

Filed Pursuant to Rule 433  
Registration No. 333-202524  
June 15, 2016

FREE WRITING PROSPECTUS  
(To Prospectus dated March 5, 2015,  
Prospectus Supplement dated March 5, 2015,  
Equity Index Underlying Supplement dated March 5, 2015 and  
ETF Underlying Supplement dated March 5, 2015)

## HSBC USA Inc.

### Autocallable Barrier Notes with Contingent Return

- ▶ Autocallable Barrier Notes with Contingent Return Linked to the Least Performing of the Dow Jones Industrial Average<sup>SM</sup>, the EURO STOXX 50<sup>®</sup> Index and the iShares<sup>®</sup> MSCI Japan ETF
- ▶ 5-year term
- ▶ Quarterly contingent coupon payments at a rate of between 2.00% and 2.25% (or between 8.00% and 9.00% per annum) (to be determined on the pricing date) payable if the closing value of each and every underlying on the applicable coupon observation date is greater than or equal to 70% of its initial value
- ▶ Automatically callable quarterly on or after June 27, 2017 at the principal amount plus the applicable contingent coupon if the closing value of each and every underlying is at or above its initial value
- ▶ If the Notes are not called, full exposure to declines in the least performing underlying if its return is less than -30%
- ▶ All payments on the Notes are subject to the credit risk of HSBC USA Inc.

The Autocallable Barrier Notes with Contingent Return (each a "Note" and collectively the "Notes") offered hereunder will not be listed on any U.S. securities exchange or automated quotation system.

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 prospectus, prospectus supplement, Equity Index Underlying Supplement or ETF Underlying 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. HSBC Securities (USA) Inc. or another of its affiliates or agents may use the pricing supplement to which this free writing prospectus relates in market-making transactions in any Notes after their initial sale. Unless we or our agent informs you otherwise in the confirmation of sale, the pricing supplement to which this free writing prospectus relates is being used in a market-making transaction. See "Supplemental Plan of Distribution (Conflicts of Interest)" on page FWP-22 of this free writing prospectus.

**Investment in the Notes involves certain risks. You should refer to "Risk Factors" beginning on page FWP-9 of this document, page S-1 of the accompanying prospectus supplement, page S-2 of the accompanying Equity Index Underlying Supplement and page S-1 of the accompanying ETF Underlying Supplement.**

The Estimated Initial Value of the Notes on the Pricing Date is expected to be between \$910 and \$960 per Note, which will be less than the price to public. The market value of the Notes at any time will reflect many factors and cannot be predicted with accuracy. See "Estimated Initial Value" on page FWP-5 and "Risk Factors" beginning on page FWP-9 of this document for additional information.

	Price to Public	Underwriting Discount <sup>1</sup>	Proceeds to Issuer
Per Note	\$1,000	\$33.50	\$966.50
Total			

<sup>1</sup> HSBC USA Inc. or one of our affiliates may pay varying underwriting discounts of up to 3.35% per \$1,000 Principal Amount of Notes in connection with the distribution of the Notes to other registered broker-dealers. See "Supplemental Plan of Distribution (Conflicts of Interest)" on page FWP-22 of this free writing prospectus.

HSBC USA Inc.

## 5-Year Autocallable Barrier Notes with Contingent Return

Linked to the Least Performing of the Dow Jones Industrial Average<sup>SM</sup>, the EURO STOXX 50<sup>®</sup> Index and the iShares<sup>®</sup> MSCI Japan ETF

### Indicative Terms\*

Principal Amount	\$1,000 per Note
Term	5 years
Reference Asset	The Dow Jones Industrial Average <sup>SM</sup> ("INDU"), the EURO STOXX 50 <sup>®</sup> Index ("SX5E") and the iShares <sup>®</sup> MSCI Japan ETF ("EWJ") (each, an "Underlying" and together the "Underlyings").
Call Feature	The Notes will be automatically called if the Official Closing Value of each and every Underlying is at or above its Initial Value on any Call Observation Date on or after June 27, 2017.** In such a case, you will receive a cash payment, per \$1,000 Principal Amount, equal to the Principal Amount, plus the applicable Contingent Coupon on the corresponding Call Payment Date.**
Contingent Coupon Rate	Between 8.00% and 9.00% per annum, which equals between 2.00% and 2.25% per quarter (to be determined on the Pricing Date)
Contingent Coupon	<b>If the Official Closing Value of each and every Underlying is greater than or equal to its Coupon Trigger on the relevant Coupon Observation Date:</b> we will pay you the Contingent Coupon. <b>If the Official Closing Value of any Underlying is less than its Coupon Trigger on the relevant Coupon Observation Date:</b> the Contingent Coupon applicable to such Coupon Observation Date will not be payable.**
Coupon Trigger	For each and every Underlying, 70% of its Initial Value
Barrier Value	For each and every Underlying, 70% of its Initial Value
Payment at Maturity per Note	Unless the Notes are automatically called, for each \$1,000 Principal Amount, you will receive a cash payment on the Maturity Date, calculated as follows: ▶ <b>If the Final Return of the Least Performing Underlying is greater than or equal to -30%:</b> \$1,000 + final Contingent Coupon. ▶ <b>If the Final Return of the Least Performing Underlying is less than -30%:</b> \$1,000 + (\$1,000 × Final Return of the Least Performing Underlying). If the Final Value of the Least Performing Underlying is less than its Barrier Value, you will lose up to 100% of the Principal Amount.
Final Return	For each and every Underlying: $\frac{\text{Final Value} - \text{Initial Value}}{\text{Initial Value}}$
Least Performing Underlying	The Underlying with the lowest Final Return.
Trade Date and Pricing Date	June 27, 2016
Original Issue Date:	June 30, 2016
Final Valuation Date:	June 25, 2021
Maturity Date	June 30, 2021
CUSIP / ISIN	40433UPX8 / US40433UPX80

### The Notes

The Notes may be suitable for investors who believe that the value of each and every Underlying will not decrease significantly over the term of the Notes.

If all of the Underlyings are at or above their respective Initial Values on any Call Observation Date on or after June 27, 2017, your Notes will be automatically called and you will receive a payment equal to the Principal Amount plus the applicable Contingent Coupon on the corresponding Call Payment Date.

Unless the Notes are called prior to maturity, so long as the Official Closing Value of each and every Underlying on each Coupon Observation Date is at or above its Coupon Trigger, you will receive the quarterly Contingent Coupon on the applicable Coupon Payment Date.

If the Notes are not automatically called and the Final Value of the Least Performing Underlying is greater than or equal to its Barrier Value, you will receive a Payment at Maturity equal to the Principal Amount plus the final Contingent Coupon.

If the Notes are not automatically called and the Final Value of the Least Performing Underlying is less than its Barrier Value, you will lose 1% of your principal for every 1% decline in value of the Least Performing Underlying.

The offering period for the Notes is through **June 27, 2016**



\* As more fully described beginning on page FWP-3.

\*\* See page FWP-4 for Coupon Observation Dates, Call Observation Dates and Call Payment Dates.

## HSBC USA Inc. 5-Year Autocallable Barrier Notes with Contingent Return



This free writing prospectus relates to a single offering of Autocallable Barrier Notes with Contingent Return. The offering will have the terms described in this free writing prospectus and the accompanying prospectus supplement, prospectus, Equity Index Underlying Supplement and ETF Underlying Supplement. If the terms of the Notes offered hereby are inconsistent with those described in the accompanying prospectus supplement, prospectus, Equity Index Underlying Supplement or ETF Underlying Supplement, the terms described in this free writing prospectus shall control.

This free writing prospectus relates to an offering of Notes linked to the least performing of the Dow Jones Industrial Average<sup>SM</sup>, the EURO STOXX 50<sup>®</sup> Index and the iShares<sup>®</sup> MSCI Japan ETF. The purchaser of a Note will acquire a senior unsecured debt security of HSBC USA Inc. as described below. The following key terms relate to the offering of Notes:

<b>Issuer:</b>	HSBC USA Inc.
<b>Principal Amount:</b>	\$1,000 per Note
<b>Reference Asset:</b>	The Dow Jones Industrial Average <sup>SM</sup> ("INDU"), the EURO STOXX 50 <sup>®</sup> Index ("SX5E") and the iShares <sup>®</sup> MSCI Japan ETF ("EWJ") (each, an "Underlying" and together, the "Underlyings").
<b>Trade Date:</b>	June 27, 2016
<b>Pricing Date:</b>	June 27, 2016
<b>Original Issue Date:</b>	June 30, 2016
<b>Interest Payments:</b>	None
<b>Final Valuation Date:</b>	June 25, 2021, subject to adjustment as described under "Additional Terms of the Notes—Valuation Dates" in the accompanying Equity Index Underlying Supplement and ETF Underlying Supplement.
<b>Maturity Date:</b>	3 business days after the Final Valuation Date, expected to be June 30, 2021. The Maturity Date is subject to adjustment as described under "Additional Terms of the Notes—Coupon Payment Dates, Call Payment Dates and Maturity Date" in the accompanying Equity Index Underlying Supplement and ETF Underlying Supplement.
<b>Call Feature:</b>	We will automatically call the Notes if the Official Closing Value of each and every Underlying is at or above its Initial Value on any Call Observation Date on or after June 27, 2017. If the Notes are automatically called, you will receive a cash payment, per \$1,000 Principal Amount of Notes, equal to the Principal Amount plus the applicable Contingent Coupon on the corresponding Call Payment Date.
<b>Contingent Coupon Rate:</b>	Between 8.00% and 9.00% per annum, which equals between 2.00% and 2.25% per quarter (to be determined on the Pricing Date).
<b>Contingent Coupon:</b>	<p><b><i>If the Official Closing Value of each and every Underlying is greater than or equal to its Coupon Trigger on the relevant Coupon Observation Date</i></b>, you will receive the Contingent Coupon on the applicable Coupon Payment Date.</p> <p><b><i>If the Official Closing Value of any Underlying is less than its Coupon Trigger on the relevant Coupon Observation Date</i></b>, the Contingent Coupon applicable to such Coupon Observation Date will not be payable.</p> <p><i>You may not receive any Contingent Coupons over the term of the Notes.</i></p>
<b>Coupon Trigger:</b>	For each and every Underlying, 70% of its Initial Value
<b>Barrier Value:</b>	For each and every Underlying, 70% of its Initial Value
<b>Payment at Maturity:</b>	Unless the Notes are automatically called, on the Maturity Date, for each \$1,000 Principal Amount of Notes, we will pay you the Final Settlement Value.

<b>Final Settlement Value:</b>	<p>Unless the Notes are automatically called, for each \$1,000 Principal Amount, you will receive a cash payment on the Maturity Date, calculated as follows:</p> <ul style="list-style-type: none"> <li>▶ <b>If the Final Return of the Least Performing Underlying is less than 0% but greater than or equal to -30%:</b> <math display="block">\\$1,000 + \text{final Contingent Coupon.}</math> </li> <li>▶ <b>If the Final Return of the Least Performing Underlying is less than -30%:</b> <math display="block">\\$1,000 + (\\$1,000 \times \text{Final Return of the Least Performing Underlying}).</math> </li> </ul> <p>If the Final Value of the Least Performing Underlying is less than its Barrier Value, you will lose up to 100% of the Principal Amount.</p>
<b>Least Performing Underlying:</b>	The Underlying with the lowest Final Return.
<b>Coupon Observation Dates:</b>	September 27, 2016, December 27, 2016, March 27, 2017, June 27, 2017, September 26, 2017, December 22, 2017, March 26, 2018, June 26, 2018, September 25, 2018, December 24, 2018, March 26, 2019, June 25, 2019, September 25, 2019, December 23, 2019, March 25, 2020, June 25, 2020, September 25, 2020, December 24, 2020, March 25, 2021 and June 25, 2021 (the Final Valuation Date). The Coupon Observation Dates are subject to postponement as described under “Additional Terms of the Notes—Valuation Dates” in the accompanying Equity Index Underlying Supplement and ETF Underlying Supplement.
<b>Coupon Payment Dates:</b>	September 30, 2016, December 30, 2016, March 30, 2017, June 30, 2017, September 29, 2017, December 29, 2017, March 29, 2018, June 29, 2018, September 28, 2018, December 31, 2018, March 29, 2019, June 28, 2019, September 30, 2019, December 30, 2019, March 30, 2020, June 30, 2020, September 30, 2020, December 30, 2020, March 30, 2021 and June 30, 2021 (the Maturity Date). The Coupon Payment Dates are subject to postponement as described under “Additional Terms of the Notes—Coupon Payment Dates, Call Payment Dates and Maturity Date” in the accompanying Equity Index Underlying Supplement and ETF Underlying Supplement.
<b>Call Observation Dates:</b>	The Coupon Observation Dates on or after June 27, 2017
<b>Call Payment Dates:</b>	The relevant Coupon Payment Date
<b>Final Return:</b>	<p>With respect to each and every Underlying, the quotient, expressed as a percentage, calculated as follows:</p> $\frac{\text{Final Value} - \text{Initial Value}}{\text{Initial Value}}$
<b>Initial Value:</b>	With respect to each and every Underlying, its Official Closing Value on the Pricing Date.
<b>Final Value:</b>	With respect to the INDU and the SX5E, its Official Closing Value on the Final Valuation Date. With respect to the EWJ, its Official Closing Value on the Final Valuation Date, subject to adjustment by the calculation agent as described under “Additional Terms of the Notes—Antidilution and Reorganization Adjustments” in the accompanying ETF Underlying Supplement.
<b>Official Closing Value:</b>	The closing level or closing price, as applicable, of the relevant Underlying on any scheduled trading day as determined by the calculation agent based upon the value displayed on the relevant Bloomberg Professional <sup>®</sup> service page (with respect to the INDU, “INDU <INDEX>”, with respect to the SX5E, “SX5E <INDEX>” and with respect to the EWJ, “EWJ UP <EQUITY>”) or, for each and every Underlying, any successor page on the Bloomberg Professional <sup>®</sup> service or any successor service, as applicable.
<b>CUSIP / ISIN:</b>	40433UPX8 / US40433UPX80
<b>Form of Notes:</b>	Book-Entry
<b>Listing:</b>	The Notes will not be listed on any U.S. securities exchange or quotation system.

**Estimated Initial Value:** The Estimated Initial Value of the Notes will be less than the price you pay to purchase the Notes. The Estimated Initial Value does not represent a minimum price at which we or any of our affiliates would be willing to purchase your Notes in the secondary market, if any, at any time. The Estimated Initial Value will be calculated on the Pricing Date and will be set forth in the pricing supplement to which this free writing prospectus relates. See “Risk Factors—The Estimated Initial Value of the Notes, which will be determined by us on the Pricing Date, will be less than the price to public and may differ from the market value of the Notes in the secondary market, if any.”

The Trade Date, the Pricing Date and the other dates set forth above are subject to change, and will be set forth in the final pricing supplement relating to the Notes.

## GENERAL

This free writing prospectus relates to the offering of Notes identified on the cover page. The purchaser of a Note will acquire a senior unsecured debt security of HSBC USA Inc. We reserve the right to withdraw, cancel or modify this offering and to reject orders in whole or in part. Although the offering of Notes relates to the Underlyings, you should not construe that fact as a recommendation as to the merits of acquiring an investment in any Underlying or any component security included in any Underlying or as to the suitability of an investment in the Notes.

You should read this document together with the prospectus dated March 5, 2015, the prospectus supplement dated March 5, 2015, the Equity Index Underlying Supplement dated March 5, 2015 and the ETF Underlying Supplement dated March 5, 2015. If the terms of the Notes offered hereby are inconsistent with those described in the accompanying prospectus supplement, prospectus, Equity Index Underlying Supplement or ETF Underlying Supplement, the terms described in this free writing prospectus shall control. You should carefully consider, among other things, the matters set forth in "Risk Factors" beginning on page FWP-9 of this free writing prospectus, beginning on page S-1 of the prospectus supplement, beginning on page S-2 of the Equity Index Underlying Supplement and beginning on page S-1 of the ETF Underlying Supplement, 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, prospectus supplement, Equity Index Underlying Supplement and ETF Underlying Supplement) with the SEC for the offering to which this free writing prospectus relates. Before you invest, you should read the prospectus, prospectus supplement, Equity Index Underlying Supplement and ETF Underlying Supplement 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](http://www.sec.gov). Alternatively, HSBC Securities (USA) Inc. or any dealer participating in this offering will arrange to send you the prospectus, prospectus supplement, Equity Index Underlying Supplement and ETF Underlying Supplement if you request them by calling toll-free 1-866-811-8049.

You may also obtain:

- ▶ The Equity Index Underlying Supplement at: [http://www.sec.gov/Archives/edgar/data/83246/000114420415014327/v403626\\_424b2.htm](http://www.sec.gov/Archives/edgar/data/83246/000114420415014327/v403626_424b2.htm)
- ▶ The ETF Underlying Supplement at: [http://www.sec.gov/Archives/edgar/data/83246/000114420415014329/v403640\\_424b2.htm](http://www.sec.gov/Archives/edgar/data/83246/000114420415014329/v403640_424b2.htm)
- ▶ The prospectus supplement at: [http://www.sec.gov/Archives/edgar/data/83246/000114420415014311/v403645\\_424b2.htm](http://www.sec.gov/Archives/edgar/data/83246/000114420415014311/v403645_424b2.htm)
- ▶ The prospectus at: <http://www.sec.gov/Archives/edgar/data/83246/000119312515078931/d884345d424b3.htm>

We are using this free writing prospectus to solicit from you an offer to purchase the Notes. You may revoke your offer to purchase the Notes at any time prior to the time at which we accept your offer by notifying HSBC Securities (USA) Inc. We reserve the right to change the terms of, or reject any offer to purchase, the Notes prior to their issuance. In the event of any material changes to the terms of the Notes, we will notify you.



## PAYMENT ON THE NOTES

### Call Feature

The Notes will be automatically called if the Official Closing Value of each and every Underlying is at or above its Initial Value on any Call Observation Date. If the Notes are automatically called, investors will receive a cash payment, per \$1,000 Principal Amount of Notes, equal to the Principal Amount, plus the applicable Contingent Coupon.

### Contingent Coupon

We will pay a quarterly Contingent Coupon payment on a Coupon Payment Date if the Official Closing Value of each and every Underlying on the applicable Coupon Observation Date is equal to or greater than its Coupon Trigger. Otherwise, no coupon will be paid on such Coupon Payment Date. For information regarding the record dates applicable to the Contingent Coupons payable on the Notes, please see the section entitled “Recipients of Interest Payments” beginning on page S-12 in the accompanying prospectus supplement. The Contingent Coupon Rate is between 8.00% and 9.00% per annum (between \$20.00 and \$22.50 per \$1,000 in Principal Amount per quarter, if payable), to be determined on the Pricing Date.

### Final Settlement Value

Unless the Notes are automatically called, on the Maturity Date and for each \$1,000 Principal Amount of Notes, you will receive a cash payment equal to the Final Settlement Value determined as follows:

- ▶ **If the Final Return of the Least Performing Underlying is greater than or equal to -30%:**  
\$1,000 + final Contingent Coupon.
- ▶ **If the Final Return of the Least Performing Underlying is less than -30%:**  
\$1,000 + (\$1,000 × Final Return of the Least Performing Underlying).

If the Final Value of the Least Performing Underlying is less than its Barrier Value, you will lose up to 100% of the Principal Amount.

### Calculation Agent

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

### Reference Sponsors and Reference Issuer

With respect to the INDU, CME Group Index Services, LLC is the reference sponsor. With respect to the SX5E, Deutsche Börse AG is the reference sponsor. With respect to the EWJ, BlackRock Fund Advisors is the reference issuer.

## INVESTOR SUITABILITY

### The Notes may be suitable for you if:

- ▶ You believe that the Official Closing Value of each of the Underlyings will be equal to or greater than its Coupon Trigger on most or all of the Coupon Observation Dates, and above its Barrier Value on the Final Valuation Date.
- ▶ You are willing to accept that the quarterly Contingent Coupon is payable only if the Official Closing Value of each and every Underlying is greater than or equal to its Coupon Trigger on the applicable Coupon Observation Date.
- ▶ You do not seek an investment that provides an opportunity to participate in the appreciation of any Underlying.
- ▶ You are willing to make an investment that is exposed to the potential downside performance of the Least Performing Underlying on a 1-to-1 basis if the Final Return of the Least Performing Underlying is less than -30%.
- ▶ You are willing to hold Notes that will be automatically called on any Call Observation Date on which the Official Closing Value of each and every Underlying is at or above its Initial Value, or you are otherwise willing to hold the Notes to maturity.
- ▶ You do not seek an investment for which there will be an active secondary market.
- ▶ You are willing to forgo dividends or other distributions paid to holders of the stocks comprising the relevant Underlying, or the Underlying itself, as applicable.
- ▶ You are willing to accept the risk and return profile of the Notes versus a conventional debt security with a comparable maturity issued by HSBC or another issuer with a similar credit rating.
- ▶ You are comfortable with the creditworthiness of HSBC, as Issuer of the Notes.

### The Notes may not be suitable for you if:

- ▶ You believe that the Official Closing Value of one or more of the Underlyings will be less than its Coupon Trigger on most or all of the Coupon Observation Dates, and/or below its Barrier Value on the Final Valuation Date.
- ▶ You believe the Contingent Coupons will not provide you with your desired return.
- ▶ You seek an investment that provides an opportunity to participate in the appreciation of any Underlying.
- ▶ You are unwilling to make an investment that is exposed to the potential downside performance of the Least Performing Underlying on a 1-to-1 basis if the Final Return of the Least Performing Underlying is less than -30%.
- ▶ You are unable or unwilling to hold Notes that will be automatically called on any Call Observation Date on which the Official Closing Value of each and every Underlying is at or above its Initial Value, or you are otherwise unable or unwilling to hold the Notes to maturity.
- ▶ You prefer to receive guaranteed periodic interest payments on the Notes.
- ▶ You seek an investment for which there will be an active secondary market.
- ▶ You are not willing to forgo dividends or other distributions paid to holders of the stocks comprising the relevant Underlying, or the Underlying itself, as applicable.
- ▶ 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 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” beginning on page S-1 in the accompanying prospectus supplement, beginning on page S-2 of the accompanying Equity Index Underlying Supplement and beginning on page S-1 of the accompanying ETF Underlying Supplement. Investing in the Notes is not equivalent to investing directly in any of the stocks comprising or held by any Underlying. 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 free writing prospectus and the accompanying prospectus, prospectus supplement, Equity Index Underlying Supplement and ETF Underlying Supplement.

In addition to the risks discussed below, you should review “Risk Factors” in the accompanying prospectus supplement, Equity Index Underlying Supplement and ETF 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;
- ▶ “— General Risks Related to Indices” in the Equity Index Underlying Supplement;
- ▶ “— General Risks Related to Index Funds” in the ETF Underlying Supplement; and
- ▶ “—Securities Prices Generally Are Subject to Political, Economic, Financial and Social Factors that Apply to the Markets in which They Trade and, to a Lesser Extent, Foreign Markets” in the Equity Index Underlying Supplement and the ETF Underlying Supplement.

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

### **The Notes do not guarantee return of principal and you may lose all of your Principal Amount.**

The Notes do not guarantee any return of principal. The Notes differ from ordinary debt securities in that we will not pay you 100% of the Principal Amount of your Notes if the Notes are not automatically called and the Final Value of the Least Performing Underlying is less than its Barrier Value. In this case, the Payment at Maturity you will be entitled to receive will be less than the Principal Amount of the Notes and you will lose 1% for each 1% that the Final Return of the Least Performing Underlying is less than its Initial Value. You may lose up to 100% of your investment at maturity.

### **You may not receive any Contingent Coupons.**

We will not necessarily make periodic coupon payments on the Notes. If the Official Closing Value of any Underlying on a Coupon Observation Date is less than its Coupon Trigger, we will not pay you the Contingent Coupon applicable to that Coupon Observation Date. If on each of the Coupon Observation Dates, the Official Closing Value of any Underlying is less than its Coupon Trigger, we will not pay you any Contingent Coupons during the term of, and you will not receive a positive return on, the Notes. Generally, this non-payment of the Contingent Coupon coincides with a period of greater risk of principal loss on the Notes.

### **Your return on the Notes is limited to the principal amount plus the Contingent Coupon, if any, regardless of any appreciation in the value of any Underlying.**

If the Notes are called, for each \$1,000 in principal amount, you will receive \$1,000 at maturity plus the Contingent Coupon, regardless of any appreciation in the value of any Underlying, which may be significant. Accordingly, an investment in the Notes may have a lower return than an investment in the securities included in one or more of the Underlyings.

### **The Notes are subject to the 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 Contingent Coupons and any return of principal at maturity or upon early redemption, as applicable, 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.

### **Changes that affect an Underlying will affect the market value of the Notes and the amount you will receive at maturity.**

The policies of a reference sponsor or reference issuer of the relevant Underlying concerning additions, deletions and substitutions of the constituents comprising such Underlying and the manner in which the reference sponsor or reference issuer takes account of certain

changes affecting those constituents included in such Underlying may affect the value of such Underlying. The policies of a reference sponsor or reference issuer with respect to the calculation of the relevant Underlying could also affect the value of such Underlying. A reference sponsor or reference issuer may discontinue or suspend calculation or dissemination of its relevant Underlying. Any such actions could affect the value of the Notes.

**If the Notes are not called, your return will be based on the Final Return of the Least Performing Underlying.**

If the Notes are not automatically called, your return will be based on the Final Return of the Least Performing Underlying without regard to the performance of the other Underlyings. As a result, you could lose all or some of the Principal Amount investment if the Final Value of the Least Performing Underlying is less than its Barrier Value, even if there is an increase in the value of the other Underlyings. This could be the case even if the other Underlyings increased by an amount greater than the decrease in the Least Performing Underlying.

**Since the Notes are linked to the performance of more than one Underlying, you will be fully exposed to the risk of fluctuations in the value of each and every Underlying.**

Since the Notes are linked to the performance of more than one Underlying, the Notes will be linked to the individual performance of each and every Underlying. Because the Notes are not linked to a weighted basket, in which the risk is mitigated and diversified among all of the components of a basket, you will be exposed to the risk of fluctuations in the value of the Underlyings to the same degree for each and every Underlying. For example, in the case of notes linked to a weighted basket, the return would depend on the weighted aggregate performance of the basket components reflected as the basket return. Thus, the depreciation of any basket component could be mitigated by the appreciation of another basket component, as scaled by the weightings of such basket components. However, in the case of these Notes, the individual performance of each of the Underlyings would not be combined to calculate your return and the depreciation of any of the Underlyings would not be mitigated by the appreciation of the other Underlyings. Instead, your return would depend on the Least Performing Underlying.

**The Notes may be automatically called prior to the Maturity Date.**

If the Notes are automatically called early, the holding period could be as little as 1 year. There is no guarantee that you would be able to reinvest the proceeds from an investment in the Notes at a comparable return for a similar level of risk in the event the Notes are automatically called prior to the Maturity Date.

**The Notes are not insured or guaranteed 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 or guaranteed 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 payments due on the Notes.

**The Estimated Initial Value of the Notes, which will be determined by us on the Pricing Date, will be less than the price to public and may differ from the market value of the Notes in the secondary market, if any.**

The Estimated Initial Value of the Notes will be calculated by us on the Pricing Date and will be less than the price to public. The Estimated Initial Value will reflect our internal funding rate, which is the borrowing rate we pay to issue market-linked securities, as well as the mid-market value of the embedded derivatives in the Notes. This internal funding rate is typically lower than the rate we would use when we issue conventional fixed or floating rate debt securities. As a result of the difference between our internal funding rate and the rate we would use when we issue conventional fixed or floating rate debt securities, the Estimated Initial Value of the Notes may be lower if it were based on the prices at which our fixed or floating rate debt securities trade in the secondary market. In addition, if we were to use the rate we use for our conventional fixed or floating rate debt issuances, we would expect the economic terms of the Notes to be more favorable to you. We will determine the value of the embedded derivatives in the Notes by reference to our or our affiliates' internal pricing models. These pricing models consider certain assumptions and variables, which can include volatility and interest rates. Different pricing models and assumptions could provide valuations for the Notes that are different from our Estimated Initial Value. These pricing models rely in part on certain forecasts about future events, which may prove to be incorrect. The Estimated Initial Value does not represent a minimum price at which we or any of our affiliates would be willing to purchase your Notes in the secondary market (if any exists) at any time.

**The price of your Notes in the secondary market, if any, immediately after the Pricing Date may be less than the price to public.**

The price to public takes into account certain costs. These costs, which will be used or retained by us or one of our affiliates, include the underwriting discount, our affiliates' projected hedging profits (which may or may not be realized) for assuming risks inherent in hedging our obligations under the Notes and the costs associated with structuring and hedging our obligations under the Notes. If you were to sell your Notes in the secondary market, if any, the price you would receive for your Notes may be less than the price you paid for them because secondary market prices will not take into account these costs. The price of your Notes in the secondary market, if any, at any

time after issuance will vary based on many factors, including the values of the Underlyings and changes in market conditions, and cannot be predicted with accuracy. The Notes are not designed to be short-term trading instruments, and you should, therefore, be able and willing to hold the Notes to maturity. Any sale of the Notes prior to maturity could result in a loss to you.

**If we were to repurchase your Notes immediately after the Original Issue Date, the price you receive may be higher than the Estimated Initial Value of the Notes.**

Assuming that all relevant factors remain constant after the Original Issue Date, the price at which HSBC Securities (USA) Inc. may initially buy or sell the Notes in the secondary market, if any, and the value that we may initially use for customer account statements, if we provide any customer account statements at all, may exceed the Estimated Initial Value on the Pricing Date for a temporary period expected to be approximately 9 months after the Original Issue Date. This temporary price difference may exist because, in our discretion, we may elect to effectively reimburse to investors a portion of the estimated cost of hedging our obligations under the Notes and other costs in connection with the Notes that we will no longer expect to incur over the term of the Notes. We will make such discretionary election and determine this temporary reimbursement period on the basis of a number of factors, including the tenor of the Notes and any agreement we may have with the distributors of the Notes. The amount of our estimated costs which we effectively reimburse to investors in this way may not be allocated ratably throughout the reimbursement period, and we may discontinue such reimbursement at any time or revise the duration of the reimbursement period after the Original Issue Date of the Notes based on changes in market conditions and other factors that cannot be predicted.

**The amount payable on the Notes is not linked to the values of the Underlyings at any time other than the Coupon Observation Dates, including the Final Valuation Date.**

The payments on the Notes will be based on the Official Closing Values of the Underlyings on the Coupon Observation Dates, including the Final Valuation Date, subject to postponement for non-trading days and certain market disruption events. If the Notes are not called, even if the value of the Least Performing Underlying is greater than or equal to its Initial Value during the term of the Notes other than on the Coupon Observation Dates but then decreases on each Coupon Observation Date to a value that is less than its Initial Value, the return on the Notes may be less, and possibly significantly less, than it would have been had the Notes had been called. Similarly, even if the value of each and every Underlying is greater than or equal to its Barrier Value during the term of the Notes other than on the Final Valuation Date but then decreases on the Final Valuation Date to a value that is less than its Barrier Value, the Contingent Coupon will not be payable on the Maturity Date and the Payment at Maturity will be less, and possibly significantly less, than it would have been had the Payment at Maturity been linked to the value of the Least Performing Underlying prior to such decrease. Although the actual values of the Underlyings on the Maturity Date or at other times during the term of the Notes may be higher than their respective values on the Coupon Observation Dates, whether the Notes will be automatically called and whether the Payment at Maturity will include the Contingent Coupons will be based solely on the Official Closing Values of the Underlyings on the applicable dates set forth above.

**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 of interest may exist.**

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.

**Risks associated with non-U.S. companies.**

The level of the SX5E and the price of the EWJ depend upon the stocks of companies located outside of the U.S. and thus involve risks associated with the home countries of those non-U.S. companies, some of which are and have been experiencing economic stress. The prices of these non-U.S. stocks may be affected by political, economic, financial and social factors in the home country of each applicable company, including changes in that country's government, economic and fiscal policies, currency exchange laws or other laws or restrictions, which could affect the value of these securities. These foreign securities may have less liquidity and could be more volatile than many of the securities traded in U.S. or other securities markets. Direct or indirect government intervention to stabilize the relevant foreign securities markets, as well as cross shareholdings in foreign companies, may affect trading levels or prices and volumes

in those markets. The other special risks associated with foreign securities may include, but are not limited to: less liquidity and smaller market capitalizations; less rigorous regulation of securities markets; different accounting and disclosure standards; governmental interference; currency fluctuations; higher inflation; and social, economic and political uncertainties. These factors may adversely affect the performance of these Underlyings, as a result, the value of the Notes.

**The Notes will not be adjusted for changes in exchange rates.**

Although the equity securities that comprise the SX5E and the equity securities held by the EWJ are traded in currencies other than the U.S. dollar, and your Notes are denominated in U.S. dollars, the amount payable on your Notes at maturity, if any, will not be adjusted for changes in the exchange rates between the U.S. dollar and these currencies. Changes in exchange rates, however, may also reflect changes in the applicable non-U.S. economies that in turn may affect the level of the SX5E and the price of EWJ, and therefore your Notes. The amount we pay in respect of your Notes on the maturity date, if any, will be determined solely in accordance with the procedures described in this document.

**The performance and market value of the EWJ during periods of market volatility may not correlate with the performance of its underlying index as well as its net asset value per share.**

During periods of market volatility, securities underlying the EWJ may be unavailable in the secondary market, market participants may be unable to calculate accurately its net asset value per share and its liquidity may be adversely affected. This kind of market volatility may also disrupt the ability of market participants to create and redeem shares of the EWJ. Further, market volatility may adversely affect, sometimes materially, the prices at which market participants are willing to buy and sell shares of the EWJ. As a result, under these circumstances, the market value of shares of the EWJ may vary substantially from the net asset value per share of the EWJ. For all of the foregoing reasons, the performance of the EWJ may not correlate with the performance of its underlying index as well as its net asset value per share, which could materially and adversely affect the value of the Notes in the secondary market and/or reduce your payments on the 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 and the discussion under "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 value of any Underlying from its Initial Value. We cannot predict the Official Closing Value of any Underlying on any Coupon Observation Date, including the Final Valuation Date. The assumptions we have made in connection with the illustrations set forth below may not reflect actual events. You should not take this illustration or these examples as an indication or assurance of the expected performance of the Underlyings or the return on the Notes.

The table and examples below illustrate how the Final Settlement Value on a \$1,000 investment in the Notes for a hypothetical range of Final Returns of the Least Performing Underlying from -100% to +100%. The following results are based solely on the assumptions outlined below. The "Hypothetical Return on the Notes" as used below is the number, expressed as a percentage, that results from comparing the Final Settlement Value per \$1,000 Principal Amount to \$1,000. The potential returns described here assume that the Notes have not been automatically called prior to maturity. You should consider carefully whether the Notes are suitable to your investment goals. If the Official Closing Value of each and every Underlying on every Coupon Observation Date is greater than or equal to its Coupon Trigger and the Notes are not automatically called, the Contingent Coupons payable over the term of the Notes would total \$400 per \$1,000 Principal Amount (assuming a Contingent Coupon Rate of 8% per annum). The numbers appearing in the following table and examples have been rounded for ease of analysis. The following table and examples assume the following:

- ▶ Principal Amount: \$1,000
- ▶ Hypothetical Coupon Trigger: 700 with respect to each and every Underlying (70% of its Initial Value)
- ▶ Hypothetical Barrier Value: 700 with respect to each and every Underlying (70% of its Initial Value)
- ▶ Hypothetical Contingent Coupon Rate: 8.00% (approximately 2.00% for each quarter)
- ▶ Hypothetical Initial Values: 2,000.00 with respect to the INDU, 3,000.00 with respect to the SX5E and \$10 with respect to the EWJ.

The actual Initial Value, Coupon Trigger and Barrier Value of each and every Underlying and the Contingent Coupon Rate will be determined on the Pricing Date.

### Summary of the Examples

Hypothetical Final Return of the Least Performing Underlying	Hypothetical Final Settlement Value	Hypothetical Return on the Notes (Excluding Any Contingent Coupons Payable Prior to the Maturity Date)
100.00%	\$1,020.00	2.00%
80.00%	\$1,020.00	2.00%
60.00%	\$1,020.00	2.00%
40.00%	\$1,020.00	2.00%
20.00%	\$1,020.00	2.00%
<b>0.00%</b>	<b>\$1,020.00</b>	<b>2.00%</b>
-10.00%	\$1,020.00	2.00%
-20.00%	\$1,020.00	2.00%
<b>-30.00%</b>	<b>\$1,020.00</b>	<b>2.00%</b>
-40.00%	\$600.00	-40.00%
-50.00%	\$500.00	-50.00%
-60.00%	\$400.00	-60.00%
-70.00%	\$300.00	-70.00%
-80.00%	\$200.00	-80.00%
-100.00%	\$0.00	-100.00%

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 value of the Least Performing Underlying increases from its Initial Value by 10%.**

<u>Underlying</u>	<u>Initial Value</u>	<u>Final Value</u>
SPX	2,000.00	2,600.00 (130.00% of Initial Value)
SX5E	3,000.00	3,600.00 (120.00% of Initial Value)
EWJ	\$10.00	\$11.00 (110.00% of Initial Value)

EWJ is the Least Performing Underlying.

Final Return of the Least Performing Underlying:		110.00%
<b>Final Settlement Value:</b>		<b>\$1,020.00</b>

Because the Final Value of the Least Performing Underlying is above its Barrier Value, the Final Settlement Value would be \$1,020.00 per \$1,000 Principal Amount, calculated as follows:

$$\begin{aligned}
 & \$1,000 + \text{Final Contingent Coupon} \\
 & = \$1,000 + (\$1,000 \times 2\%) \\
 & = \$1,020.00
 \end{aligned}$$

Example 1 shows that you will receive the return of your principal investment plus the final Contingent Coupon when the Final Value of the Least Performing Underlying is above its Barrier Value, even though the increase in the value of the Least Performing Underlying is significant.

**Example 2: The value of the Least Performing Underlying decreases by 20% from its Initial Value.**

<u>Underlying</u>	<u>Initial Value</u>	<u>Final Value</u>
SPX	2,000.00	1,600.00 (80.00% of Initial Value)
SX5E	3,000.00	3,600.00 (120.00% of Initial Value)
EWJ	\$10.00	\$11.00 (110.00% of Initial Value)

SPX is the Least Performing Underlying.

Final Return of the Least Performing Underlying:		-20.00%
<b>Final Settlement Value:</b>		<b>\$1,020.00</b>

Because the Final Value of the Least Performing Underlying is above its Barrier Value, the Final Settlement Value would be \$1,020.00 per \$1,000 Principal Amount, calculated as follows:

$$\begin{aligned}
 & \$1,000 + \text{Final Contingent Coupon} \\
 & = \$1,000 + (\$1,000 \times 2\%) \\
 & = \$1,020.00
 \end{aligned}$$

Example 2 shows that you will receive the return of your principal investment plus the final Contingent Coupon when the Final Value of the Least Performing Underlying is above its Barrier Value, even though there is a decrease in the value of the Least Performing Underlying.

**Example 3: The value of the Least Performing Underlying decreases from its Initial Value by 60%.**

<u>Underlying</u>	<u>Initial Value</u>	<u>Final Value</u>
SPX	2,000.00	2,200.00 (110.00% of Initial Value)
SX5E	3,000.00	1,200.00 (40.00% of Initial Value)
EWJ	\$10.00	\$10.00 (100.00% of Initial Value)

SX5E is the Least Performing Underlying.



Final Return of the Least Performing Underlying:	-60.00%
<b>Final Settlement Value:</b>	<b>\$400.00</b>

Because the Final Value of the Least Performing Underlying is below its Barrier Value, the Final Settlement Value would be \$400.00 per \$1,000 Principal Amount, calculated as follows:

$$\begin{aligned}
 & \$1,000 + (\$1,000 \times (\text{Final Return of the Least Performing Underlying})) \\
 & = \$1,000 + (\$1,000 \times -60.00\%) \\
 & = \$400.00
 \end{aligned}$$

Example 3 shows that you are exposed on a 1-to-1 basis to declines in the value of the Least Performing Underlying if the Final Value of the Least Performing Underlying is below its Barrier Value. YOU MAY LOSE UP TO 100% OF THE PRINCIPAL AMOUNT OF YOUR NOTES.

## INFORMATION RELATING TO THE UNDERLYINGS

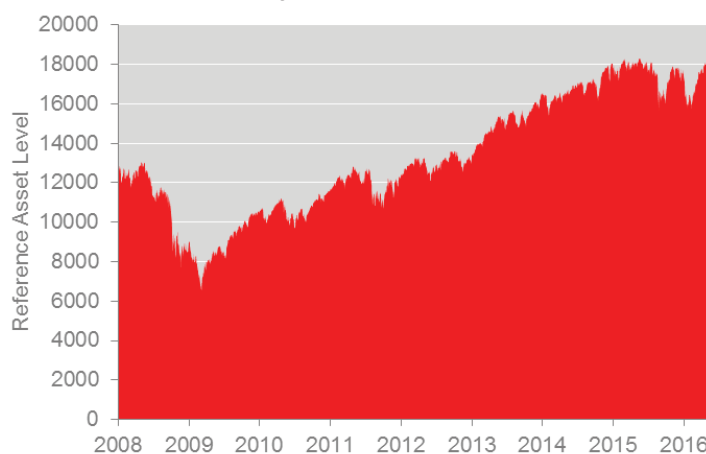
### Description of the INDU

The INDU is a price-weighted index comprised of 30 blue chip stocks considered to be the leaders in their industry. It is intended to be a measure of the entire U.S. market, covering a diverse set of industries such as financial services, technology, retail, entertainment and consumer goods, but excluding the transportation and utilities industries.

***For more information about the INDU, see “The Dow Jones Industrial Average<sup>SM</sup>” beginning on page S-9 of the accompanying Equity Index Underlying Supplement.***

### Historical Performance of the INDU

The following graph sets forth the historical performance of the INDU based on the daily historical closing levels from January 2, 2008 through June 10, 2016. We obtained the closing levels below from the Bloomberg Professional<sup>®</sup> service. We have not undertaken any independent review of, or made any due diligence inquiry with respect to, the information obtained from the Bloomberg Professional<sup>®</sup> service.



The historical levels of the INDU should not be taken as an indication of future performance, and no assurance can be given as to the level of the INDU on any Coupon Observation Date, including the Final Valuation Date.

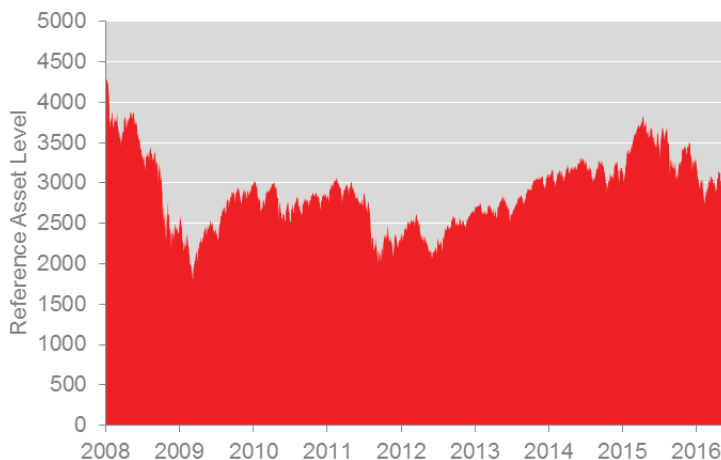
### Description of the SX5E

The SX5E is composed of 50 stocks from the Eurozone (Austria, Belgium, Finland, France, Germany, Greece, Ireland, Italy, Luxembourg, the Netherlands, Portugal and Spain) portion of the STOXX Europe 600 Supersector indices. The STOXX Europe 600 Supersector indices contain the 600 largest stocks traded on the major exchanges of 18 European countries and are organized into the following 19 Supersectors: automobiles & parts; banks; basic resources; chemicals; construction & materials; financial services; food & beverage; health care; industrial goods & services; insurance; media; oil & gas; personal & household goods; real estate; retail; technology; telecommunications; travel & leisure and utilities.

***For more information about the SX5E, see “The EURO STOXX 50<sup>®</sup> Index” beginning on page S-11 of the accompanying Equity Index Underlying Supplement.***

### Historical Performance of the SX5E

The following graph sets forth the historical performance of the SX5E based on the daily historical closing levels from January 1, 2008 through June 10, 2016. We obtained the closing levels below from the Bloomberg Professional<sup>®</sup> service. We have not undertaken any independent review of, or made any due diligence inquiry with respect to, the information obtained from the Bloomberg Professional<sup>®</sup> service.



The historical levels of the SX5E should not be taken as an indication of future performance, and no assurance can be given as to the level of the SX5E on any Coupon Observation Date, including the Final Valuation Date.

## Description of the EWJ

The iShares® MSCI Japan ETF is an investment portfolio maintained and managed by BlackRock Fund Advisors (“BFA”). The EWJ is an exchange traded fund that trades on the NYSE Arca under the ticker symbol “EWJ.”

BFA is a registered investment company that consists of numerous separate investment portfolios, including the EWJ.

“iShares®” and “BlackRock®” are registered trademarks of BlackRock. The Notes are not sponsored, endorsed, sold, or promoted by BlackRock, or by any of the iShares Funds. Neither BlackRock nor the iShares Funds make any representations or warranties to the owners of the Notes or any member of the public regarding the advisability of investing in the Notes. Neither BlackRock nor the iShares Funds shall have any obligation or liability in connection with the registration, operation, marketing, trading, or sale of the Notes or in connection with our use of information about the Notes or any of the iShares Funds.

### *Principal Investment Strategies*

iShares® MSCI Japan ETF is an exchange-traded fund incorporated in the U.S. The EWJ seeks to track the investment results of the MSCI Japan Index (the “underlying index”), which consists of stocks traded primarily on the Tokyo Stock Exchange. The underlying index may include large-, mid- or small capitalization companies, and components primarily include consumer discretionary, financials and industrials companies. The components of the underlying index, and the degree to which these components represent certain industries, may change over time. BFA uses a “passive” or indexing approach to try to achieve the EWJ’s investment objective. Unlike many investment companies, the EWJ does not try to outperform the index it tracks and does not seek temporary defensive positions when markets decline or appear overvalued.

BFA uses a representative sampling indexing strategy to manage the EWJ. “Representative sampling” is an indexing strategy that involves investing in a representative sample of securities that collectively has an investment profile similar to that of the underlying index. The securities selected are expected to have, in the aggregate, investment characteristics (based on factors such as market capitalization and industry weightings), fundamental characteristics (such as return variability and yield) and liquidity measures similar to those of the underlying index. The EWJ may or may not hold all of the securities in the underlying index.

The EWJ will at all times invest at least 90% of its assets in the securities of its underlying index and in depositary receipts representing securities in its underlying index. The EWJ may invest the remainder of its assets in other securities, including securities not in the underlying index, but which BFA believes will help the EWJ track the underlying index, and in other investments, including futures contracts, options on futures contracts, other types of options and swaps related to its underlying index, as well as cash and cash equivalents, including shares of money market funds advised by BFA or its affiliates. The EWJ seeks to track the investment results of the underlying index before the fees and expenses of the EWJ.

The EWJ may lend securities representing up to one-third of the value of the EWJ’s total assets (including the value of the collateral received). The underlying index is calculated by MSCI Inc. (the “Index Provider”) which is independent of the EWJ and BFA. The Index Provider determines the composition and relative weightings of the securities in the underlying index and publishes information regarding the market value of the underlying index.

### *Industry Concentration Policy*

The EWJ will concentrate its investments (i.e., hold 25% or more of its total assets) in a particular industry or group of industries to approximately the same extent that the underlying index is concentrated. For purposes of this limitation, securities of the U.S. government (including its agencies and instrumentalities) and repurchase agreements collateralized by U.S. government securities are not considered to be issued by members of any industry.

## **The MSCI Japan Index**

The underlying index is a stock index calculated, published and disseminated daily by MSCI through numerous data vendors, on the MSCI website and in real time on Bloomberg Financial Markets and Reuters Limited.

The underlying index is designed to measure the performance of the large and mid-cap segments of the Japanese market. The underlying index covers approximately 85% of the free float-adjusted market capitalization of Japan. The underlying index is part of the MSCI Global Investable Market Index family.

*Constructing the MSCI Global Investable Market Indices.* MSCI undertakes an index construction process, which involves:

- defining the equity universe;
- determining the market investable equity universe for each market;

- determining market capitalization size segments for each market;
- applying index continuity rules for the MSCI Standard Index;
- creating style segments within each size segment within each market; and
- classifying securities under the Global Industry Classification Standard (the “GICS”).

*Defining the Equity Universe.* The equity universe is defined by:

- **Identifying Eligible Equity Securities:** the equity universe initially looks at securities listed in any of the countries in the MSCI Global Index Series, which will be classified as either Developed Markets (“DM”) or Emerging Markets (“EM”). All listed equity securities, or listed securities that exhibit characteristics of equity securities, except mutual funds, ETFs, equity derivatives, limited partnerships, and most investment trusts, are eligible for inclusion in the equity universe. Real Estate Investment Trusts (“REITs”) in some countries are also eligible for inclusion.
- **Classifying Eligible Securities into the Appropriate Country:** each company and its securities (i.e., share classes) are classified in only one country.

MSCI has announced that, effective with the November 2015 semi-annual index review, companies traded outside of their country of classification (i.e., “foreign listed companies”) will become eligible for inclusion in the MSCI Country Investable Market Indexes along with the applicable MSCI Global Index. In order for a MSCI Country Investable Market Index to be eligible to include foreign listed companies, it must meet the Foreign Listing Materiality Requirement. To meet the Foreign Listing Materiality Requirement, the aggregate market capitalization of all securities represented by foreign listings should represent at least (i) 5% of the free float-adjusted market capitalization of the relevant MSCI Country Investable Market Index and (ii) 0.05% of the free-float adjusted market capitalization of the MSCI ACWI Investable Market Index.

*Determining the Market Investable Equity Universes.* A market investable equity universe for a market is derived by applying investability screens to individual companies and securities in the equity universe that are classified in that market. A market is equivalent to a single country.

The investability screens used to determine the investable equity universe in each market are as follows:

- *Equity Universe Minimum Size Requirement:* this investability screen is applied at the company level. In order to be included in a market investable equity universe, a company must have the required minimum full market capitalization.
- *Equity Universe Minimum Free Float-Adjusted Market Capitalization Requirement:* this investability screen is applied at the individual security level. To be eligible for inclusion in a market investable equity universe, a security must have a free float-adjusted market capitalization equal to or higher than 50% of the equity universe minimum size requirement.
- *DM Minimum Liquidity Requirement:* this investability screen is applied at the individual security level. To be eligible for inclusion in a market investable equity universe, a security must have adequate liquidity. The twelve-month and three-month Annual Traded Value Ratio (“ATVR”), a measure that screens out extreme daily trading volumes and takes into account the free float-adjusted market capitalization size of securities, together with the three-month frequency of trading are used to measure liquidity. In the calculation of the ATVR, the trading volumes in depository receipts associated with that security, such as ADRs or GDRs, are also considered. A minimum liquidity level of 20% of three- and twelve-month ATVR and 90% of three-month frequency of trading over the last four consecutive quarters are required for inclusion of a security in a market investable equity universe of a DM.
- *Global Minimum Foreign Inclusion Factor Requirement:* this investability screen is applied at the individual security level. To be eligible for inclusion in a market investable equity universe, a security’s Foreign Inclusion Factor (“FIF”) must reach a certain threshold. The FIF of a security is defined as the proportion of shares outstanding that is available for purchase in the public equity markets by international investors. This proportion accounts for the available free float of and/or the foreign ownership limits applicable to a specific security (or company). In general, a security must have an FIF equal to or larger than 0.15 to be eligible for inclusion in a market investable equity universe.
- *Minimum Length of Trading Requirement:* this investability screen is applied at the individual security level. For an initial public offering (“IPO”) to be eligible for inclusion in a market investable equity universe, the new issue must have started trading at least four months before the implementation of the initial construction of the underlying index or at least three months before the implementation of a semi-annual index review (as described below). This requirement is applicable to

small new issues in all markets. Large IPOs are not subject to the minimum length of trading requirement and may be included in a market investable equity universe and the Standard Index outside of a Quarterly or Semi-Annual Index Review.

*Defining Market Capitalization Size Segments for Each Market.* Once a market investable equity universe is defined, it is segmented into the following size-based indices:

- Investable Market Index (Large + Mid + Small);
- Standard Index (Large + Mid);
- Large Cap Index;
- Mid Cap Index; or
- Small Cap Index.

Creating the size segment indices in each market involves the following steps:

- defining the market coverage target range for each size segment;
- determining the global minimum size range for each size segment;
- determining the market size-segment cutoffs and associated segment number of companies;
- assigning companies to the size segments; and
- applying final size-segment investability requirements.

*Index Continuity Rules for the Standard Indices.* In order to achieve index continuity, as well as to provide some basic level of diversification within a market index, and notwithstanding the effect of other index construction rules described in this section, a minimum number of five constituents will be maintained for a DM Standard Index and a minimum number of three constituents will be maintained for an EM Standard Index.

#### *Index Maintenance*

The MSCI global investable market indices are maintained with the objective of reflecting the evolution of the underlying equity markets and segments on a timely basis, while seeking to achieve index continuity, continuous investability of constituents and replicability of the indices, index stability, and low index turnover. In particular, index maintenance involves:

(i) Semi-Annual Index Reviews (“SAIRs”) in May and November of the Size Segment and Global Value and Growth Indices which include:

- updating the indices on the basis of a fully refreshed equity universe;
- taking buffer rules into consideration for migration of securities across size and style segments; and
- updating FIFs and Number of Shares (“NOS”).

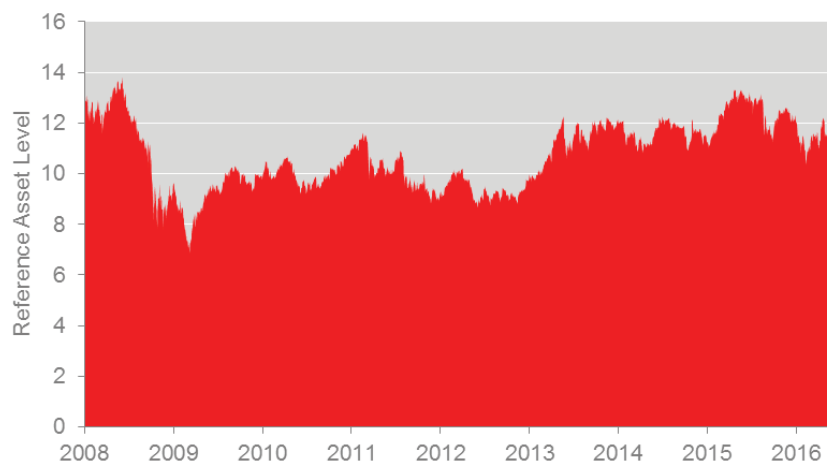
(ii) Quarterly Index Reviews (“QIRs”) in February and August of the Size Segment Indices aimed at:

- including significant new eligible securities (such as IPOs that were not eligible for earlier inclusion) in the underlying index;
- allowing for significant moves of companies within the Size Segment Indices, using wider buffers than in the SAIR; and
- reflecting the impact of significant market events on FIFs and updating NOS.

(iii) Ongoing Event-Related Changes: changes of this type are generally implemented in the indices as they occur. Significantly large IPOs are included in the indices after the close of the company’s tenth day of trading.

## Historical Information

The following graph sets forth the historical performance of EWJ based on the daily historical closing prices from January 1, 2008 through June 10, 2016. We obtained the closing prices below from the Bloomberg Professional® service. We have not independently verified the accuracy or completeness of the information obtained from the Bloomberg Professional® service. The historical prices of EWJ should not be taken as an indication of future performance, and no assurance can be given as to the price of the EWJ on any Coupon Observation Date, including the Final Valuation Date.





The following table sets forth the quarterly high, low, and closing prices of the EWJ for each calendar quarter in the period from January 1, 2008 through June 10, 2016. The closing prices listed below were obtained from publicly available information at Bloomberg Financial Markets, rounded to two decimal places. The historical closing prices of EWJ should not be taken as an indication of future performance.

<u>Quarter Begin</u>	<u>Quarter End</u>	<u>Quarterly High</u>	<u>Quarterly Low</u>	<u>Quarterly Close</u>
1/1/2008	3/31/2008	\$13.29	\$11.53	\$12.37
4/1/2008	6/30/2008	\$13.82	\$12.37	\$12.48
7/1/2008	9/30/2008	\$12.51	\$10.23	\$10.66
10/1/2008	12/31/2008	\$10.66	\$7.76	\$9.6
1/1/2009	3/31/2009	\$9.63	\$6.84	\$7.91
4/1/2009	6/30/2009	\$9.58	\$7.91	\$9.43
7/1/2009	9/30/2009	\$10.3	\$9.19	\$9.94
10/1/2009	12/31/2009	\$10.03	\$9.24	\$9.74
1/1/2010	3/31/2010	\$10.57	\$9.74	\$10.44
4/1/2010	6/30/2010	\$10.7	\$9.18	\$9.20
7/1/2010	9/30/2010	\$10.01	\$9.20	\$9.89
10/1/2010	12/31/2010	\$10.96	\$9.72	\$10.91
1/1/2011	3/31/2011	\$11.61	\$9.65	\$10.31
4/1/2011	6/30/2011	\$10.61	\$9.79	\$10.43
7/1/2011	9/30/2011	\$10.90	\$9.23	\$9.46
10/1/2011	12/31/2011	\$9.98	\$8.84	\$9.11
1/1/2012	3/31/2012	\$10.18	\$9.06	\$10.18
4/1/2012	6/30/2012	\$10.20	\$8.65	\$9.41
7/1/2012	9/30/2012	\$9.50	\$8.75	\$9.16
10/1/2012	12/31/2012	\$9.80	\$8.75	\$9.75
1/1/2013	3/31/2013	\$10.82	\$9.64	\$10.8
4/1/2013	6/30/2013	\$12.27	\$10.38	\$11.22
7/1/2013	9/30/2013	\$12.11	\$10.87	\$11.91
10/1/2013	12/31/2013	\$12.22	\$11.48	\$12.13
1/1/2014	3/31/2014	\$12.13	\$10.88	\$11.33
4/1/2014	6/30/2014	\$12.19	\$10.80	\$12.04
7/1/2014	9/30/2014	\$12.25	\$11.72	\$11.77
10/1/2014	12/31/2014	\$12.14	\$10.89	\$11.24
1/1/2015	3/31/2015	\$12.87	\$10.95	\$12.53
4/1/2015	6/30/2015	\$13.32	\$12.53	\$12.81
7/1/2015	9/30/2015	\$13.13	\$11.19	\$11.43
10/1/2015	12/31/2015	\$12.62	\$11.43	\$12.12
1/1/2016	3/31/2016	\$12.12	\$10.32	\$11.41
4/1/2016	6/10/2016*	\$12.21	\$10.89	\$11.65

\* This document includes information for the second calendar quarter of 2016 for the period from April 1, 2016 through June 10, 2016. Accordingly, the "Quarterly High," "Quarterly Low" and "Quarterly Close" data indicated are for this shortened period only and do not reflect complete data for the second calendar quarter of 2016.

## **EVENTS OF DEFAULT AND ACCELERATION**

If the Notes have become immediately due and payable following an Event of Default (as defined in the accompanying prospectus) with respect to the Notes, the calculation agent will determine the accelerated payment due and payable in the same general manner as described in this free writing prospectus except that in such a case, the scheduled trading day immediately preceding the date of acceleration will be used as the final Coupon Observation Date and the Final Valuation Date. If a market disruption event exists with respect to an Underlying on that scheduled trading day, then the accelerated Final Valuation Date will be postponed for up to five scheduled trading days (in the same manner used for postponing the originally scheduled Final Valuation Date). The accelerated Maturity Date will also be postponed by an equal number of business days following the postponed accelerated Final Valuation Date. For the avoidance of doubt, if no market disruption event exists with respect to an Underlying on the scheduled trading day preceding the date of acceleration, the determination of such Underlying's Final Level will be made on such date, irrespective of the existence of a market disruption event with respect to the other Underlying occurring on such date.

If the Notes have become immediately due and payable following an Event of Default, you will not be entitled to any additional payments with respect to the Notes. For more information, see "Description of Debt Securities—Senior Debt Securities—Events of Default" in the accompanying prospectus.

## **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 at the price to public less the underwriting discount set forth on the cover page of the pricing supplement to which this free writing prospectus relates, for distribution to other registered broker-dealers or will offer the Notes directly to investors. HSBC Securities (USA) Inc. proposes to offer the Notes at the price to public set forth on the cover page of this free writing prospectus. HSBC USA Inc. or one of our affiliates may pay varying underwriting discounts of up to 3.35% per \$1,000 Principal Amount of Notes in connection with the distribution of the Notes to other registered broker-dealers.

An affiliate of HSBC has paid or may pay in the future an amount to broker-dealers in connection with the costs of the continuing implementation of systems to support the Notes.

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

See "Supplemental Plan of Distribution (Conflicts of Interest)" on page S-59 in the prospectus supplement.

## 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 contingent income-bearing pre-paid 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. 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, Morrison & Foerster LLP, it is reasonable to treat a Note as a contingent income-bearing pre-paid executory contract with respect to the Reference Asset. Because there are no statutory provisions, regulations, published rulings or judicial decisions addressing the characterization for U.S. federal income tax purposes of securities with terms that are substantially the same as those of the Notes, other characterizations and treatments are possible and the timing and character of income in respect of the Notes might differ from the treatment described herein. For example, the Notes could be treated as debt instruments that are “contingent payment debt instruments” for U.S. federal income tax purposes subject to the treatment described under the heading “U.S. Federal Income Tax Considerations — Tax Treatment of U.S. Holders — U.S. Federal Income Tax Treatment of the Notes as Indebtedness for U.S. Federal Income Tax Purposes — Contingent Notes” in the accompanying prospectus supplement.

We will not attempt to ascertain whether an Underlying or any of the entities whose stock is included in, or owned by, an Underlying, as the case may be, would be treated as a passive foreign investment company (“PFIC”) or United States real property holding corporation (“USRPHC”), both as defined for U.S. federal income tax purposes. If an Underlying or one or more of the entities whose stock is included in, or owned by, an Underlying, as the case may be, were so treated, certain adverse U.S. federal income tax consequences might apply. You should refer to information filed with the SEC and other authorities by the Underlyings and the entities whose stock is included in, or owned by the Underlyings, as the case may be, and consult your tax advisor regarding the possible consequences to you if an Underlying or one or more of the entities whose stock is included in, or owned by, an Underlying, as the case may be, is or becomes a PFIC or a USRPHC.

**U.S. Holders.** Please see the discussion under the heading “U.S. Federal Income Tax Considerations — Tax Treatment of U.S. Holders — Certain Notes Treated as a Put Option and a Deposit or an Executory Contract — Certain Notes Treated as Executory Contracts” in the accompanying prospectus supplement for further discussion of U.S. federal income tax considerations applicable to U.S. holders (as defined in the accompanying prospectus supplement). Pursuant to the approach discussed above, we intend to treat any gain or loss upon maturity or an earlier sale, exchange or call as capital gain or loss in an amount equal to the difference between the amount you receive at such time (other than with respect to a Contingent Coupon) and your tax basis in the Note. Any such gain or loss will be long-term capital gain or loss if you have held the Note for more than one year at such time for U.S. federal income tax purposes. Your tax basis in a Note generally will equal your cost of the Note. In addition, the tax treatment of the Contingent Coupons is unclear. Although the tax treatment of the Contingent Coupons is unclear, we intend to treat any Contingent Coupon, including on the Maturity Date, as ordinary income includible in income by you at the time it accrues or is received in accordance with your normal method of accounting for U.S. federal income tax purposes.

**Non-U.S. Holders.** Please see the discussion under the heading “U.S. Federal Income Tax Considerations—Tax Treatment of Non-U.S. Holders” in the accompanying prospectus supplement for further discussion of U.S. federal income tax considerations applicable to non-U.S. holders (as defined in the accompanying prospectus supplement). Because the U.S. federal income tax treatment (including the applicability of withholding) of the Contingent Coupons is uncertain, the entire amount of the Contingent Coupons will be subject to U.S. federal income tax withholding at a 30% rate (or at a lower rate under an applicable income tax treaty). We will not pay any additional amounts in respect of such withholding. Additionally, recently finalized Treasury Regulations provide that withholding on “dividend equivalent” payments (as discussed in the accompanying prospectus supplement), if any, will not apply to Notes issued before January 1, 2017.

**Foreign Account Tax Compliance Act.** The Internal Revenue Service has announced that withholding under the Foreign Account Tax Compliance Act (as discussed in the accompanying prospectus supplement) on payments of gross proceeds from a sale, exchange, redemption or other disposition of the Notes will only apply to dispositions after December 31, 2018.

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” in the accompanying prospectus supplement.

**PROSPECTIVE PURCHASERS OF NOTES SHOULD CONSULT THEIR TAX ADVISORS AS TO THE FEDERAL, STATE, LOCAL, AND OTHER TAX CONSEQUENCES TO THEM OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF NOTES.**

## TABLE OF CONTENTS

### Free Writing Prospectus

General	FWP-6
Payment on the Notes	FWP-7
Investor Suitability	FWP-8
Risk Factors	FWP-9
Illustrative Examples	FWP-13
Information Relating to the Underlyings	FWP-16
Events of Default and Acceleration	FWP-22
Supplemental Plan of Distribution (Conflicts of Interest)	FWP-22
U.S. Federal Income Tax Considerations	FWP-23
<b>Equity Index Underlying Supplement</b>	
Risk Factors	S-2
The DAX <sup>®</sup> Index	S-7
The Dow Jones Industrial Average <sup>SM</sup>	S-9
The EURO STOXX 50 <sup>®</sup> Index	S-11
The FTSE <sup>®</sup> 100 Index	S-13
The Hang Seng <sup>®</sup> Index	S-14
The Hang Seng China Enterprises Index	S-16
The KOSPI 200 Index	S-19
The MSCI Indices	S-22
The NASDAQ 100 Index <sup>®</sup>	S-26
The Nikkei 225 Index	S-30
The PHLX Housing Sector <sup>SM</sup> Index	S-32
The Russell 2000 <sup>®</sup> Index	S-36
The S&P 100 <sup>®</sup> Index	S-40
The S&P 500 <sup>®</sup> Index	S-44
The S&P 500 <sup>®</sup> Low Volatility Index	S-47
The S&P BRIC 40 Index	S-50
The S&P MidCap 400 <sup>®</sup> Index	S-52
The TOPIX <sup>®</sup> Index	S-55
Additional Terms of the Notes	S-57
<b>ETF Underlying Supplement</b>	
Risk Factors	S-1
Reference Sponsors and Index Funds	S-7
The Energy Select Sector SPDR <sup>®</sup> Fund	S-8
The Financial Select Sector SPDR <sup>®</sup> Fund	S-10
The Health Care Select Sector SPDR <sup>®</sup> Fund	S-12
The iShares <sup>®</sup> China Large-Cap ETF	S-14
The iShares <sup>®</sup> Latin America 40 ETF	S-17
The iShares <sup>®</sup> MSCI Brazil Capped ETF	S-19
The iShares <sup>®</sup> MSCI EAFE ETF	S-21
The iShares <sup>®</sup> MSCI Emerging Markets ETF	S-23
The iShares <sup>®</sup> MSCI Mexico Capped ETF	S-25
The iShares <sup>®</sup> Transportation Average ETF	S-27
The iShares <sup>®</sup> U.S. Real Estate ETF	S-28
The Market Vectors <sup>®</sup> Gold Miners ETF	S-29
The Powershares QQQ Trust <sup>SM</sup> , Series 1	S-31
The SPDR <sup>®</sup> Dow Jones Industrial Average <sup>SM</sup> ETF Trust	S-34
The SPDR <sup>®</sup> S&P 500 <sup>®</sup> ETF Trust	S-36
The Vanguard <sup>®</sup> FTSE Emerging Markets ETF	S-39
The WisdomTree <sup>®</sup> Japan Hedged Equity Fund	S-42
Additional Terms of the Notes	S-44
<b>Prospectus Supplement</b>	
Risk Factors	S-1
Pricing Supplement	S-8
Description of Notes	S-10
Use of Proceeds and Hedging	S-33
Certain ERISA Considerations	S-34
U.S. Federal Income Tax Considerations	S-37
Supplemental Plan of Distribution (Conflicts of Interest)	S-59
<b>Prospectus</b>	
About this Prospectus	1
Risk Factors	2
Where You Can Find More Information	3
Special Note Regarding Forward-Looking Statements	4
HSBC USA Inc.	6
Use of Proceeds	7
Description of Debt Securities	8
Description of Preferred Stock	19
Description of Warrants	25
Description of Purchase Contracts	29
Description of Units	32
Book-Entry Procedures	35
Limitations on Issuances in Bearer Form	40
U.S. Federal Income Tax Considerations Relating to Debt Securities	40
Plan of Distribution (Conflicts of Interest)	49
Notice to Canadian Investors	52
Notice to EEA Investors	53
Notice to UK Investors	54
UK Financial Promotion	54
Certain ERISA Matters	55
Legal Opinions	57
Experts	58

You should only rely on the information contained in this free writing prospectus, the accompanying Equity Index Underlying Supplement, ETF Underlying Supplement, prospectus supplement and prospectus. We have not authorized anyone to provide you with information or to make any representation to you that is not contained in this free writing prospectus, the accompanying Equity Index Underlying Supplement, ETF Underlying Supplement, prospectus supplement and prospectus. If anyone provides you with different or inconsistent information, you should not rely on it. This free writing prospectus, the accompanying Equity Index Underlying Supplement, ETF Underlying Supplement, prospectus supplement and prospectus are not an offer to sell these Notes, and these documents are not soliciting an offer to buy these Notes, in any jurisdiction where the offer or sale is not permitted. You should not, under any circumstances, assume that the information in this free writing prospectus, the accompanying Equity Index Underlying Supplement, ETF Underlying Supplement, prospectus supplement and prospectus is correct on any date after their respective dates.

# HSBC USA Inc.

**\$ Autocallable Barrier Notes with  
Contingent Return**

**June 15, 2016**

**FREE WRITING PROSPECTUS**