supplement, product supplement, prospectus or prospectus supplement. Any representation to the contrary is a criminal offense. We have appointed HSBC Securities (USA) Inc., an affiliate of ours, as the agent for the sale of the Notes. HSBC Securities (USA) Inc. will purchase the Notes from us for distribution to other registered broker-dealers or will offer the Notes directly to investors. In addition, HSBC Securities (USA) Inc. or another of its affiliates or agents may use this pricing supplement in market-making transactions in any Notes after their initial sale. Unless we or our agent informs you otherwise in the confirmation of sale, this pricing supplement is being used in a market-making transaction. See "Supplemental Plan of Distribution (Conflicts of Interest)" on page PS-10 of this pricing supplement.

Investment in the Notes involves certain risks. You should refer to "Risk Factors" beginning on page PS-6 of this document, page PS-4 of the accompanying product supplement, page S-3 of the accompanying prospectus supplement, and page US3-1 of the accompanying underlying supplement no. 3.

| | Price to Public | Fees and Commissions ¹ | Proceeds to Issuer |
|----------|-----------------|-----------------------------------|--------------------|
| Per Note | \$1,000 | \$17.50 | \$982.50 |
| Total | \$694,000 | \$12,145 | \$681,855 |

¹ See "Supplemental Plan of Distribution (Conflicts of Interest)" on page PS-10 of this pricing supplement.

The Notes:

| | | |
|----------------------|-------------------------|----------------|
| Are Not FDIC Insured | Are Not Bank Guaranteed | May Lose Value |
|----------------------|-------------------------|----------------|

HSBC USA Inc.
Digital Buffered Notes
Linked to the Russell 2000® Index



All references to “Enhanced Market Participation Notes” in the accompanying product supplement shall refer to these Digital Buffered Notes. This offering of Notes has the terms described in this pricing supplement and the accompanying product supplement, prospectus supplement, prospectus and underlying supplement. If the terms of the Notes offered hereby are inconsistent with those described in the accompanying product supplement, prospectus supplement, prospectus or underlying supplement, the terms described in this pricing supplement shall control. **You should be willing to forgo interest and dividend payments during the term of the Notes and, if the Reference Return is negative, lose up to 90% of your principal.**

This pricing supplement relates to an offering of Notes linked to the performance of the Russell 2000® Index (the “Reference Asset”). The purchaser of a Note will acquire a senior unsecured debt security of HSBC USA Inc. linked to the Reference Asset as described below. The following key terms relate to the offering of Notes:

| | |
|-------------------------|---|
| Issuer: | HSBC USA Inc. |
| Principal Amount: | \$1,000 per Note |
| Reference Asset: | The Russell 2000® Index (Ticker: RTY) |
| Trade Date: | January 25, 2012 |
| Pricing Date: | January 25, 2012 |
| Original Issue Date: | January 30, 2012 |
| Final Valuation Date: | July 25, 2013. The Final Valuation Date is subject to adjustment as described under “Additional Terms of the Notes” in the accompanying underlying supplement. |
| Maturity Date: | 3 business days after the Final Valuation Date, which is expected to be July 30, 2013. The Maturity Date is subject to adjustment as described under “Additional Terms of the Notes” in the accompanying underlying supplement. |
| Maximum Upside Return: | 19.00% |
| Payment at Maturity: | On the Maturity Date, for each Note, we will pay you the Final Settlement Value. |
| Final Settlement Value: | <p>If the Reference Return is greater than or equal to zero, you will receive a cash payment on the Maturity Date, per \$1,000 Principal Amount of Notes, calculated as follows:</p> $\$1,000 + (\$1,000 \times \text{Maximum Upside Return}).$ <p>If the Reference Return is less than zero but greater than or equal to the Buffer Level, you will receive \$1,000 per \$1,000 Principal Amount of Notes (zero return).</p> <p>If the Reference Return is less than the Buffer Level, you will receive a cash payment on the Maturity Date, per \$1,000 Principal Amount of Notes, calculated as follows:</p> $\$1,000 + [\$1,000 \times (\text{Reference Return} + 10\%)].$ <p>Under these circumstances, you will lose 1% of the Principal Amount of your Notes for each percentage point that the Reference Return is below the Buffer Level. For example, because the buffer protects the first 10% of loss, subject to the credit risk of HSBC, if the Reference Return is -30%, you will suffer a 20% loss and receive 80% of the Principal Amount. If the Reference Return is less than the Buffer Level, you may lose up to 90% of your investment.</p> |
| Reference Return: | <p>The quotient, expressed as a percentage, calculated as follows:</p> $\frac{\text{Final Level} - \text{Initial Level}}{\text{Initial Level}}$ |
| Buffer Level: | -10% |
| Initial Level: | 795.64, which was the Official Closing Level of the Reference Asset on the Pricing Date. |
| Final Level: | The Official Closing Level of the Reference Asset on the Final Valuation Date. |
| Official Closing Level: | The closing level of the Reference Asset on any scheduled trading day as determined by the calculation agent based upon the level displayed on Bloomberg Professional® service page “RTY <INDEX>”, or on any successor page on Bloomberg Professional® service or any successor service, as applicable. |
| Form of Notes: | Book-Entry |

Listing:

The Notes will not be listed on any U.S. securities exchange or quotation system.

CUSIP / ISIN:

4042K1WA7 / US4042K1WA78

GENERAL

This pricing supplement relates to an offering of Notes linked to the Reference Asset identified on the cover page. The purchaser of a Note will acquire a senior unsecured debt security of HSBC USA Inc. linked to a single Reference Asset. Although the offering of Notes relates to the Reference Asset identified on the cover page, you should not construe that fact as a recommendation as to the merits of acquiring an investment linked to the Reference Asset or any component security included in the Reference Asset or as to the suitability of an investment in the Notes.

You should read this document together with the prospectus dated April 2, 2009, the prospectus supplement dated April 9, 2009, the product supplement dated April 9, 2009, and the underlying supplement no. 3 dated October 22, 2010. All references to “Enhanced Market Participation Notes” in the accompanying product supplement shall refer to these Digital Buffered Notes. If the terms of the Notes offered hereby are inconsistent with those described in the accompanying product supplement, prospectus supplement, prospectus, or underlying supplement, the terms described in this pricing supplement shall control. You should carefully consider, among other things, the matters set forth in “Risk Factors” beginning on page PS-6 of this pricing supplement, page PS-4 of the product supplement, page S-3 of the prospectus supplement and page US3-1 of underlying supplement no. 3, as the Notes involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisors before you invest in the Notes. As used herein, references to the “Issuer”, “HSBC”, “we”, “us” and “our” are to HSBC USA Inc.

HSBC has filed a registration statement (including a prospectus, a prospectus supplement, a product supplement and underlying supplement no. 3) with the SEC for the offering to which this pricing supplement relates. Before you invest, you should read the prospectus, prospectus supplement and underlying supplement no. 3 in that registration statement and other documents HSBC has filed with the SEC for more complete information about HSBC and this offering. You may get these documents for free by visiting EDGAR on the SEC’s web site at www.sec.gov. Alternatively, HSBC Securities (USA) Inc. or any dealer participating in this offering will arrange to send you the prospectus, prospectus supplement, product supplement and underlying supplement if you request them by calling toll-free 1-866-811-8049.

You may also obtain:

- ▶ The underlying supplement no. 3 at: http://www.sec.gov/Archives/edgar/data/83246/000114420410055205/v198039_424b2.htm
- ▶ The product supplement at: http://www.sec.gov/Archives/edgar/data/83246/000114420409019791/v145840_424b2.htm
- ▶ The prospectus supplement at: http://www.sec.gov/Archives/edgar/data/83246/000114420409019785/v145824_424b2.htm
- ▶ The prospectus at: <http://www.sec.gov/Archives/edgar/data/83246/000104746909003736/a2192100zs-3asr.htm>

PAYMENT AT MATURITY

On the Maturity Date, for each Note you hold, we will pay you the Final Settlement Value, which is an amount in cash, as described below:

If the Reference Return is greater than or equal to zero, you will receive a cash payment on the Maturity Date, per \$1,000 Principal Amount of Notes, calculated as follows:

$$\$1,000 + (\$1,000 \times \text{Maximum Upside Return}).$$

If the Reference Return is less than zero but greater than or equal to the Buffer Level, you will receive \$1,000 per \$1,000 Principal Amount of Notes (zero return).

If the Reference Return is less than the Buffer Level, you will receive a cash payment on the Maturity Date, per \$1,000 Principal Amount of Notes, calculated as follows:

$$\$1,000 + [\$1,000 \times (\text{Reference Return} + 10\%)].$$

Under these circumstances, you will lose 1% of the Principal Amount of your Notes for each percentage point that the Reference Return is below the Buffer Level. For example, because the buffer protects the first 10% loss, subject to the credit risk of HSBC, if the Reference Return is -30%, you will suffer a 20% loss and receive 80% of the Principal Amount. **You should be aware that if the Reference Return is less than the Buffer Level, you may lose up to 90% of your investment.**

Interest

The Notes will not pay interest.

Calculation Agent

We or one of our affiliates will act as calculation agent with respect to the Notes.

Indenture and Trustee

Notwithstanding anything contained in the accompanying prospectus supplement or product supplement to the contrary, the Notes will be issued under the senior indenture dated March 31, 2009, between HSBC USA Inc., as Issuer, and Wells Fargo Bank, National Association, as trustee. Such indenture has substantially the same terms as the indenture described in the accompanying prospectus supplement.

Paying Agent

Notwithstanding anything contained in the accompanying prospectus supplement or product supplement to the contrary, HSBC Bank USA, N.A. will act as paying agent with respect to the Notes pursuant to a Paying Agent and Securities Registrar Agreement dated June 1, 2009, between HSBC USA Inc. and HSBC Bank USA, N.A.

Reference Sponsor

The Russell Investment Group is the reference sponsor.

INVESTOR SUITABILITY

The Notes may be suitable for you if:

- ▶ You seek an investment with a return linked to the Reference Asset and you believe the level of the Reference Asset will not change or will increase over the term of the Notes.
- ▶ You are willing to invest in the Notes based on the Maximum Upside Return indicated herein, which will limit your return at maturity.
- ▶ You are willing to make an investment that is exposed to the negative Reference Return on a 1-to-1 basis for each percentage point that the Reference Return is less than -10%.
- ▶ You are willing to forgo dividends or other distributions paid to holders of stocks comprising the Reference Asset.
- ▶ You do not seek current income from your investment.
- ▶ You do not seek an investment for which there is an active secondary market.
- ▶ You are willing to hold the Notes to maturity.
- ▶ You are comfortable with the creditworthiness of HSBC, as Issuer of the Notes.

The Notes may not be suitable for you if:

- ▶ You believe the Reference Return will be negative or the Maximum Upside Return will not provide you with your desired return.
- ▶ You are unwilling to make an investment that is exposed to the negative Reference Return on a 1-to-1 basis for each percentage point that the Reference Return is below -10%.
- ▶ You seek an investment that provides a full return of principal.
- ▶ You prefer the lower risk, and therefore accept the potentially lower returns, of conventional debt securities with comparable maturities issued by HSBC or another issuer with a similar credit rating.
- ▶ You prefer to receive the dividends or other distributions paid on any stocks comprising the Reference Asset.
- ▶ You seek current income from your investment.
- ▶ You seek an investment for which there will be an active secondary market.
- ▶ You are unable or unwilling to hold the Notes to maturity.
- ▶ You are not willing or are unable to assume the credit risk associated with HSBC, as Issuer of the Notes.

RISK FACTORS

We urge you to read the section “Risk Factors” on page S-3 in the accompanying prospectus supplement, on page PS-4 of the accompanying product supplement and on page US3-1 of underlying supplement no. 3. Investing in the Notes is not equivalent to investing directly in any of the stocks comprising the Reference Asset. You should understand the risks of investing in the Notes and should reach an investment decision only after careful consideration, with your advisors, of the suitability of the Notes in light of your particular financial circumstances and the information set forth in this pricing supplement and the accompanying underlying supplement, product supplement, prospectus supplement and prospectus.

In addition to the risks discussed below, you should review “Risk Factors” in the accompanying prospectus supplement, product supplement and underlying supplement including the explanation of risks relating to the Notes described in the following sections:

- ▶ “— Risks Relating to All Note Issuances” in the prospectus supplement;
- ▶ “— Additional Risks Relating to Notes with an Equity Security or Equity Index as the Reference Asset” in the prospectus supplement; and
- ▶ “— There are Risks Associated with Small Capitalization Stocks” in the underlying supplement no. 3.

You will be subject to significant risks not associated with conventional fixed-rate or floating-rate debt securities.

Your investment in the Notes may result in a loss.

You will be exposed to the decline in the Final Level from the Initial Level beyond the Buffer Level of -10%. Accordingly, if the Reference Return is less than -10%, your Payment at Maturity will be less than the Principal Amount of your Notes. You may lose up to 90% of your investment at maturity if the Reference Return is negative.

The appreciation on the Notes is limited by the Maximum Upside Return.

You will not participate in any appreciation in the level of the Reference Asset beyond the Maximum Upside Return of 19.00%. You will not receive a return on the Notes greater than the Maximum Upside Return.

Credit risk of HSBC USA Inc.

The Notes are senior unsecured debt obligations of the Issuer, HSBC, and are not, either directly or indirectly, an obligation of any third party. As further described in the accompanying prospectus supplement and prospectus, the Notes will rank on par with all of the other unsecured and unsubordinated debt obligations of HSBC, except such obligations as may be preferred by operation of law. Any payment to be made on the Notes, including any return of principal at maturity, depends on the ability of HSBC to satisfy its obligations as they come due. As a result, the actual and perceived creditworthiness of HSBC may affect the market value of the Notes and, in the event HSBC were to default on its obligations, you may not receive the amounts owed to you under the terms of the Notes.

The Notes will not bear interest.

As a holder of the Notes, you will not receive interest payments.

Changes that affect the Reference Asset will affect the market value of the Notes and the amount you will receive at maturity.

The policies of the reference sponsor concerning additions, deletions and substitutions of the constituents comprising the Reference Asset and the manner in which the reference sponsor takes account of certain changes affecting those constituents included in the Reference Asset may affect the level of the Reference Asset. The policies of the reference sponsor with respect to the calculation of the Reference Asset could also affect the level of the Reference Asset. The reference sponsor may discontinue or suspend calculation or dissemination of the Reference Asset. Any such actions could affect the value of the Notes.

Please read and pay particular attention to the section “Additional Risks Relating to Notes with an Equity Security or Equity Index as the Reference Asset” in the accompanying prospectus supplement.

The Notes are not insured by any governmental agency of the United States or any other jurisdiction.

The Notes are not deposit liabilities or other obligations of a bank and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency or program of the United States or any other jurisdiction. An investment in the Notes is subject to the credit risk of HSBC, and in the event that HSBC is unable to pay its obligations as they become due, you may not receive the full Payment at Maturity of the Notes.

Certain built-in costs are likely to adversely affect the value of the Notes prior to maturity.

While the Payment at Maturity described in this pricing supplement is based on the full Principal Amount of your Notes, the original issue price of the Notes includes the placement agent’s commission and the estimated cost of HSBC hedging its obligations under the Notes. As a result, the price, if any, at which HSBC Securities (USA) Inc. will be willing to purchase Notes from you in secondary market transactions, if at all, will likely be lower than the original issue price, and any sale prior to the Maturity Date could result in a substantial

loss to you. The Notes are not designed to be short-term trading instruments. Accordingly, you should be able and willing to hold your Notes to maturity.

The Notes lack liquidity.

The Notes will not be listed on any securities exchange. HSBC Securities (USA) Inc. is not required to offer to purchase the Notes in the secondary market, if any exists. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the Notes easily. Because other dealers are not likely to make a secondary market for the Notes, the price at which you may be able to trade your Notes is likely to depend on the price, if any, at which HSBC Securities (USA) Inc. is willing to buy the Notes.

Potential conflicts.

HSBC and its affiliates play a variety of roles in connection with the issuance of the Notes, including acting as calculation agent and hedging our obligations under the Notes. In performing these duties, the economic interests of the calculation agent and other affiliates of ours are potentially adverse to your interests as an investor in the Notes. We will not have any obligation to consider your interests as a holder of the Notes in taking any action that might affect the value of your Notes.

Uncertain tax treatment.

For a discussion of the U.S. federal income tax consequences of your investment in a Note, please see the discussion under "U.S. Federal Income Tax Considerations" herein, the discussion under "Certain U.S. Federal Income Tax Considerations" in the accompanying product supplement and the discussion under "Certain U.S. Federal Income Tax Considerations" in the accompanying prospectus supplement.

ILLUSTRATIVE EXAMPLES

The following table and examples are provided for illustrative purposes only and are hypothetical. They do not purport to be representative of every possible scenario concerning increases or decreases in the level of the Reference Asset relative to its Initial Level. We cannot predict the Final Level. The assumptions we have made in connection with the illustrations set forth below may not reflect actual events, and the hypothetical Initial Level used in the table and examples below is not the actual Initial Level of the Reference Asset. You should not take this illustration or these examples as an indication or assurance of the expected performance of the Reference Asset or the return on your Notes. With respect to the Notes, the Final Settlement Value may be less than the amount that you would have received from a conventional debt security with the same stated maturity, including those issued by HSBC. The numbers appearing in the table below and following examples have been rounded for ease of analysis.

The table below illustrates the Payment at Maturity on a \$1,000 investment in the Notes for a hypothetical range of performance for the Reference Return from -100% to +100%. The following results are based solely on the assumptions outlined below. The "Hypothetical Return on the Note" as used below is the number, expressed as a percentage, that results from comparing the Payment at Maturity per \$1,000 Principal Amount of Notes to \$1,000. The potential returns described here assume that your Notes are held to maturity. You should consider carefully whether the Notes are suitable to your investment goals. The following table and examples assume the following:

- ▶ Principal Amount: \$1,000
- ▶ Hypothetical Initial Level: 800.00
- ▶ Maximum Upside Return: 19.00%

The actual Initial Level was determined on the Pricing Date.

| Hypothetical Final Level | Hypothetical Reference Return | Hypothetical Payment at Maturity | Hypothetical Return on the Note |
|--------------------------|-------------------------------|----------------------------------|---------------------------------|
| 1,600.00 | 100.00% | \$1,190.00 | 19.00% |
| 1,440.00 | 80.00% | \$1,190.00 | 19.00% |
| 1,280.00 | 60.00% | \$1,190.00 | 19.00% |
| 1,120.00 | 40.00% | \$1,190.00 | 19.00% |
| 1,040.00 | 30.00% | \$1,190.00 | 19.00% |
| 960.00 | 20.00% | \$1,190.00 | 19.00% |
| 920.00 | 15.00% | \$1,190.00 | 19.00% |
| 880.00 | 10.00% | \$1,190.00 | 19.00% |
| 840.00 | 5.00% | \$1,190.00 | 19.00% |
| 816.00 | 2.00% | \$1,190.00 | 19.00% |
| 808.00 | 1.00% | \$1,190.00 | 19.00% |
| 800.00 | 0.00% | \$1,190.00 | 19.00% |
| 792.00 | -1.00% | \$1,000.00 | 0.00% |
| 784.00 | -2.00% | \$1,000.00 | 0.00% |
| 760.00 | -5.00% | \$1,000.00 | 0.00% |
| 720.00 | -10.00% | \$1,000.00 | 0.00% |
| 680.00 | -15.00% | \$950.00 | -5.00% |
| 640.00 | -20.00% | \$900.00 | -10.00% |
| 560.00 | -30.00% | \$800.00 | -20.00% |
| 480.00 | -40.00% | \$700.00 | -30.00% |
| 320.00 | -60.00% | \$500.00 | -50.00% |
| 160.00 | -80.00% | \$300.00 | -70.00% |
| 0.00 | -100.00% | \$100.00 | -90.00% |

The following examples indicate how the Final Settlement Value would be calculated with respect to a hypothetical \$1,000 investment in the Notes.

Example 1: The level of the Reference Asset increases from the Initial Level of 800.00 to a Final Level of 840.00.

| | |
|--------------------------------|-------------------|
| Reference Return: | 5.00% |
| Final Settlement Value: | \$1,190.00 |

Because the Reference Return is positive, the investor receives the Maximum Upside Return and the Final Settlement Value would be \$1,190.00 per \$1,000 Principal Amount of Notes, calculated as follows:

$$\begin{aligned}
 & \$1,000 + (\$1,000 \times \text{Maximum Upside Return}) \\
 &= \$1,000 + (\$1,000 \times 19.00\%) \\
 &= \$1,190.00
 \end{aligned}$$

Example 1 shows that you will benefit from the Maximum Upside Return at maturity when the Reference Return is zero or positive.

Example 2: The level of the Reference Asset increases from the Initial Level of 800.00 to a Final Level of 1,280.00.

| | |
|--------------------------------|-------------------|
| Reference Return: | 60.00% |
| Final Settlement Value: | \$1,190.00 |

Because the Reference Return is positive, the investor receives the Maximum Upside Return and the Final Settlement Value would be \$1,190.00 per \$1,000 Principal Amount of Notes, calculated as follows:

$$\begin{aligned}
 & \$1,000 + (\$1,000 \times \text{Maximum Upside Return}) \\
 &= \$1,000 + (\$1,000 \times 19.00\%) \\
 &= \$1,190.00
 \end{aligned}$$

Example 2 shows that you will receive the return of your principal investment plus a return equal to the Maximum Upside Return at maturity when the Reference Return is greater than or equal to zero but you will not participate in any increase in the Reference Return above the Maximum Upside Return.

Example 3: The level of the Reference Asset decreases from the Initial Level of 800.00 to a Final Level of 760.00.

| | |
|--------------------------------|-------------------|
| Reference Return: | -5.00% |
| Final Settlement Value: | \$1,000.00 |

Because the Reference Return is less than zero but greater than the Buffer Level, the Final Settlement Value would be \$1,000.00 per \$1,000 Principal Amount of Notes (a zero return).

Example 4: The level of the Reference Asset decreases from the Initial Level of 800.00 to a Final Level of 480.00.

| | |
|--------------------------------|-----------------|
| Reference Return: | -40.00% |
| Final Settlement Value: | \$700.00 |

Here, the Reference Return is -40.00%. Because the Reference Return is less than the Buffer Level of -10%, the Final Settlement Value would be \$700.00 per \$1,000 Principal Amount of Notes, calculated as follows:

$$\begin{aligned}
 & \$1,000 + [\$1,000 \times (\text{Reference Return} + 10\%)] \\
 &= \$1,000 + [\$1,000 \times (-40.00\% + 10\%)] \\
 &= \$700.00
 \end{aligned}$$

Example 4 shows that you are exposed on a 1-to-1 basis to declines in the level of the Reference Asset beyond the Buffer Level of -10%. YOU MAY LOSE UP TO 90% OF THE PRINCIPAL AMOUNT OF YOUR NOTES.

THE RUSSELL 2000® INDEX

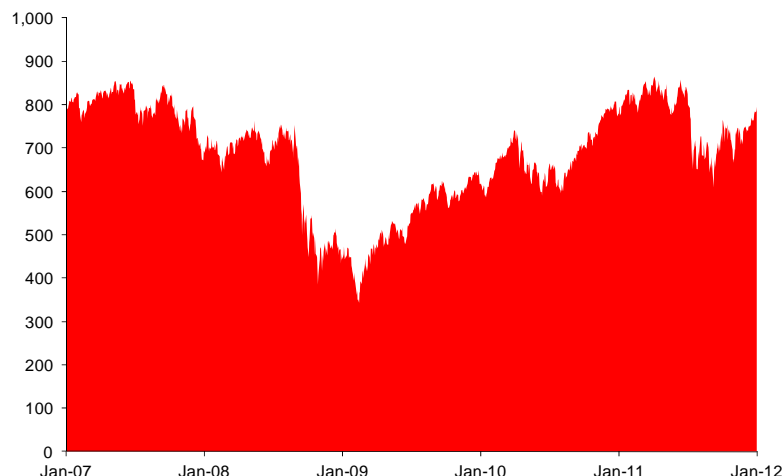
Description of the RTY

The RTY is designed to track the performance of the small-capitalization segment of the U.S. equity market. It consists of the smallest 2,000 companies included in the Russell 3000® Index, which is composed of the 3,000 largest U.S. companies as determined by market capitalization. The top 5 industry groups by market capitalization as of December 30, 2011 were: Financial Services, Technology, Consumer Discretionary, Producer Durables and Health Care.

For more information about the RTY, see “The Russell 2000® Index” on page US3-8 of the accompanying underlying supplement no. 3.

Historical Performance of the RTY

The following graph sets forth the historical performance of the RTY based on the daily historical closing levels from January 26, 2007 through January 25, 2012. The closing level for the RTY on January 25, 2012 was 795.64. We obtained the closing levels below from Bloomberg Professional® service. We make no representation or warranty as to the accuracy or completeness of the information obtained from Bloomberg Professional® service.



The historical levels of the RTY should not be taken as an indication of future performance, and no assurance can be given as to the Official Closing Level of the RTY on the Final Valuation Date.

SUPPLEMENTAL PLAN OF DISTRIBUTION (CONFLICTS OF INTEREST)

We have appointed HSBC Securities (USA) Inc., an affiliate of HSBC, as the agent for the sale of the Notes. Pursuant to the terms of a distribution agreement, HSBC Securities (USA) Inc. will purchase the Notes from HSBC for distribution to other registered broker-dealers or will offer the Notes directly to investors. HSBC Securities (USA) Inc. will offer the Notes at the offering price set forth on the cover page of this pricing supplement and will receive underwriting discounts and commissions of up to 1.75%, or \$17.50, per \$1,000 Principal Amount of Notes. HSBC Securities (USA) Inc. may allow selling concessions on sales of such Notes by other brokers or dealers of up to 1.75%, or \$17.50.

In addition, HSBC Securities (USA) Inc. or another of its affiliates or agents may use this pricing supplement in market-making transactions after the initial sale of the Notes, but is under no obligation to do so and may discontinue any market-making activities at any time without notice.

See 'Supplemental Plan of Distribution' on page S-52 in the prospectus supplement. All references to NASD Rule 2720 in the prospectus supplement shall be to FINRA Rule 5121.

U.S. FEDERAL INCOME TAX CONSIDERATIONS

There is no direct legal authority as to the proper tax treatment of the Notes, and therefore significant aspects of the tax treatment of the Notes are uncertain as to both the timing and character of any inclusion in income in respect of the Notes. Under one approach, a Note should be treated as a pre-paid forward or other executory contract with respect to the Reference Asset. We intend to treat the Notes consistent with this approach. Pursuant to the terms of the Notes, you agree to treat the Notes under this approach for all U.S. federal income tax purposes. Notwithstanding any disclosure in the accompanying product supplement to the contrary, our special U.S. tax counsel in this transaction is Sidley Austin LLP. Subject to the limitations described therein, and based on certain factual representations received from us, in the opinion of our special U.S. tax counsel, Sidley Austin LLP, it is reasonable to treat a Note as a pre-paid forward or other executory contract with respect to the Reference Asset. Pursuant to this approach, we do not intend to report any income or gain with respect to the Notes prior to their maturity or an earlier sale or exchange and we intend to treat any gain or loss upon maturity or an earlier sale or exchange as long-term capital gain or loss, provided that you have held the Note for more than one year at such time for U.S. federal income tax purposes. For a discussion of the U.S. federal income tax consequences of your investment in a Note,

please see the discussion under “Certain U.S. Federal Income Tax Considerations” in the accompanying product supplement and the discussion under “Certain U.S Federal Income Tax Considerations” in the accompanying prospectus supplement.

VALIDITY OF THE NOTES

In the opinion of Sidley Austin LLP, as counsel to the Issuer, when the notes offered by this pricing supplement have been executed and issued by the Issuer and authenticated by the trustee pursuant to the senior indenture referred to in this pricing supplement, and delivered against payment as contemplated herein, such notes will be valid and binding obligations of the Issuer, enforceable in accordance with their terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally, concepts of reasonableness and equitable principles of general applicability (including, without limitation, concepts of good faith, fair dealing and the lack of bad faith), provided that such counsel expresses no opinion as to the effect of fraudulent conveyance, fraudulent transfer or similar provision of applicable law on the conclusions expressed above. This opinion is given as of the date hereof and is limited to the Federal laws of the United States, the laws of the State of New York and the Maryland General Corporation Law as in effect on the date hereof. In addition, this opinion is subject to customary assumptions about the trustee's authorization, execution and delivery of the senior indenture and the genuineness of signatures and certain factual matters, all as stated in the letter of such counsel dated December 14, 2011, which has been filed as an exhibit to a Current Report on Form 8-K filed by the Issuer on December 14, 2011.

TABLE OF CONTENTS

| | |
|--|--------|
| Pricing Supplement | |
| General | PS-4 |
| Payment at Maturity | PS-4 |
| Investor Suitability | PS-5 |
| Risk Factors | PS-6 |
| Illustrative Examples | PS-8 |
| The Russell 2000® Index | PS-10 |
| Supplemental Plan of Distribution (Conflicts of Interest) | PS-10 |
| U.S. Federal Income Tax Considerations | PS-10 |
| Validity of the Notes | PS-11 |
| Underlying Supplement no. 3 | |
| Risk Factors | US3-1 |
| The S&P 500® Index | US3-4 |
| The Russell 2000® Index | US3-8 |
| The Dow Jones Industrial Average SM | US3-11 |
| The Hang Seng China Enterprises Index® | US3-13 |
| The Hang Seng® Index | US3-15 |
| The Korea Stock Price Index 200 | US3-17 |
| MSCI Indices | US3-20 |
| The Dow Jones EURO STOXX 50® Index | US3-24 |
| The PHLX Housing Sector SM Index | US3-26 |
| The TOPIX® Index | US3-30 |
| The NASDAQ-100 Index® | US3-33 |
| S&P BRIC 40 Index | US3-37 |
| The Nikkei 225 Index | US3-40 |
| The FTSE™ 100 Index | US3-42 |
| Other Components | US3-44 |
| Additional Terms of the Notes | US3-44 |
| Product Supplement | |
| Notice to Investors | PS-1 |
| Product Supplement Summary | PS-1 |
| Risk Factors | PS-4 |
| Pricing Supplement Overview | PS-7 |
| Valuation of the Notes | PS-7 |
| Hypothetical Examples | PS-10 |
| Specific Terms of the Notes | PS-19 |
| Certain U.S. Federal Income Tax Considerations | PS-24 |
| Events of Default and Acceleration | PS-25 |
| Information Regarding the Reference Asset and Reference Issuers | PS-25 |
| Certain ERISA Considerations | PS-25 |
| Validity of the Notes | PS-25 |
| Prospectus Supplement | |
| Risk Factors | S-3 |
| Pricing Supplement | S-16 |
| Description of Notes | S-16 |
| Sponsors or Issuers and Reference Asset | S-37 |
| Use of Proceeds and Hedging | S-37 |
| Certain ERISA | S-38 |
| Certain U.S. Federal Income Tax Considerations | S-39 |
| Supplemental Plan of Distribution | S-52 |
| Prospectus | |
| About this Prospectus | 2 |
| Special Note Regarding Forward-Looking Statements | 2 |
| HSBC USA Inc. | 3 |
| Use of Proceeds | 3 |
| Description of Debt Securities | 4 |
| Description of Preferred Stock | 16 |
| Description of Warrants | 22 |
| Description of Purchase Contracts | 26 |
| Description of Units | 29 |
| Book-Entry Procedures | 32 |
| Limitations on Issuances in Bearer Form | 36 |
| Certain U.S. Federal Income Tax Considerations Relating to Debt Securities | 37 |
| Plan of Distribution | 52 |
| Notice to Canadian Investors | 54 |
| Certain ERISA Matters | 58 |
| Where You Can Find More Information | 59 |
| Legal Opinions | 59 |
| Experts | 59 |

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PRICING SUPPLEMENT