

Filed Pursuant to Rule 433
 Registration No. 333-180289
 January 17, 2013
FREE WRITING PROSPECTUS
 (To Prospectus dated March 22, 2012,
 Prospectus Supplement dated March 22, 2012 and
 Equity Index Underlying Supplement dated March 22, 2012)

HSBC USA Inc. Twin Participation Notes

- ▶ Twin Participation Notes linked to the S&P 500[®] Index
- ▶ 18-month maturity
- ▶ Potential return of up to [12.25]% if the return of the S&P 500[®] Index is positive (the Maximum Upside Cap will be determined on the Pricing Date and will not be less than 12.25%)
- ▶ Potential return of up to 25% if the return of the S&P 500[®] Index is negative but the closing level of the S&P 500[®] Index does not decline from its initial level by more than 25% on any trading day during the term of the securities
- ▶ 1x exposure to any negative return in the S&P 500[®] Index if the closing level of the S&P 500[®] Index declines by more than 25% from its initial level on any trading day during the term of the securities

The Twin Participation Notes linked to the S&P 500[®] (each a "security" and collectively the "securities") offered hereunder will not be listed on any U.S. securities exchange or automated quotation system. The securities will not bear interest.

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 Equity Index Underlying Supplement, prospectus or prospectus supplement. Any representation to the contrary is a criminal offense. We have appointed HSBC Securities (USA) Inc., an affiliate of ours, as the agent for the sale of the securities. HSBC Securities (USA) Inc. will purchase the securities from us for distribution to other registered broker-dealers or will offer the securities directly to investors. 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 in any securities 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-12 of this free writing prospectus.

Investment in the securities involves certain risks. You should refer to "Risk Factors" beginning on page FWP-6 of this document, page S-3 of the accompanying prospectus supplement and page S-1 of the accompanying Equity Index Underlying Supplement.

	Price to Public	Underwriting Discount ¹	Proceeds to Issuer
Per security	\$1,000		
Total			

¹ HSBC USA Inc. or one of our affiliates may pay varying underwriting discounts of up to 1.50% per \$1,000 Principal Amount of the securities in connection with the distribution of the securities to other registered broker-dealers. See "Supplemental Plan of Distribution (Conflicts of Interest)" on page FWP-12 of this free writing prospectus.

The Securities:

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



Linked to the S&P 500[®] Index

This free writing prospectus relates to an offering of Twin Participation Notes. The securities will have the terms described in this free writing prospectus and the accompanying prospectus supplement, prospectus and Equity Index Underlying Supplement. If the terms of the securities offered hereby are inconsistent with those described in the accompanying prospectus supplement, prospectus or Equity Index Underlying Supplement, the terms described in this free writing prospectus shall control. **You should be willing to forgo interest and dividend payments during the term of the securities and, if a Trigger Event has occurred and the Reference Return (each as defined below) is negative, lose up to 100% of your principal.**

This free writing prospectus relates to an offering of securities linked to the performance of the S&P 500[®] Index (the "Reference Asset"). The purchaser of a security will acquire a senior unsecured debt security of HSBC USA Inc. linked to the Reference Asset as described below. The following key terms relate to the offering of securities:

Issuer:	HSBC USA Inc.
Principal Amount:	\$1,000 per security
Reference Asset:	S&P 500 [®] Index ("SPX")
Trade Date:	January 18, 2013
Pricing Date:	January 18, 2013
Settlement Date:	January 24, 2013
Final Valuation Date:	July 18, 2014, subject to adjustment as described under "Additional Terms of the Notes—Valuation Dates" in the accompanying Equity Index Underlying Supplement.
Maturity Date:	3 business days after the Final Valuation Date, expected to be July 23, 2014. 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.
Payment at Maturity:	On the Maturity Date, for each security, we will pay you the Final Settlement Value.
Final Settlement Value:	<p>If the Final Level is greater than the Initial Level, you will receive a cash payment on the Maturity Date, per \$1,000 Principal Amount of the securities, equal to the lesser of:</p> <p>(a) \$1,000 + (\$1,000 × Reference Return); and</p> <p>(b) \$1,000 + (\$1,000 × Maximum Upside Cap).</p> <p>If a Trigger Event has not occurred and the Final Level is less than or equal to the Initial Level, you will receive a cash payment on the Maturity Date, per \$1,000 Principal Amount of the securities, calculated as follows:</p> <p>\$1,000 + (\$1,000 × Absolute Reference Return).</p> <p>If a Trigger Event has occurred and the Final Level is less than or equal to the Initial Level, you will receive a cash payment on the Maturity Date, per \$1,000 Principal Amount of the securities, calculated as follows:</p> <p>\$1,000 + (\$1,000 × Reference Return)</p> <p>Under these circumstances, you will lose 1% of the Principal Amount of your securities for each percentage point that the Final Level has decreased from the Initial Level. For example, if a Trigger Event has occurred and the Reference Return is -25%, you will suffer a 25% loss and receive 75% of the Principal Amount. If a Trigger Event has occurred and the Final Level is less than the Initial Level, you may lose up to 100% of your investment.</p>
Reference Return:	The quotient, expressed as a percentage, calculated as follows:
	$\frac{\text{Final Level} - \text{Initial Level}}{\text{Initial Level}}$
Absolute Reference Return:	The absolute value of the Reference Return. The Absolute Reference Return will always be a positive value or zero. For example, if the Reference Return is -5.00%, the Absolute Reference Return will be +5.00%.
Trigger Event:	A Trigger Event occurs if, on any scheduled trading day during the Observation Period, the Official Closing Level of the Reference Asset is less than the Trigger Level.
Trigger Level:	75% of the Initial Level.
Observation Period:	The period beginning on the Pricing Date and ending on and including the Final Valuation Date.

Maximum Upside Cap: [12.25]% (the Maximum Upside Cap will determined on the Pricing Date and will not be less than 12.25%).

Initial Level: The Official Closing Level of the Reference Asset on the Pricing Date.

Final Level: The Official Closing Level of the Reference Asset on the Final Valuation Date.

Official Closing Level: The closing level of the S&P 500[®] Index on any scheduled trading day, as determined by the calculation agent based upon the level displayed on Bloomberg Professional[®] service page "SPX <INDEX>," or on any successor page on Bloomberg Professional[®] service or any successor service, as applicable.

CUSIP/ISIN: 40432XA50/US40432XA504

Form of Securities: Book-Entry

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

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 securities.

GENERAL

This free writing prospectus relates to an offering of securities linked to the Reference Asset. The purchaser of the securities 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 securities relates to the Reference Asset identified on the cover page, you should not construe that fact as a recommendation as to the merits of acquiring an investment linked to the Reference Asset or any component security included in the Reference Asset or as to the suitability of an investment in the securities.

You should read this document together with the prospectus dated March 22, 2012, the prospectus supplement dated March 22, 2012 and the Equity Index Underlying Supplement dated March 22, 2012. If the terms of the securities offered hereby are inconsistent with those described in the accompanying prospectus supplement, prospectus or Equity Index 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-6 of this free writing prospectus, page S-3 of the prospectus supplement and page S-1 of the Equity Index Underlying Supplement, as the securities 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 securities. 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 Equity Index 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 Equity Index 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. Alternatively, HSBC Securities (USA) Inc. or any dealer participating in this offering will arrange to send you the prospectus, prospectus supplement and Equity Index 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/83246/000114420412016693/v306691_424b2.htm
- ▶ The prospectus supplement at: <http://www.sec.gov/Archives/edgar/data/83246/000104746912003151/a2208335z424b2.htm>
- ▶ The prospectus at: <http://www.sec.gov/Archives/edgar/data/83246/000104746912003148/a2208395z424b2.htm>

We are using this free writing prospectus to solicit from you an offer to purchase the securities. You may revoke your offer to purchase the securities 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 securities prior to their issuance. In the event of any material changes to the terms of the securities, we will notify you.

PAYMENT AT MATURITY

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

If the Final Level is greater than the Initial Level, you will receive a cash payment on the Maturity Date, per \$1,000 Principal Amount of the securities, equal to the lesser of:

- (a) $\$1,000 + (\$1,000 \times \text{Reference Return})$; and
- (b) $\$1,000 + (\$1,000 \times \text{Maximum Upside Cap})$.

If a Trigger Event has not occurred, and the Final Level is less than or equal to the Initial Level, you will receive a cash payment on the Maturity Date, per \$1,000 Principal Amount of the securities, calculated as follows:

$$\$1,000 + (\$1,000 \times \text{Absolute Reference Return})$$

If a Trigger Event has occurred, and the Final Level is less than or equal to the Initial Level, you will receive a cash payment on the Maturity Date, per \$1,000 Principal Amount of the securities, equal to:

$$\$1,000 + (\$1,000 \times \text{Reference Return})$$

Under these circumstances, if a Trigger Event has occurred, you will lose 1% of the Principal Amount of your securities for each percentage point that the Final Level has decreased from the Initial Level. For example, if a Trigger Event has occurred and the Reference Return is -25%, you will suffer a 25% loss and receive 75% of the Principal Amount. **If a Trigger Event has occurred and the Final Level is less than the Initial Level, you may lose up to 100% of your investment.**

Interest

The securities will not pay interest.

Calculation Agent

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

Reference Sponsor

S&P Dow Jones Indices LLC, a subsidiary of The McGraw-Hill Companies, Inc., is the reference sponsor.

INVESTOR SUITABILITY

The securities may be suitable for you if:

- ▶ You seek an investment with a return linked to the performance of the Reference Asset and you believe the level of the Reference Asset will increase over the term of the securities, but not by more than the Maximum Upside Cap, or will moderately decrease without a Trigger Event occurring.
- ▶ You are willing to invest in the securities based on the Maximum Upside Cap indicated herein, which may limit your return at maturity.
- ▶ You are willing to make an investment that is exposed to any negative Reference Return on a 1-to-1 basis if a Trigger Event occurs.
- ▶ You are willing to forgo dividends or other distributions paid to holders of the stocks comprising the Reference Asset.
- ▶ You do not seek current income from your investment.
- ▶ You do not seek an investment for which there is an active secondary market.
- ▶ You are willing to hold the securities to maturity.
- ▶ You are comfortable with the creditworthiness of HSBC, as issuer of the securities.

The securities may not be suitable for you if:

- ▶ You believe the Official Closing Level of the Reference Asset will be negative by more than the Trigger Level during the Observation Period or that the Reference Return or Absolute Reference Return will not be sufficiently positive to provide you with your desired return.
- ▶ You are unwilling to invest in the securities based on the Maximum Upside Cap indicated herein, which may limit your return at maturity.
- ▶ You are unwilling to make an investment that is exposed to any negative Reference Return on a 1-to-1 basis if a Trigger Event occurs.
- ▶ You seek an investment that has a guaranteed return of principal.
- ▶ You prefer the lower risk, and therefore accept the potentially lower returns, of conventional debt securities with comparable maturities issued by HSBC or another issuer with a similar credit rating.
- ▶ You prefer to receive the dividends or other distributions paid on the stocks comprising the Reference Asset.
- ▶ You seek current income from your investment.
- ▶ You seek an investment for which there will be an active secondary market.
- ▶ You are unable or unwilling to hold the securities to maturity.
- ▶ You are not willing or are unable to assume the credit risk associated with HSBC, as issuer of the securities.

RISK FACTORS

We urge you to read the section “Risk Factors” beginning on page S-3 in the accompanying prospectus supplement and on page S-1 of the accompanying Equity Index Underlying Supplement. Investing in the securities is not equivalent to investing directly in any of the stocks comprising the Reference Asset. You should understand the risks of investing in the securities and should reach an investment decision only after careful consideration, with your advisors, of the suitability of the securities in light of your particular financial circumstances and the information set forth in this free writing prospectus and the accompanying Equity Index Underlying Supplement, prospectus supplement and prospectus.

In addition to the risks discussed below, you should review “Risk Factors” in the accompanying prospectus supplement and Equity Index Underlying Supplement including the explanation of risks relating to the securities described in the following sections:

- ▶ “— Risks Relating to All Note Issuances” in the prospectus supplement; and
- ▶ “— General risks related to Indices” in the Equity Index Underlying Supplement.

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

Your investment in the securities may result in a loss.

You will be exposed to the decline in the Reference Asset from the Pricing Date to the Final Valuation Date if a Trigger Event occurs and the Final Level is less than the Initial Level. Accordingly, if a Trigger Event has occurred and the Final Level is less than the Initial Level, your Payment at Maturity will be less than the Principal Amount of your securities. **You may lose up to 100% of your investment at maturity if the Reference Return is negative.**

The return on the securities is limited by the Maximum Upside Cap if the Reference Return is positive and the Trigger Level if the Reference Return is negative.

You will not participate in any appreciation in the level of the Reference Asset beyond the Maximum Upside Cap. The Maximum Upside Cap (to be determined on the Pricing Date) will not be less than 12.25%. If the Reference Return is positive, you will not receive a return on the securities greater than the Maximum Upside Cap. If the Reference Return is negative but a Trigger Event has not occurred, your return will be based on the Absolute Reference Return. However, because a Trigger Event will occur if the Official Closing Level on any scheduled trading day during the Observation Period (including on the Final Valuation Date) is less than the Trigger Level, your return on the securities, if the Reference Return is negative and a Trigger Event does not occur, will never be greater than 25.00%.

If a Trigger Event occurs, you will lose the benefit of the Absolute Reference Return.

A Trigger Event may occur during the Observation Period. If a Trigger Event occurs, your return at maturity will be based on the Reference Return, which could be negative, and you will lose the benefit of the Absolute Reference Return. As a result, if a Trigger Event occurs, you could lose some or all of your initial investment if the Reference Return is negative, even if the Final Level of the Reference Asset is greater than the Trigger Level.

Credit risk of HSBC USA Inc.

The securities 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 securities 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 securities, including any return of principal at maturity, depends on the ability of HSBC to satisfy its obligations as they come due. As a result, the actual and perceived creditworthiness of HSBC may affect the market value of the securities 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 securities.

The securities will not bear interest.

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

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

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

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

The securities 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 securities is subject to the credit risk of HSBC, and in the event that HSBC is unable to pay its obligations as they become due, you may not receive the full Payment at Maturity of the securities.

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

While the Payment at Maturity described in this free writing prospectus is based on the full Principal Amount of your securities, the original issue price of the securities includes the agent's commission and the estimated cost of HSBC hedging its obligations under the securities. As a result, the price, if any, at which HSBC Securities (USA) Inc. will be willing to purchase securities from you in secondary market transactions, if at all, will likely be lower than the original issue price, and any sale prior to the Maturity Date could result in a substantial loss to you. The securities are not designed to be short-term trading instruments. Accordingly, you should be able and willing to hold your securities to maturity.

The securities lack liquidity.

The securities will not be listed on any securities exchange. HSBC Securities (USA) Inc. is not required to offer to purchase the securities 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 securities easily. Because other dealers are not likely to make a secondary market for the securities, the price at which you may be able to trade your securities is likely to depend on the price, if any, at which HSBC Securities (USA) Inc. is willing to buy the securities.

Potential conflicts of interest may exist.

HSBC and its affiliates play a variety of roles in connection with the issuance of the securities, including acting as calculation agent and hedging our obligations under the securities. 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 securities. We will not have any obligation to consider your interests as a holder of the securities in taking any action that might affect the value of your securities.

Uncertain tax treatment.

For a discussion of the U.S. federal income tax consequences of your investment in a security, 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 level of the Reference Asset relative to its Initial Level. We cannot predict the Official Closing Level of the Reference Asset at any time during the Observation Period or on 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 the return on your securities. The Final Settlement Value may be less than the amount that you would have received from a conventional debt security with the same stated maturity, including such a security issued by HSBC. The numbers appearing in the table below and following examples have been rounded for ease of analysis.

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

- ▶ Principal Amount: \$1,000
- ▶ Hypothetical Initial Level: 1,500.00
- ▶ Trigger Level: 75.00% of the Initial Level
- ▶ Hypothetical Maximum Upside Cap: 12.25% (The actual Maximum Upside Cap will be determined on the Pricing Date and will not be less than 12.25%).

The actual Initial Level will be determined on the Pricing Date.

Hypothetical Reference Return	Trigger Event Does Not Occur ¹		Trigger Event Occurs ²	
	Hypothetical Payment at Maturity	Hypothetical Return on the Security	Hypothetical Payment at Maturity	Hypothetical Return on the Security
100.00%	\$1,122.50	12.25%	\$1,122.50	12.25%
90.00%	\$1,122.50	12.25%	\$1,122.50	12.25%
80.00%	\$1,122.50	12.25%	\$1,122.50	12.25%
70.00%	\$1,122.50	12.25%	\$1,122.50	12.25%
60.00%	\$1,122.50	12.25%	\$1,122.50	12.25%
50.00%	\$1,122.50	12.25%	\$1,122.50	12.25%
40.00%	\$1,122.50	12.25%	\$1,122.50	12.25%
30.00%	\$1,122.50	12.25%	\$1,122.50	12.25%
20.00%	\$1,122.50	12.25%	\$1,122.50	12.25%
12.25%	\$1,122.50	12.25%	\$1,122.50	12.25%
10.00%	\$1,100.00	10.00%	\$1,100.00	10.00%
0.00%	\$1,000.00	0.00%	\$1,000.00	0.00%
-10.00%	\$1,100.00	10.00%	\$900.00	-10.00%
-20.00%	\$1,200.00	20.00%	\$800.00	-20.00%
-25.00%	\$1,250.00	25.00%	\$750.00	-25.00%
-30.00%	N/A	N/A	\$700.00	-30.00%
-40.00%	N/A	N/A	\$600.00	-40.00%
-50.00%	N/A	N/A	\$500.00	-50.00%
-60.00%	N/A	N/A	\$400.00	-60.00%
-70.00%	N/A	N/A	\$300.00	-70.00%
-80.00%	N/A	N/A	\$200.00	-80.00%
-90.00%	N/A	N/A	\$100.00	-90.00%
-100.00%	N/A	N/A	\$0.00	-100.00%

¹ The Official Closing Level of the Reference Asset never falls below the Trigger Level on any trading day during the Observation Period.

² The Official Closing Level of the Reference Asset falls below the Trigger Level on a trading day during the Observation Period.

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

Example 1: A Trigger Event does not occur, and the Final Level is greater than the Initial Level.

Initial Level	Lowest Official Closing Level of the Reference Asset during the Observation Period	Final Level on Final Valuation Date
1,500.00	1,275.00 (85% of Initial Level)	1,650.00 (110% of Initial Level)

Since the Official Closing Level is never below the Trigger Level during the Observation Period, a Trigger Event does not occur.

Because the Initial Level is 1,500.00 and the Final Level is 1,650.00, the Reference Return is 10.00%, calculated as follows:

$$(1,650.00 - 1,500.00) / 1,500.00 = 10.00\%$$

Because the Reference Return is positive, and the Reference Return is less than the hypothetical Maximum Upside Cap, the Final Settlement Value would be \$1,100.00 per \$1,000 Principal Amount of the securities, calculated as follows:

$$\begin{aligned} & \$1,000 + (\$1,000 \times \text{Reference Return}) \\ & = \$1,000 + (\$1,000 \times 10.00\%) \\ & = \$1,100.00 \end{aligned}$$

Example 2: A Trigger Event occurs, and the Final Level is greater than the Initial Level.

Initial Level	Lowest Official Closing Level of the Reference Asset during the Observation Period	Final Level on Final Valuation Date
1,500.00	900.00 (60% of Initial Level)	1,950.00 (130% of Initial Level)

Since the Official Closing Level is below the Trigger Level during the Observation Period, a Trigger Event occurs.

Because the Initial Level is 1,500.00 and the Final Level is 1,950.00, the Reference Return is 30.00%, calculated as follows:

$$(1,950.00 - 1,500.00) / 1,500.00 = 30.00\%$$

Because the Reference Return is positive, and the Reference Return is greater than the hypothetical Maximum Upside Cap, the Final Settlement Value would be \$1,122.50 per \$1,000 Principal Amount of the securities, calculated as follows:

$$\begin{aligned} & \$1,000 + (\$1,000 \times \text{Maximum Upside Cap}) \\ & = \$1,000 + (\$1,000 \times 12.25\%) \\ & = \$1,122.50 \end{aligned}$$

Example 3: A Trigger Event does not occur, and the Final Level is less than the Initial Level.

Initial Level	Lowest Official Closing Level of the Reference Asset during the Observation Period	Final Level on Final Valuation Date
1,500.00	1,200.00 (80% of Initial Level)	1,125.00 (75% of Initial Level)

Since the Official Closing Level was not below the Trigger Level during the Observation Period, a Trigger Event does not occur.

Because the Initial Level is 1,500.00 and the Final Level is 1,125.00, the Reference Return is -25.00%, calculated as follows:

$$(1,125.00 - 1,500.00) / 1,500.00 = -25.00\%$$

Because the Reference Return is less than zero, the Final Settlement Value would be \$1,250.00 per \$1,000 Principal Amount of the securities, calculated as follows:

$$\begin{aligned} & \$1,000 + (\$1,000 \times \text{Absolute Reference Return}) \\ & = \$1,000 + (\$1,000 \times 25.00\%) \\ & = \$1,250.00 \end{aligned}$$

Example 4: A Trigger Event occurs, and the Final Level is less than the Initial Level.

Initial Level	Lowest Official Closing Level of the Reference Asset during the Observation Period	Final Level on Final Valuation Date
1,500.00	900.00 (60% of Initial Level)	1,050.00 (70% of Initial Level)

Since the Official Closing Level was below the Trigger Level during the Observation Period, a Trigger Event occurs.

Because the Initial Level is 1,500.00 and the Final Level is 1,050.00, the Reference Return is -30.00%, calculated as follows:

$$(1,050.00 - 1,500.00) / 1,500.00 = -30.00\%$$

Because the Reference Return is less than zero, the Final Settlement Value would be \$700.00 per \$1,000 Principal Amount of the securities, calculated as follows:

$$\begin{aligned} & \$1,000 + (\$1,000 \times \text{Reference Return}) \\ & = \$1,000 + (\$1,000 \times -30.00\%) \\ & = \$700.00 \end{aligned}$$

THE S&P 500® INDEX (“SPX”)

Description of the SPX

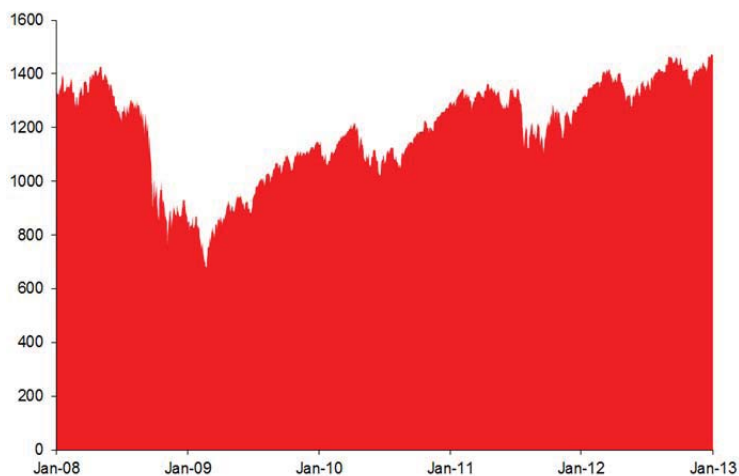
The SPX is a capitalization-weighted index of 500 U.S. stocks. It is designed to measure performance of the broad domestic economy through changes in the aggregate market value of 500 stocks representing all major industries.

The top 5 industry groups by market capitalization as of January 16, 2013 were: Information Technology, Financials, Health Care, Consumer Discretionary and Energy.

Historical Performance of the SPX

The following graph sets forth the historical performance of the SPX based on the daily historical closing levels from January 15, 2008 through January 15, 2013. The closing level for the SPX on January 15, 2013 was 1,472.34. We obtained the closing levels below from the Bloomberg Professional® 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® service.

For more information about the SPX, see “The S&P 500® Index” on page S-6 of the accompanying Equity Index Underlying Supplement.



Source: Bloomberg Professional® service

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

License Agreement

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We will not attempt to ascertain whether any of the entities whose stock is included in, or owned by, the Reference Asset, 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 one or more of the entities whose stock is included in, or owned by, the Reference Asset, 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 entities whose stock is included in, or owned by, the Reference Asset, as the case may be, and consult your tax advisor regarding the possible consequences to you if one or more of the entities whose stock is included in, or owned by, the Reference Asset, as the case may be, is or becomes a PFIC or a USRPHC.

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

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January 17, 2013

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