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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 9, 2018

Commission File Number 001-7436

HSBC USA Inc.
(Exact name of registrant as specified in its charter)

Maryland
(State of incorporation)
452 Fifth Avenue, New York, New York
(Address of principal executive offices)

13-2764867
(I.R.S. Employer Identification No.)
10018
(Zip Code)

(212) 525-5000
Registrant's telephone number, including area code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01. Regulation FD Disclosure.

A copy of the press release issued by HSBC North America Holdings Inc. (HSBC North America) regarding the agreement discussed in Item 8.01 is attached as Exhibit 99.1.

Item 8.01. Other Events.

HSBC North America has reached a definitive agreement to resolve the U.S. Department of Justice's (DOJ) ongoing investigation of its securitization, issuance and underwriting of residential mortgage-backed securities (RMBS) issued between 2005 and 2007. Under the terms of the agreement, HSBC North America, without admitting liability or wrongdoing, will pay to the DOJ a \$765 million civil monetary penalty, of which \$492 million will be paid by HSBC USA Inc. As previously disclosed, HSBC North America and HSBC USA Inc. were fully reserved for these amounts as of June 30, 2018. The settlement releases HSBC North America and its subsidiaries and affiliates from potential civil claims by the DOJ related to its securitization, issuance and underwriting of RMBS from 2005 to 2007, and requires no additional remedial action.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated October 9, 2018

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 9, 2018

HSBC USA INC.

By: /s/ MARK STEFFENSEN

Mark Steffensen

Senior Executive Vice President and

General Counsel

Exhibit Index

Exhibit No.	Description
99.1	Press Release dated October 9, 2018

October 9, 2018

HSBC Reaches Definitive Agreement with US Department of Justice to Resolve Legacy RMBS Claims

NEW YORK - HSBC today announced a definitive agreement with the US Department of Justice (DOJ) to resolve its multi-year investigation of its legacy securitization, issuance and underwriting of residential mortgage-backed securities (RMBS) issued between 2005 and 2007.

“We are pleased to put this investigation related to activity that occurred more than a decade ago behind us,” said Patrick J. Burke, President and Chief Executive Officer, HSBC USA. “Since the financial crisis, HSBC has been strengthening our culture, processes and internal controls to ensure fair outcomes for our clients. The US management team is focused on putting historical matters into the rear view mirror and completing the turn-around of HSBC’s US operations.”

Under the terms of the agreement, HSBC North America Holdings Inc. (HSBC North America), without admitting liability or wrongdoing, will pay to the DOJ a \$765 million civil monetary penalty, of which \$492 million will be paid by HSBC USA Inc., HSBC North America’s US-based public company. As previously disclosed, HSBC North America and HSBC USA Inc. were fully reserved for these amounts as of June 30, 2018.

The settlement releases HSBC from potential civil claims by the DOJ related to its securitization, issuance and underwriting of RMBS during the period from 2005 through 2007, and requires no additional remedial action.

Media enquiries to:

Rob Sherman +1 212 525 6901 robert.a.sherman@us.hsbc.com

Heidi Ashley +44 (0)207 992 2045 heidi.ashley@hsbc.com

Investor enquiries to:

Richard O'Connor +44 (0)207 991 6590 richard.j.oconnor@hsbc.com

Forward-looking statements:

Certain statements in this press release are “forward-looking statements” within the meaning of the rules and regulations of the U.S. Securities and Exchange Commission. These statements are based on management’s current expectations and are subject to uncertainty and changes in circumstances. Actual results and other financial conditions may differ materially from those included in these statements due to a variety of factors including those contained in HSBC USA Inc.’s filings with the U.S. Securities and Exchange Commission, including without limitation the “Risk Factors” section of HSBC USA Inc.’s 2017 Annual Report on Form 10-K. Precautionary statements included in such filings should be read in conjunction with this release.

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