

HSBC HOLDINGS PLC
Form 6-K
November 10, 2009

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Private Issuer

**Pursuant to Rule 13a - 16 or 15d - 16 of
the Securities Exchange Act of 1934**

For the month of November

HSBC Holdings plc

42nd Floor, 8 Canada Square, London E14 5HQ, England

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F).

Form 20-F Form 40-F

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934).

Yes..... No

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-.....).

UNITED STATES SECURITIES AND

EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2009

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-7436

HSBC USA Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State of Incorporation)

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

452 Fifth Avenue, New York, New York

10018

(Address of principal executive offices)

(Zip Code)

(212) 525-5000

Registrant's telephone number, including area code

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No o

As of October 31, 2009, there were 712 shares of the registrant's common stock outstanding, all of which are owned by HSBC North America Inc.

HSBC USA Inc.

Form 10-Q

TABLE OF CONTENTS

	<u>Page</u>
PART I. FINANCIAL INFORMATION	
Item 1.	Financial Statements
	Consolidated Statement of Income (Loss) 3
	Consolidated Balance Sheet 4
	Consolidated Statement of Changes in Shareholders' Equity 5
	Consolidated Statement of Cash Flows 6
	Notes to Consolidated Financial Statements 7
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations
	Forward-Looking Statements 57
	Executive Overview 57
	Basis of Reporting 63
	Balance Sheet Review 65
	Results of Operations 69
	Segment Results — IFRSs Basis 78
	Credit Quality 86
	Liquidity and Capital Resources 94
	Off-Balance Sheet Arrangements 98
	Fair Value 100
	Risk Management 105
	Average Balances and Interest Rates 111
Item 3.	Quantitative and Qualitative Disclosures About Market Risk 113
Item 4.	Controls and Procedures 113
PART II OTHER INFORMATION	
Item 1.	Legal Proceedings 114
Item 6.	Exhibits 114
Index	115
Signature	119

HSBC USA Inc.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

CONSOLIDATED STATEMENT OF INCOME (LOSS) (UNAUDITED)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2009	2008	2009	2008
	(in millions)			
Interest income:				
	\$	\$	\$	\$
Loans	1,370	1,423	4,378	4,270
Securities	233	313	731	943
Trading assets	52	139	162	435
Short-term investments	21	100	68	323
Other	12	54	35	198
Total interest income	1,688	2,029	5,374	6,169
Interest expense:				
Deposits	224	575	804	1,956
Short-term borrowings	16	60	51	227
Long-term debt	188	225	634	766
Total interest expense	428	860	1,489	2,949
Net interest income	1,260	1,169	3,885	3,220
Provision for credit losses	1,006	658	3,247	1,762
Net interest income after provision for credit losses	254	511	638	1,458
Other revenues:				
Credit card fees	333	215	1,032	653
Other fees and commissions	201	192	652	539
Trust income	30	44	92	114
Trading revenue (loss)	353	(122)	351	(947)
Net other-than-temporary impairment losses(1)	(26)	(180)	(84)	(204)
Other securities gains (losses), net	5	2	299	76
Servicing and other fees from HSBC affiliates	24	30	95	109
Residential mortgage banking revenue	15	13	139	64
Gain (loss) on instruments designated at fair value and related derivatives	44	111	(201)	121
Other income (loss)	(84)	(35)	(154)	(191)
Total other revenues	895	270	2,221	334
Operating expenses:				
Salaries and employee benefits	280	329	873	971
Support services from HSBC affiliates	387	300	1,228	891
Occupancy expense, net	59	72	211	201
Other expenses	193	268	668	651

<i>Total operating expenses</i>	<u>919</u>	<u>969</u>	<u>2,980</u>	<u>2,714</u>
Income (loss) before income tax expense (benefit)	230	(188)	(121)	(922)
Income tax expense (benefit)	<u>69</u>	<u>(52)</u>	<u>56</u>	<u>(334)</u>
		\$	\$	\$
<i>Net Income (loss)</i>	\$ 161	(136)	(177)	(588)

- (1) During the three and nine months ended September 30, 2009, \$28 million and \$188 million, respectively, of gross other-than-temporary impairment (“OTTI”) losses on securities available-for-sale were recognized, of which \$2 million and \$104 million, respectively, were recognized in accumulated other comprehensive income (loss) (“AOCI”).

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED BALANCE SHEET (UNAUDITED)

	September 30, December 31,	
	<u>2009</u>	<u>2008</u>
	(in millions)	
<i>Assets</i>		
Cash and due from banks	\$ 2,571	\$ 2,972
Interest bearing deposits with banks	18,504	15,940
Federal funds sold and securities purchased under agreements to resell	4,463	10,813
Trading assets	24,848	31,292
Securities available-for-sale	29,563	24,908
Securities held to maturity (fair value of \$2.9 billion at September 30, 2009 and at December 31, 2008)	2,792	2,875
Loans	82,566	81,113
Less – allowance for credit losses	(3,867)	(2,397)
Loans, net	<u>78,699</u>	<u>78,716</u>
Loans held for sale (includes \$1.1 billion and \$1.0 billion designated under fair value option at September 30, 2009 and December 31, 2008, respectively)	2,803	4,431
Properties and equipment, net	531	559
Intangible assets, net	429	374
Goodwill	2,647	2,647
Other assets	<u>7,659</u>	<u>10,042</u>
	\$	\$
<i>Total assets</i>	175,509	185,569
<i>Liabilities</i>		
Debt:		
Deposits in domestic offices:		
Noninterest bearing	\$ 17,487	\$ 17,663
Interest bearing (includes \$3.9 billion and \$2.3 billion designated under fair value option at September 30, 2009 and December 31, 2008, respectively)	69,152	67,903

Deposits in foreign offices:		
Noninterest bearing	<u>1,243</u>	922
Interest bearing	<u>27,667</u>	<u>32,550</u>
Total deposits	<u>115,549</u>	<u>119,038</u>
Short-term borrowings	<u>8,259</u>	10,495
Long-term debt (includes \$4.6 billion and \$2.6 billion designated under fair value option at September 30, 2009 and December 31, 2008, respectively)	<u>21,432</u>	<u>22,089</u>
Total debt	<u>145,240</u>	<u>151,622</u>
Trading liabilities	<u>10,510</u>	16,323
Interest, taxes and other liabilities	<u>4,563</u>	<u>4,907</u>
Total liabilities	<u>160,313</u>	<u>172,852</u>
Shareholders' equity		
Preferred stock	<u>1,565</u>	1,565
Common shareholder's equity:		
Common stock (\$5 par; 150,000,000 shares authorized; 712 and 709 shares issued and outstanding at September 30, 2009 and December 31, 2008, respectively)	-	-
Additional paid-in capital	<u>13,807</u>	11,694
Retained earnings	<u>28</u>	245
Accumulated other comprehensive loss	<u>(204)</u>	<u>(787)</u>
Total common shareholder's equity	<u>13,631</u>	<u>11,152</u>
Total shareholders' equity	<u>15,196</u>	<u>12,717</u>
	\$	\$
Total liabilities and shareholders' equity	175,509	185,569

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (UNAUDITED)

<u>Nine Months Ended September 30,</u>	<u>2009</u>	<u>2008</u>
	(in millions)	
Preferred stock		
Balance at beginning and end of period	<u>\$ 1,565</u>	<u>\$ 1,565</u>
Common stock		
Balance at beginning and end of period	=	=
Additional paid-in capital		
Balance at beginning of period	<u>11,694</u>	8,123
Capital contributions from parent	<u>2,167</u>	1,460
Return of capital on preferred shares issued to CT Financial Services, Inc.	<u>(55)</u>	-
Employee benefit plans and other	<u>1</u>	<u>11</u>
Balance at end of period	<u>13,807</u>	<u>9,594</u>
Retained earnings		
Balance at beginning of period	<u>245</u>	1,901
Adjustment to initially apply fair value measurement and fair value option accounting, net of tax	-	113

Adjustment to initially apply new guidance for other-than-temporary impairment on debt securities, net of tax	<u>15</u>	=
Balance at beginning of period, as adjusted	<u>260</u>	2,014
Net loss	(177)	(588)
Cash dividends declared on preferred stock	<u>(55)</u>	<u>(60)</u>
Balance at end of period	<u>28</u>	<u>1,366</u>
<i>Accumulated other comprehensive income (loss)</i>		
Balance at beginning of period	(787)	(352)
Adjustment to initially apply new guidance for other-than-temporary impairment on debt securities, net of tax	<u>(15)</u>	=
Balance at beginning of period, as adjusted	(802)	(352)
Net change in unrealized gains (losses), net of tax on:		
Securities available-for-sale not other-than-temporarily impaired	502	(355)
Other-than-temporarily impaired debt securities available-for-sale (includes \$188 million of gross OTTI losses less \$84 million of gross losses recognized in other revenues)	(60)	-
Derivatives classified as cash flow hedges	148	(14)
Unrecognized actuarial gains, transition obligation and prior service costs relating to pension and post-retirement benefits, net of tax	8	6
Foreign currency translation adjustments, net of tax	=	<u>(2)</u>
Other comprehensive income (loss), net of tax	<u>598</u>	<u>(365)</u>
Balance at end of period	<u>(204)</u>	<u>(717)</u>
	\$	\$
<i>Total shareholders' equity</i>	15,196	11,808
<i>Comprehensive income (loss)</i>		
Net loss	\$ (177)	\$ (588)
Other comprehensive income (loss), net of tax	<u>598</u>	<u>(365)</u>
<i>Comprehensive income (loss)</i>	\$ 421	\$ (953)

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

<u>Nine Months Ended September 30,</u>	<u>2009</u>	<u>2008</u>
	(in millions)	
<i>Cash flows from operating activities</i>		
Net income (loss)	\$ (177)	\$ (588)
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	253	244
Provision for credit losses	3,247	1,762
Other-than-temporarily impaired available-for-sale securities	84	204
Net change in other assets and liabilities	1,101	(1,249)

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Net change in loans held for sale	1,879	1,702
Loans attributable to tax refund anticipation loans program:		
Originations of loans	(9,020)	(12,628)
Sales of loans to HSBC Finance, including premium	9,031	12,641
Net change in trading assets and liabilities	1,142	2,991
Mark-to-market on financial instruments designated at fair value and related derivatives	193	(243)
Net change in fair value of derivatives and hedged items	33	(259)
Net cash provided by operating activities	<u>7,766</u>	<u>4,577</u>
<i>Cash flows from investing activities</i>		
Net change in interest bearing deposits with banks	(2,564)	848
Net change in federal funds sold and securities purchased under agreements to resell	6,350	(1,928)
Securities available-for-sale:		
Purchases of securities available-for-sale	(32,299)	(8,273)
Proceeds from sales of securities available-for-sale	16,911	3,026
Proceeds from maturities of securities available-for-sale	11,215	4,415
Securities held to maturity:		
Purchases of securities held to maturity	(152)	(383)
Proceeds from maturities of securities held to maturity	235	433
Change in loans:		
Originations, net of collections	35,023	13,864
Recurring loan purchases from HSBC Finance	(27,624)	(17,804)
Cash paid on bulk purchase of loans from HSBC Finance	(8,821)	-
Loans sold to third parties	3,997	4,959
Net cash used for acquisitions of properties and equipment	(24)	(53)
Other, net	<u>234</u>	<u>(21)</u>
Net cash provided by (used in) investing activities	<u>2,481</u>	<u>(917)</u>
<i>Cash flows from financing activities</i>		
Net change in deposits	(3,677)	5,677
Net change in short-term borrowings	(2,236)	(3,048)
Change in long-term debt:		
Issuance of long-term debt	3,022	3,463
Repayment of long-term debt	(9,396)	(9,493)
Debt issued by consolidated VIE	(419)	-
Capital contribution from parent	2,167	1,460
Return of capital on preferred shares issued to CT Financial Services, Inc.	(55)	-
Other increases in capital surplus	1	11
Preferred dividends paid		