

## HSBC USA Inc.

### Autocallable Contingent Income Buffered Notes with Memory Coupon

- ▶ Autocallable Contingent Income Buffered Notes with Memory Coupon linked to the SPDR® S&P® Oil & Gas Exploration & Production ETF
- ▶ Maturity of approximately 2 years if not called prior to maturity
- ▶ Monthly Contingent Coupon payments at a rate of at least 0.525% (equivalent to at least 6.30% per annum) (to be determined on the Pricing Date), payable if the closing price of the Reference Asset on the applicable coupon observation date is greater than or equal to 80% of its Initial Price, plus any previously unpaid Contingent Coupons
- ▶ Callable monthly at the principal amount plus the applicable Contingent Coupon and any previously unpaid Contingent Coupons on or after March 24, 2020 if the closing price of the Reference Asset is at or above its Initial Price
- ▶ If the Notes are not called and the Reference Asset declines by more than 20%, you will lose 1% of your investment for every 1% decline in the Reference Asset beyond the Buffer Price.
- ▶ All payments on the Notes are subject to the credit risk of HSBC USA Inc.

The Autocallable Contingent Income Buffered Notes with Memory Coupon (each a "Note" and collectively the "Notes") offered hereunder will not be listed on any 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 securities or passed upon the accuracy or the adequacy of this document, the accompanying prospectus, prospectus 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-17 of this document.

**Investment in the securities involves certain risks. You should refer to "Risk Factors" beginning on page FWP-7 of this document, page S-1 of the accompanying prospectus 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 \$930 and \$970 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-6 and "Risk Factors" beginning on page FWP-10 of this document for additional information.

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

<sup>1</sup>HSBC USA Inc. or one of our affiliates may pay varying underwriting discounts of up to 2.80% 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-17 of this document.

#### The Notes:

Are Not FDIC Insured	Are Not Bank Guaranteed	May Lose Value
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HSBC USA Inc.

# Autocallable Contingent Income Buffered Notes with Memory Coupon

Linked to SPDR® S&P® Oil & Gas Exploration & Production ETF

\* As more fully described beginning on page FWP-4.

† Subject to adjustment as described under "Additional Terms of the Notes" in the accompanying ETF Underlying Supplement.

\*\* See page FWP-5 for Call Observation Dates, Call Payment Dates, Coupon Observation Dates and Coupon Payment Dates.

## Indicative Terms\*

Principal Amount	\$1,000 per Note
Term	Approximately 2 years, if not called prior to maturity
Reference Asset	the SPDR® S&P® Oil & Gas Exploration & Production ETF (NYSE symbol: XOP)
Call Feature	The Notes will be automatically called if the Official Closing Price of the Reference Asset is at or above its Initial Price on any monthly Call Observation Date, beginning on March 24, 2020. In such a case, you will receive a cash payment, per \$1,000 Principal Amount, equal to the Principal Amount plus the Contingent Coupon with respect to the related Coupon Observation Date and any previously unpaid Contingent Coupon (s) with respect to the prior Coupon Observation Date(s).**
Contingent Coupon Rate	At least 0.525% per month (equivalent to at least 6.30% per annum) (to be determined on the Pricing Date)
Contingent Coupon	<p><b>If the Official Closing Price of the Reference Asset is greater than or equal to its Coupon Trigger on a Coupon Observation Date:</b> we will pay you the Contingent Coupon.</p> <p><b>If the Official Closing Price of the Reference Asset is less than its Coupon Trigger on a Coupon Observation Date:</b> the Contingent Coupon applicable to such Coupon Observation Date will not be payable on the relevant Coupon Payment Date.</p> <p>If a Contingent Coupon is not paid on a Coupon Payment Date because the closing price of the Reference Asset on the corresponding Coupon Observation Date is less than its Coupon Trigger, such Contingent Coupon will be paid on a later Coupon Payment Date if the closing price of the Reference Asset is at or above its Coupon Trigger on the relevant Coupon Observation Date. For the avoidance of doubt, once a previously unpaid Contingent Coupon has been paid on a later Coupon Payment Date, it will not be paid again on any subsequent Coupon Payment Date.</p>
Coupon Trigger	80% of its Initial Price
Buffer Price	80% of its Initial Price
Payment at Maturity per Note	<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> <p>■ <b>If the Reference Return is greater than or equal to -20%:</b>  <math>\\$1,000 + \text{final Contingent Coupon} + \text{any previously unpaid Contingent Coupon(s)}</math></p> <p>■ <b>If the Reference Return is less than -20%:</b>  <math>\\$1,000 + [\\$1,000 \times (\text{Reference Return} + 20\%)]</math>.</p> <p>If the Notes have not been called and the Final Price of the Reference Asset is less than its Buffer Price, you may lose up to 80% of the Principal Amount at maturity.</p>
Reference Return	$\frac{\text{Final Price} - \text{Initial Price}}{\text{Initial Price}}$
Trade Date	September 20, 2019
Pricing Date	September 20, 2019
Original Issue Date	September 25, 2019
Final Valuation Date†	September 22, 2021
Maturity Date†	September 27, 2021
CUSIP / ISIN	40435UYG3 / US40435UYG39

## The Notes

The Notes may be suitable for investors who believe that the price of the Reference Asset will not decrease significantly over the term of the Notes. So long as the Official Closing Price of the Reference Asset on a Coupon Observation Date is greater than or equal to its Coupon Trigger, you will receive the monthly Contingent Coupon on the applicable Coupon Payment Date. In addition, if a Contingent Coupon is not paid on a Coupon Payment Date because the closing price of the Reference Asset on the corresponding Coupon Observation Date is less than its Coupon Trigger, such Contingent Coupon will be paid on a later Coupon Payment Date if the closing price of the Reference Asset is at or above its Coupon Trigger on the relevant Coupon Observation Date. For the avoidance of doubt, once a previously unpaid Contingent Coupon has been paid on a later Coupon Payment Date, it will not be paid again on any subsequent Coupon Payment Date.

If the Official Closing Price of the Reference Asset is at or above its Initial Price on any Call Observation Date beginning on March 24, 2020, your Notes will be automatically called and you will receive a payment equal to 100% of the Principal Amount, together with the Contingent Coupon with respect to the related Coupon Observation Date and any previously unpaid Contingent Coupon(s) with respect to the prior Coupon Observation Date(s).

If the Notes are not automatically called and the Final Price of the Reference Asset is greater than or equal to its Buffer Price, you will receive a Payment at Maturity equal to the Principal Amount of the Notes plus the final Contingent Coupon plus any previously unpaid Contingent Coupon(s).

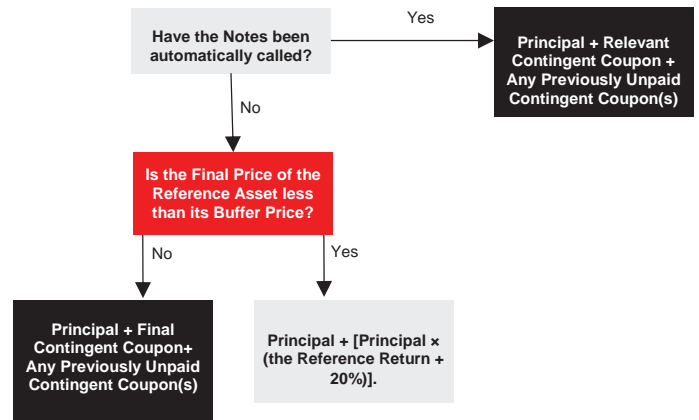
If the Notes are not automatically called and the Final Price of the Reference Asset is less than its Buffer Price, you will lose 1% of your principal for every 1% decline in price of the Reference Asset beyond the Buffer Price. Even with any Contingent Coupons paid prior to maturity, your return on the Notes will be negative in this case.

The offering period for the Notes is through **September 20, 2019**



## Illustration of Payment Scenarios

Your payment on the Notes will depend on whether the Notes have been automatically called, whether the Official Closing Price of the Reference Asset on a Coupon Observation Date is greater than or equal to its Coupon Trigger, and whether the Final Price of the Reference Asset is greater than or equal to its Buffer Price. If your Notes are not automatically called, you will lose some or all of your Principal Amount at maturity if the Final Price of the Reference Asset is less than its Buffer Price. Even with any Contingent Coupons, your return on the Notes will be negative in this case.



**HSBC USA Inc.**

**Autocallable Contingent Income Buffered Notes with Memory Coupon**



This document relates to a single offering of Autocallable Contingent Income Buffered Notes with Memory Coupon. The Notes will have the terms described in this document and the accompanying prospectus supplement, prospectus and ETF Underlying Supplement. If the terms of the Notes offered hereby are inconsistent with those described in the accompanying prospectus supplement, prospectus or ETF Underlying Supplement, the terms described in this document shall control.

This document relates to an offering of Notes linked to the performance of the SPDR® S&P® Oil & Gas Exploration & Production 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 SPDR® S&P® Oil & Gas Exploration & Production ETF (NYSE symbol: XOP)
<b>Trade Date:</b>	September 20, 2019
<b>Pricing Date:</b>	September 20, 2019
<b>Original Issue Date:</b>	September 25, 2019
<b>Final Valuation Date:</b>	September 22, 2021, subject to adjustment as described under “Additional Terms of the Notes—Valuation Dates” in the accompanying ETF Underlying Supplement.
<b>Maturity Date:</b>	3 business days after the Final Valuation Date, expected to be September 27, 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 ETF Underlying Supplement.
<b>Call Feature:</b>	If the Official Closing Price of the Reference Asset is at or above its Initial Price on any Call Observation Date beginning on March 24, 2020, the Notes will be automatically called, and you will receive a cash payment, per \$1,000 Principal Amount of Notes, equal to the Principal Amount plus the applicable Contingent Coupon and any previously unpaid Contingent Coupon(s) with respect to the prior Coupon Observation Date(s), payable on the corresponding Call Payment Date.

**Coupon Observation and  
Payment Dates:**

**Coupon Observation Dates**

**Coupon Payment Dates**

October 23, 2019		October 28, 2019	
November 22, 2019		November 27, 2019	
December 23, 2019		December 27, 2019	
January 22, 2020		January 27, 2020	
February 24, 2020		February 27, 2020	
March 24, 2020	*	March 27, 2020	**
April 22, 2020	*	April 27, 2020	**
May 21, 2020	*	May 27, 2020	**
June 24, 2020	*	June 29, 2020	**
July 22, 2020	*	July 27, 2020	**
August 24, 2020	*	August 27, 2020	**
September 23, 2020	*	September 28, 2020	**
October 22, 2020	*	October 27, 2020	**
November 23, 2020	*	November 27, 2020	**
December 22, 2020	*	December 28, 2020	**
January 22, 2021	*	January 27, 2021	**
February 24, 2021	*	March 1, 2021	**
March 24, 2021	*	March 29, 2021	**
April 22, 2021	*	April 27, 2021	**
May 24, 2021	*	May 27, 2021	**
June 23, 2021	*	June 28, 2021	**
July 22, 2021	*	July 27, 2021	**
August 24, 2021	*	August 27, 2021	**
September 22, 2021	*	September 27, 2021	**

\*These Coupon Observation Dates are also Call Observation Dates

\*\*These Coupon Payment Dates are also Call Payment Dates

Each subject to postponement as described under “Additional Terms of the Notes—Valuation Dates” and “Additional Terms of the Notes—Coupon Payment Dates, Call Payment Dates and Maturity Date” in the accompanying ETF Underlying Supplement.

**Call Observation Dates:** The Coupon Observation Dates on or after March 24, 2020.

**Call Payment Dates:** The Coupon Payment Dates on or after March 27, 2020.

**Contingent Coupon Rate:** At least 0.525% per month (equivalent to at least 6.30% per annum) (to be determined on the Pricing Date)

<b>Contingent Coupon:</b>	<p><b><i>If the Official Closing Price of each of the Reference Asset is greater than or equal to its Coupon Trigger on a Coupon Observation Date</i></b>, you will receive the Contingent Coupon of at least \$5.25 per \$1,000 (to be determined on the Pricing Date) in Principal Amount on the applicable Coupon Payment Date.</p> <p><b><i>If the Official Closing Price of the Reference Asset is less than its Coupon Trigger on a Coupon Observation Date</i></b>, the Contingent Coupon applicable to such Coupon Observation Date will not be payable on the relevant Coupon Payment Date.</p> <p>If a Contingent Coupon is not paid on a Coupon Payment Date because the closing price of the Reference Asset on the corresponding Coupon Observation Date is less than its Coupon Trigger, such Contingent Coupon will be paid on a later Coupon Payment Date if the closing price of the Reference Asset is at or above its Coupon Trigger on the relevant Coupon Observation Date. For the avoidance of doubt, once a previously unpaid Contingent Coupon has been paid on a later Coupon Payment Date, it will not be paid again on any subsequent Coupon Payment Date.</p>
<b>Coupon Trigger:</b>	80% of its Initial Price.
<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> <p>■ <b>If the Reference Return is greater than or equal to -20%:</b></p> <p>\$1,000 + final Contingent Coupon + any previously unpaid Contingent Coupon(s) with respect to the prior Coupon Observation Date(s).</p> <p>■ <b>If the Reference Return is less than -20%:</b></p> <p><math>\\$1,000 + [\\$1,000 \times (\text{Reference Return} + 20\%)]</math>.</p> <p>If the Notes are not called prior to maturity and the Final Price of the Reference Asset is less than its Buffer Price, you may lose up to 80% of the Principal Amount. Even with any Contingent Coupons, your return on the Notes will be negative in this case.</p>
<b>Buffer Price:</b>	80% of its Initial Price.
<b>Reference Return:</b>	<p>The quotient, expressed as a percentage, calculated as follows:</p> $\frac{\text{Final Price} - \text{Initial Price}}{\text{Initial Price}}$
<b>Initial Price:</b>	The Official Closing Price of the Reference Asset on the Pricing Date.
<b>Final Price:</b>	The Official Closing Price of the Reference Asset on the Final Valuation Date.
<b>CUSIP / ISIN:</b>	40435UYG3 / US40435UYG39
<b>Form of Notes:</b>	Book-Entry
<b>Listing:</b>	The Notes will not be listed on any securities exchange or quotation system.
<b>Estimated Initial Value:</b>	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 pricing supplement relating to the Notes.*



## GENERAL

This document relates to the offering of Notes. 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 Reference Asset, 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 February 26, 2018, the prospectus supplement dated February 26, 2018 and the ETF Underlying Supplement dated February 26, 2018. If the terms of the Notes offered hereby are inconsistent with those described in the accompanying prospectus supplement, prospectus or ETF Underlying Supplement, the terms described in this document shall control. You should carefully consider, among other things, the matters set forth in "Risk Factors" beginning on page FWP-10 of this document, beginning on page S-1 of the prospectus 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 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 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 and ETF Underlying Supplement if you request them by calling toll-free 1-866-811-8049.

You may also obtain:

- ▶ 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: [https://www.sec.gov/Archives/edgar/data/83246/000114420418010762/tv486944\\_424b2.htm](https://www.sec.gov/Archives/edgar/data/83246/000114420418010762/tv486944_424b2.htm)
- ▶ The prospectus at: [https://www.sec.gov/Archives/edgar/data/83246/000114420418010720/tv487083\\_424b3.htm](https://www.sec.gov/Archives/edgar/data/83246/000114420418010720/tv487083_424b3.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 Price of the Reference Asset is at or above its Initial Price on any Call Observation Date beginning on March 24, 2020. If the Notes are automatically called, investors will receive on the corresponding Call Payment Date, a cash payment per \$1,000 Principal Amount of Notes equal to 100% of the Principal Amount, together with the applicable Contingent Coupon and any previously unpaid Contingent Coupon(s) with respect to the prior Coupon Observation Date(s).

### Contingent Coupon

We will pay a monthly Contingent Coupon payment on a Coupon Payment Date if the Official Closing Price of the Reference Asset on the applicable Coupon Observation Date is greater than or equal to its Coupon Trigger. Otherwise, no coupon will be paid on such Coupon Payment Date. The Contingent Coupon Rate will be at least 6.30% per annum (or at least \$5.25 per \$1,000 in Principal Amount per month, if payable) (to be determined on the Pricing Date).

If a Contingent Coupon is not paid on a Coupon Payment Date because the closing price of the Reference Asset on the corresponding Coupon Observation Date is less than its Coupon Trigger, such Contingent Coupon will be paid on a later Coupon Payment Date if the closing price of the Reference Asset is at or above its Coupon Trigger on the relevant Coupon Observation Date. For the avoidance of doubt, once a previously unpaid Contingent Coupon has been paid on a later Coupon Payment Date, it will not be paid again on any subsequent Coupon Payment Date.

For information regarding the record dates applicable to the Contingent Coupons payable on the Notes, please see the section entitled "Description of Notes—Interest and Principal Payments—Recipients of Interest Payments" beginning on page S-14 in the accompanying prospectus supplement.

### Payment at Maturity

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 Reference Return is greater than or equal to -20%:**

\$1,000 + final Contingent Coupon + any previously unpaid Contingent Coupon(s) with respect to the prior Coupon Observation Date(s)

■ **If the Reference Return is less than -20%:**

$\$1,000 + [\$1,000 \times (\text{Reference Return} + 20\%)]$ .

*If the Notes have not been called and the Final Price of the Reference Asset is less than its Buffer Price, you may lose up to 80% of the Principal Amount. Even with any Contingent Coupon, your return on the Notes will be negative in this case.*

### Calculation Agent

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

### Reference Issuer

SSgA Funds Management, Inc. is the reference issuer of the XOP.



## INVESTOR SUITABILITY

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

- ▶ You believe that the Official Closing Price of the Reference Asset will be at or above its Coupon Trigger on some or all of the Coupon Observation Dates, and the Final Price of the Reference Asset will be at or above its Buffer Price.
- ▶ You seek a monthly Contingent Coupon, based on the performance of the Reference Asset, that will be paid at the Contingent Coupon Rate of at least 6.30% per annum (to be determined on the Pricing Date) if the Official Closing Price of the Reference Asset is greater than or equal to its Coupon Trigger on the applicable Coupon Observation Date.
- ▶ You are willing to invest in the Notes based on the fact that your maximum potential return is any Contingent Coupons payable on the Notes.
- ▶ You do not seek an investment that provides an opportunity to participate in the appreciation the Reference Asset.
- ▶ 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 below the Buffer Price of -20%.
- ▶ You are willing to lose up to 100% of the Principal Amount at maturity.
- ▶ You are willing to hold the Notes that will be automatically called on any Call Observation Date beginning on March 24, 2020, on which the Official Closing Price of the Reference Asset is at or above its Initial Price, or you are otherwise willing to hold the Notes to maturity.
- ▶ You are willing to forgo guaranteed interest payments on the Notes, and dividends or other distributions paid on the Reference Asset.
- ▶ You do not seek an investment for which there will be an active secondary market.
- ▶ 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 Price of the Reference Asset will be below its Coupon Trigger on some or all of the Coupon Observation Dates, including the Final Valuation Date, and the Final Price of the Reference Asset will be below its Buffer Price.
- ▶ You believe that the Contingent Coupon, if any, will not provide you with your desired return.
- ▶ You are unwilling to invest in the Notes based on the fact that your maximum potential return is the Contingent Coupons payable on the Notes.
- ▶ You seek an investment that provides an opportunity to participate in the appreciation of the Reference Asset.
- ▶ 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 the Buffer Price of -20%.
- ▶ You seek an investment that provides full return of principal at maturity.
- ▶ You are unable or unwilling to hold the Notes that will be automatically called on any Call Observation Date beginning on March 24, 2020, on which the Official Closing Price of the Reference Asset is at or above its Initial Price, or you are otherwise unable or unwilling to hold the Notes to maturity.
- ▶ You prefer to receive guaranteed periodic interest payments on the Notes, or the dividends or other distributions paid on the Reference Asset.
- ▶ You seek an investment for which there will be an active secondary market.
- ▶ 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 and beginning on page S-1 of the accompanying ETF Underlying Supplement. Investing in the Notes is not equivalent to investing directly in 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 document and the accompanying prospectus, prospectus supplement and ETF Underlying Supplement.

In addition to the risks discussed below, you should review “Risk Factors” in the accompanying prospectus 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; and
- ▶ “—General Risks Related to Index Funds” in 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 any return of principal and your investment in the securities may result in a loss.**

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 Price of the Reference Asset is less than its Buffer Price. You will be exposed to the decline in the Final Price from the Initial Price beyond the Buffer Price of -20%. Accordingly, if the Reference Return is less than the Buffer Price of -20%, your Payment at Maturity will be less than the Principal Amount of your securities. You will lose some or a significant portion (up to 80%) of your investment at maturity if the Reference Return is less than the Buffer Price.

### **The Contingent Coupons may be not payable at regular intervals or even not payable throughout the term of the Notes.**

A Contingent Coupon will be payable with respect to a monthly period only if the Official Closing Price of the Reference Asset on the relevant Coupon Observation Date is greater than or equal to its Coupon Trigger. Although the unpaid Contingent Coupons, which are not payable for previous Coupon Observation Dates because the closing price of the Reference Asset on any of those days is less than its Coupon Trigger, will become payable on a subsequent Coupon Observation Date if the closing price of the Reference Asset on that day is greater than or equal to its Coupon Trigger, it is possible that the closing price of the Reference Asset will be below its Coupon Trigger on each Coupon Observation Date over the term of the Notes, and you will not receive any Contingent Coupons.

### **Your return on the Notes is limited to the principal amount plus the Contingent Coupons, if any, regardless of any appreciation in the price of the Reference Asset.**

For each \$1,000 in principal amount of the Notes, you will receive \$1,000 at maturity plus the final Contingent Coupon and any unpaid Contingent Coupons with respect to previous Coupon Observation Dates if the Final Price of the Reference Asset is equal to or greater than its Buffer Price, regardless of any appreciation in the prices of the Reference Asset, which may be significant. Accordingly, the return on the Notes may be significantly less than the return on a direct investment in the Reference Asset during the term of the Notes.

### **Risks associated with the oil and gas exploration and production sector**

All of the stocks held by the XOP are issued by companies in the oil and gas exploration and production sector. As a result, the stocks that will determine the performance of the XOP are concentrated in one sector. Although an investment in the Notes will not give holders any ownership or other direct interests in the stocks held by the XOP, the return on the Notes will be subject to certain risks associated with a direct equity investment in companies in the oil and gas exploration and production sector.

In addition, the stocks of companies in the oil and gas sector are subject to swift price fluctuations. The issuers of the stocks held by the XOP develop and produce, among other things, crude oil and natural gas, and provide, among other things, drilling services and other services related to oil and gas production and distribution. Stock prices for these types of companies are affected by supply and demand both for their specific product or service and for oil and gas products in general. The price of oil and gas, exploration and production spending, government regulation, world events and economic conditions will likewise affect the performance of these companies. Correspondingly, the stocks of companies in this sector are subject to swift price fluctuations caused by events relating to international politics, energy conservation, the success of exploration projects and tax and other governmental regulatory policies. Weak demand for the companies' products or services or for oil and gas products and services in general, as well as negative developments in these other areas, would adversely impact the prices of the stocks held by the XOP, the market price of the XOP, and the value of the Notes.

### **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 payments to be made on the Notes, including any Contingent Coupon 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.

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

If the Notes are automatically called early, the holding period over which you may receive coupon payments could be as little as 6 months. 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 full Payment at Maturity 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 pay 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 will 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 price of the Reference Asset 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 3 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 prices of the Reference Asset 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 Prices of the Reference Asset on the Coupon Observation Dates, including the Final Valuation Date, subject to postponement for non-trading days and certain market disruption events. Even if the price of the Reference Asset is greater than or equal to its Coupon Trigger during the term of the Notes other than on a Coupon Observation Date but then decreases on that Coupon Observation Date to a price that is less than its Coupon Trigger, the Contingent Coupon will not be payable for that Coupon Observation Date. Similarly, if the Notes are not called, even if the price of the Reference Asset is greater than or equal to its Buffer Price during the term of the Notes other than on the Final Valuation Date but then decreases on the Final Valuation Date to a price that is less than its Buffer Price, the Payment at Maturity will be less, possibly significantly less, than it would have been had the Payment at Maturity been linked to the price of the Reference Asset prior to such decrease. Although the actual prices of the Reference Asset on the Maturity Date or at other times during the term of the Notes may be higher than their respective prices on the Coupon Observation Dates, whether each Contingent Coupon will be payable and the Payment at Maturity will be based solely on the Official Closing Prices of the Reference Asset on the applicable Coupon Observation Dates.

**Changes that affect the Reference Asset or its underlying index may affect the price of the Reference Asset and the market value of the Notes and the amount you will receive on the Notes.**

The policies of the Reference Issuer of the Reference Asset or the index sponsor of its underlying index, concerning additions, deletions and substitutions of the stocks included in that the Reference Asset or its underlying index, as applicable, and the manner in which the Reference Issuer or the index sponsor takes account of certain changes affecting those stocks, may affect the price of the Reference Asset. The policies of the Reference Issuer or the index sponsor with respect to the calculation of the Reference Asset or its underlying index, as applicable, could also affect the price of the Reference Asset. The Reference Issuer or the index sponsor may discontinue or suspend calculation or dissemination of the Reference Asset or its underlying index, as applicable. Any such actions could affect the price of the Reference Asset and the value of the Notes.

**Owning the Notes is not the same as owning the Reference Asset or the stocks included in its underlying indices.**

The return on your Notes may not reflect the return you would realize if you actually owned the Reference Asset or stocks included in the underlying index. As a holder of the Notes, you will not have voting rights or rights to receive dividends or other distributions or other rights as would holders of the Reference Asset or the stocks included in the related underlying index.

**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.**

An affiliate of HSBC has a minority equity interest in the owner of an electronic platform, through which we may make available certain structured investments offering materials. 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 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 price of the Reference Asset relative to its Initial Price. We cannot predict the Official Closing Price of the Reference Asset on any Coupon Observation Date or 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 Reference Asset or return on the Notes.

The table and examples below illustrate how the Contingent Coupon and the Payment at Maturity would be calculated with respect to a \$1,000 investment in the Notes, given a range of hypothetical performances of the Reference Asset. The hypothetical returns on the Notes below are numbers, expressed as percentages, that result from comparing the Payment at Maturity per \$1,000 Principal Amount to \$1,000. You should consider carefully whether the Notes are suitable to your investment goals. 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 Initial Price: \$100\*
- ▶ Hypothetical Buffer Price: \$80, which is 80% of the Initial Price
- ▶ Hypothetical Coupon Trigger: \$80, which is 80% of the Initial Price
- ▶ Hypothetical Contingent Coupon Rate: 6.30% per annum (0.525% for each month in which it is payable). The actual Contingent Coupon Rate will be at least 6.30% per annum and will be determined on the Pricing Date. If the Official Closing Price of the Reference Asset on every Coupon Observation Date is greater than or equal to its Coupon Trigger, the Contingent Coupon paid over the term of the Notes would total \$126.00 per \$1,000 Principal Amount of the Notes.

\* The hypothetical Initial Price of \$100 used in the examples below has been chosen for illustrative purposes only and does not represent the actual Initial Price of the Reference Asset. The actual Initial Price of the Reference Asset will be set forth in the final pricing supplement to which this free writing prospectus relates.

### Summary of the Examples

	Notes Are Called on a Coupon Observation Date	Notes Are Not Called on Any Coupon Observation Date	
	Example 1	Example 2	Example 3
Initial Price	\$100	\$100	\$100
Buffer Price	\$80	\$80	\$80
Coupon Trigger	\$80	\$80	\$80
Official Closing Price / Percentage Change on the First Coupon Observation Date	\$85/-15%	\$75/-25%	\$55/-45%
Official Closing Price / Percentage Change on the Second Coupon Observation Date	\$90/-10%	\$70/-30%	\$55/-45%
Official Closing Price / Percentage Change on the Third Coupon Observation Date	\$105/5%	\$75/-25%	\$55/-45%
Official Closing Price / Percentage Change on the Fourth Coupon Observation Date	\$130/20%	\$70/-30%	\$50/-50%
Official Closing Price / Percentage Change on the Fifth Coupon Observation Date	\$90/-10%	\$83/-17%	\$50/-50%
Official Closing Price / Percentage Change on the Sixth Coupon Observation Date	\$90/-10%	\$90/-10%	\$55/-45%
Official Closing Price / Percentage Change on the Seventh Coupon Observation Date	\$120/20%	\$85/-15%	\$55/-45%
Official Closing Price / Percentage Change on the Eighth Coupon Observation Date	N/A	\$85/-15%	\$50/-50%
Official Closing Price / Percentage Change on the Ninth through Twenty-fourth Coupon Observation Date	N/A	Various / Below Coupon Trigger	Various / Below Coupon Trigger
Official Closing Prices / Percentage Change on the Final Valuation Date	N/A	\$90/-10%	\$50/-50%
Contingent Coupon Payment Amounts Prior to Maturity or Automatic Call	6 x \$5.25 = \$31.50	4 x \$5.25 = \$21.00	0 x \$5.25 = \$0.00
Payment if Notes are Called	\$1,005.25	N/A	N/A
Payment at Maturity	N/A	\$1,026.25	\$1,000 + [\$1,000 x (-50% + 20%)] = \$700.00
Return of the Notes	3.675%	2.625%	-30.00%

**Example 1—The first six months is the non-call period. The Official Closing Price of the Reference Asset on the seventh Coupon Observation Date is greater than or equal to its Initial Price and the Reference Asset closed at or above its Coupon Trigger (but below its Initial Price) on the six prior Coupon Observation Dates.**

Reference Return of the Reference Asset:	20.00%
Payment Upon a Call	\$1,005.25

Because the Official Closing Price of the Reference Asset on the seventh Coupon Observation Date is at or above its Initial Price, the Notes will be called and you will receive \$1,005.25 per Note, reflecting the Principal Amount plus the Contingent Coupon. When added to the Contingent Coupon payments of \$31.50 received in respect of the prior Coupon Observation Dates, we will have paid you a total of \$1,036.75 per Note, resulting in an 3.675% return on the Notes. No extra payment will be made on the account of the Official Closing Price of the Reference Asset being greater than its Initial Price.

**Example 2— The Notes are not called, the Final Price of the Reference Asset is greater than or equal to its Buffer Price, and the Reference Asset closed at or above its Coupon Trigger (but below its Initial Price) on four of the Coupon Observation Dates prior to the Final Valuation Date.**

Reference Return of the Reference Asset:	-25.00%
Final Settlement Value:	\$1,185.00

Because the Final Price of the Reference Asset is greater than or equal to its Buffer Price, you will receive \$1,000 per \$1,000 in Principal Amount plus the final Contingent Coupon and all previously unpaid Contingent Coupons, calculated as follows:

$$\text{Payment at Maturity} = \$1,000 + \$5.25 + (\$5.25 \times 4) = \$1,026.25$$

When added to the Contingent Coupon payments of \$21.00 received in respect of prior Coupon Observation Dates, we will have paid you a total of \$1,026.25 per Note, resulting in an 2.625% return on the Notes.

**Example 3— The Notes are not called, the Final Price of the Reference Asset is less than its Buffer Price, and the Reference Asset did not all close at or above their respective Coupon Triggers on any Coupon Observation Date.**

Reference Return of the Reference Asset:	-50.00%
Final Settlement Value:	\$500.00

Because the Final Price of the Reference Asset is less than its Buffer Price, you will receive \$700 per \$1,000 in Principal Amount, calculated as follows:

$$\text{Payment at Maturity} = \$1,000 + [\$1,000 \times (-50.00\% + 20\%)] = \$700.00$$

Because there was no Contingent Coupon payable in respect of the prior Coupon Observation Dates, we will pay you a total of \$700.00, resulting in a -30.00% return on the Notes.

If the Notes are not called and the Final Price of the Reference Asset is less than its Buffer Price, you will be exposed to any decrease in the price of the Reference Asset beyond the Buffer Price on a 1:1 basis and could lose up to 80% of your principal at maturity.



## INFORMATION RELATING TO THE REFERENCE ASSET

### The SPDR® S&P® Oil & Gas Exploration & Production ETF

The SPDR® S&P® Oil & Gas Exploration & Production ETF (the “XOP”) is an investment portfolio maintained and managed by SSgA Funds Management, Inc. (“SSFM”). The XOP trades on the NYSE Arca under the ticker symbol “XOP.” The inception date of the SPDR® S&P Oil & Gas Exploration and Production ETF is June 19, 2006. Prior to January 8, 2007, the XOP was known as the SPDR® Oil & Gas Exploration & Production ETF.

Information provided to or filed with the SEC by the SPDR® Series Trust under the Securities Exchange Act of 1934 can be located by reference to its Central Index Key, or CIK, 1064642 through the SEC’s website at <http://www.sec.gov>. We have not made any independent investigation as to the accuracy or completeness of such information.

The XOP seeks to provide investment results that correspond generally to the price and yield performance, before fees and expenses, of the S&P® Oil & Gas Exploration & Production Select Industry® Index. The underlying index represents the oil and gas exploration and production sub-industry portion of the S&P Total Market Index (“S&P TMI”), an index that measures the performance of the U.S. equity market. The XOP is composed of companies that are in the oil and gas sector exploration and production. As of June 30, 2019, there were 64 oil and gas exploration and production sector companies included in the XOP. As of June 30, 2019, no single company represented more than 2.51% of the XOP’s holdings.

The XOP utilizes a “replication” investment approach in attempting to track the performance of the underlying index. The XOP typically invests in substantially all of the securities which comprise the underlying index in approximately the same proportions as the underlying index. XOP will normally invest at least 80% of its total assets in common stocks that comprise the underlying index. The returns of the XOP may be affected by certain management fees and other expenses, which are detailed in its prospectus.

The information above was compiled from the SPDR® website. We have not independently investigated the accuracy of that information. Information contained in the SPDR® website is not incorporated by reference in, and should not be considered a part of, this document.

### The Underlying Index

We have derived all information contained in this document regarding the underlying index, including, without limitation, its make-up, method of calculation and changes in its components, from publicly available information. Such information reflects the policies of, and is subject to change by, SSFM.

The underlying index is an equal-weighted index that is designed to measure the performance of the oil and gas exploration and production sub-industry portion of the S&P TMI. The S&P TMI includes all U.S. common equities listed on the NYSE (including NYSE Arca), the NYSE MKT, the NASDAQ Global Select Market, and the NASDAQ Capital Market. Each of the component stocks in the underlying index is a constituent company within the oil and gas exploration and production sub-industry portion of the S&P TMI.

To be eligible for inclusion in the underlying index, companies must be in the S&P TMI, must be included in the relevant Global Industry Classification Standard (GICS) sub-industry. The GICS was developed to establish a global standard for categorizing companies into sectors and industries. In addition to the above, companies must satisfy one of the two following combined size and liquidity criteria:

1. float-adjusted market capitalization above US\$500 million and float-adjusted liquidity ratio above 90%; or
2. float-adjusted market capitalization above US\$400 million and float-adjusted liquidity ratio above 150%.

All U.S. companies satisfying these requirements are included in the underlying index. The total number of companies in the underlying index should be at least 35. If there are fewer than 35 stocks, stocks from a supplementary list of highly correlated sub-industries that meet the market capitalization and liquidity thresholds above are included in order of their float-adjusted market capitalization to reach 35 constituents. Minimum market capitalization requirements may be relaxed to ensure there are at least 22 companies in the underlying index as of each rebalancing effective date.

Eligibility factors include:

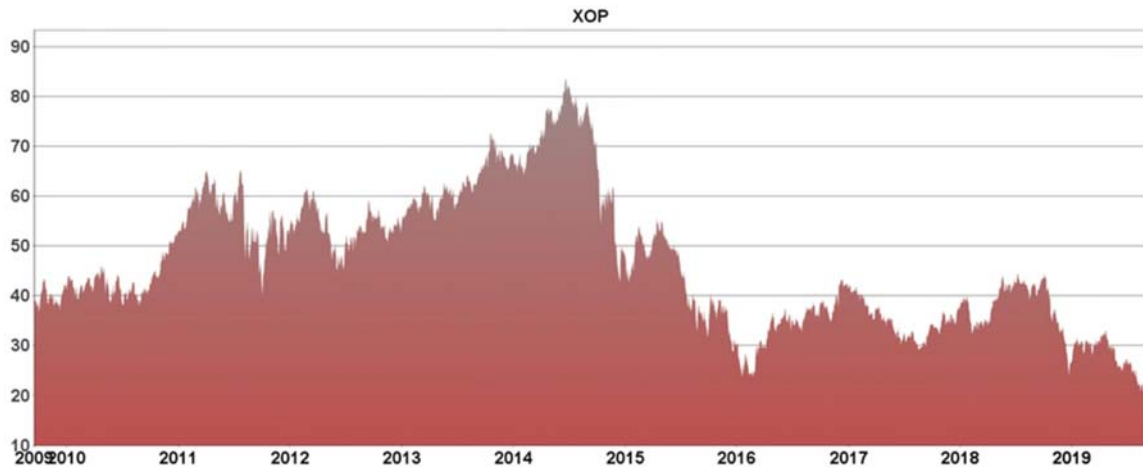
**Market Capitalization:** Float-adjusted market capitalization should be at least US\$400 million for inclusion in the underlying index. Existing index components must have a float-adjusted market capitalization of US\$300 million to remain in the underlying index at each rebalancing.

**Liquidity:** The liquidity measurement used is a liquidity ratio, defined as dollar value traded over the previous 12-months divided by the float-adjusted market capitalization as of the underlying index rebalancing reference date. Stocks having a float-adjusted market capitalization above US\$500 million must have a liquidity ratio greater than 90% to be eligible for addition to the underlying index. Stocks having a float-adjusted market capitalization between US\$400 and US\$500 million must have a liquidity ratio greater than 150% to be eligible for addition to the underlying index. Existing index constituents must have a liquidity ratio greater than 50% to remain in the underlying index at the quarterly rebalancing. The length of time to evaluate liquidity is reduced to the available trading period for IPOs or spin-offs that do not have 12 months of trading history.

Takeover Restrictions: At the discretion of S&P, constituents with shareholder ownership restrictions defined in company bylaws may be deemed ineligible for inclusion in the underlying index. Ownership restrictions preventing entities from replicating the index weight of a company may be excluded from the eligible universe or removed from the underlying index.

Turnover: S&P believes turnover in index membership should be avoided when possible. At times, a company may appear to temporarily violate one or more of the addition criteria. However, the addition criteria are for addition to the underlying index, not for continued membership. As a result, an index constituent that appears to violate the criteria for addition to the underlying index will not be deleted unless ongoing conditions warrant a change in the composition of the underlying index.

The graph below illustrates the daily performance of the XOP from September 16, 2019 through September 16, 2019 based on information from the Bloomberg Professional® service. ***Past performance of the Reference Asset is not indicative of its future performance.***



## **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 document 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 the Reference Asset 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.

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 2.80% 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.

We expect that delivery of the securities will be made against payment for the securities on or about the Original Issue Date set forth on the inside cover of this document, which is more than two business days following the Trade Date. Under Rule 15c6-1 under the Securities Exchange Act of 1934, trades in the secondary market generally are required to settle in two business days, unless the parties to that trade expressly agree otherwise. Accordingly, purchasers who wish to trade the securities more than two business days prior to the Original Issue Date will be required to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement, and should consult their own advisors.

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-61 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, Mayer Brown 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 the Reference Asset or any of the entities whose stock is owned by the Reference Asset 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 the Reference Asset or one or more of the entities whose stock is owned by the Reference Asset 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 Reference Asset and the entities whose stock is owned by the Reference Asset and consult your tax advisor regarding the possible consequences to you if the Reference Asset or one or more of the entities whose stock is owned by the Reference Asset 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.

Under current law, while the matter is not entirely clear, individual non-U.S. holders, and entities whose property is potentially includible in those individuals’ gross estates for U.S. federal estate tax purposes (for example, a trust funded by such an individual and with respect to which the individual has retained certain interests or powers), should note that, absent an applicable treaty benefit, the Notes are likely to be treated as U.S. situs property, subject to U.S. federal estate tax. These individuals and entities should consult their own tax advisors regarding the U.S. federal estate tax consequences of investing in the Notes.

A “dividend equivalent” payment is treated as a dividend from sources within the United States and such payments generally would be subject to a 30% U.S. withholding tax if paid to a non-U.S. holder. Under U.S. Treasury Department regulations, payments (including deemed payments) with respect to equity-linked instruments (“ELIs”) that are “specified ELIs” may be treated as dividend equivalents if such specified ELIs reference an interest in an “underlying security,” which is generally any interest in an entity taxable as a corporation for U.S. federal income tax purposes if a payment with respect to such interest could give rise to a U.S. source dividend. However, Internal Revenue Service guidance provides that withholding on dividend equivalent payments will not apply to specified ELIs that are not delta-one instruments and that are issued before January 1, 2021. Based on the Issuer’s determination that the Notes are not “delta-one” instruments, non-U.S. holders should not be subject to withholding on dividend equivalent payments, if any, under the Notes. However, it is possible that the Notes could be treated as deemed reissued for U.S. federal income tax purposes upon the occurrence of certain events affecting the Reference Asset or the Notes, and following such occurrence the Notes could be treated as subject to

withholding on dividend equivalent payments. Non-U.S. holders that enter, or have entered, into other transactions in respect of the Reference Asset or the Notes should consult their tax advisors as to the application of the dividend equivalent withholding tax in the context of the Notes and their other transactions. If any payments are treated as dividend equivalents subject to withholding, we (or the applicable paying agent) would be entitled to withhold taxes without being required to pay any additional amounts with respect to amounts so withheld.

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.

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You should only rely on the information contained in this free writing prospectus, the accompanying 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 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 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 ETF Underlying Supplement, prospectus supplement and prospectus is correct on any date after their respective dates.

## HSBC USA Inc.

**\$ Autocallable Contingent  
Income Buffered Notes with  
Memory Coupon Linked to the  
SPDR® S&P® Oil & Gas Exploration  
& Production ETF**

**September 18, 2019**

**FREE WRITING PROSPECTUS**