

HSBC HOLDINGS PLC
Form 6-K
March 30, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a - 16 or 15d - 16 of

the Securities Exchange Act of 1934

For the month of March 2012

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

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(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-).

**This Report on Form 6-K shall be deemed incorporated by reference into the
Registrant's Registration Statement on Form F-3ASR (File No. 333-180288).**

Exhibits

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| Opinion of Cleary Gottlieb Steen & Hamilton LLP, US counsel to the Registrant, dated March 30, 2012. | Exhibit 5.1 |
| Opinion of Cleary Gottlieb Steen & Hamilton LLP, English solicitors to the Registrant, dated March 30, 2012. | Exhibit 5.2 |

SIGNATURE

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, thereunto duly authorized.

HSBC Holdings plc

By: /s/ Iain J Mackay

Name: Iain J Mackay

Title: Group Finance Director

Date: 30 March 2012