PRICING SUPPLEMENT
Pricing Supplement dated 19 July 2013

HSBC Bank plc

Programme for the Issuance of Notes and Warrants

Issue of USD 780,000 Variable Coupon Amount Callable Reverse Convertible Equity-Linked Notes due January 2014 linked to a Basket of Securities

PART A - CONTRACTUAL TERMS

This document constitutes the pricing supplement (the "**Pricing Supplement**") relating to the issue of the Tranche of Notes described herein and must be read in conjunction with the offering memorandum dated 18 June 2013 as supplemented from time to time (the "**Offering Memorandum**"). Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Notes (the "**Conditions**") set forth in the Offering Memorandum. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Offering Memorandum. The Offering Memorandum is available for viewing at HSBC Bank plc, 8 Canada Square, London E14 5HQ and *www.hsbc.com* (please follow links to 'Investor relations', 'Fixed income securities', 'Issuance programmes') and copies may be obtained from HSBC Bank plc, 8 Canada Square, London E14 5HQ.

The Offering Memorandum does not comprise (i) a prospectus for the purposes of Part VI of the Financial Services and Markets Act 2000 (as amended) or (ii) a base prospectus for the purposes of Directive 2003/71/EC as amended (the "Prospectus Directive"). The Offering Memorandum has been prepared solely with regard to Notes that are (i) not to be admitted to listing or trading on any regulated market for the purposes of Directive 2004/39/EC and not to be offered to the public in a Member State (other than pursuant to one or more of the exemptions set out in Article 3.2 of the Prospectus Directive).

It is advisable that investors considering acquiring any Notes understand the risks of transactions involving the Notes and it is advisable that they reach an investment decision after carefully considering, with their financial, legal, regulatory, tax, accounting and other advisers, the suitability of the Notes in light of their particular circumstances (including without limitation their own financial circumstances and investment objectives and the impact the Notes will have on their overall investment portfolio) and the information contained in the Offering Memorandum and this Pricing Supplement. Investors should consider carefully the risk factors set forth under "Risk Factors" in the Offering Memorandum.

1.	Issuer		HSBC Bank plc
2.	Tranche number:		1
3.	Currency:		
	(i)	Denomination Currency:	United States Dollars ("**USD**")
	(ii)	Settlement Currency:	USD
4.	Aggregate Principal Amount of Notes:		
	(i)	Series:	USD 780,000
	(ii)	Tranche:	USD 780,000
5.	Issue Price:		100 per cent. of the Aggregate Nominal Amount
6.	(i)	Denomination(s): (*Condition 1(b)*)	USD 1,000
	(ii)	Calculation Amount:	The Denomination
7.	(i)	Issue Date:	22 July 2013
	(ii)	Interest Commencement Date:	The Issue Date
8.	Maturity Date: (*Condition 7(a)*)		22 January 2014, subject to early redemption on an Optional Redemption Date and adjusted in accordance with Modified Following Business Day Convention and any applicable Business Centres for the definition of Business Day
9.	Change of interest or redemption basis:		In certain circumstances, the Notes will be redeemed by delivery of Securities. See paragraph 17(iii) below

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

10.	Fixed Rate Note provisions: (*Condition 4*)	Not applicable
11.	Floating Rate Note provisions: (*Condition 5*)	Not applicable
12.	Zero Coupon Note provisions:	Not applicable

	(*Condition 6*)	
13.	Equity-Linked/Index-Linked Interest Note/other variable-linked interest Note provisions:	Applicable
	(i) Index/formula/other variable:	The basket of Securities
	(ii) Provisions for determining interest where calculated by reference to Index and/or formula and/or other variable:	Unless the Notes have been previously redeemed, or purchased and cancelled in accordance with the Conditions: (a) if the Calculation Agent determines that, on any Optional Redemption $Date_{j,}$ WO_j (as defined in paragraph 17(ii) below) is greater than or equal to 52.5 per cent., the amount of interest payable on the immediately succeeding Variable Coupon Interest Payment Date shall be an amount in the Settlement Currency (the "**Variable Coupon Amount**") equal to the product of the Denomination and 2.05 per cent. Otherwise, no coupon will be paid. (b) if the Calculation Agent determines that, on the Valuation $Date_j$ (as defined in paragraph 32 below), WO_{Final} (as defined in paragraph 17(ii) below) is greater than or equal to 52.5 per cent., the Variable Coupon Amount payable on the Maturity Date shall be an amount in the Settlement Currency equal to the product of the Denomination and 2.05 per cent. Otherwise, no coupon will be paid.
	(iii) Provisions for determining interest where calculation by reference to Index and/or formula and/or other variable is impossible or impracticable or otherwise disrupted:	See adjustment provisions specified in paragraphs 28(ix), 28(x), 28(xii) and 28(xiii) below
	(iv) Interest or calculation period(s):	Not applicable
	(v) Interest Payment Date(s):	Each date specified as such in the Annex 2 (each a "**Variable Coupon Interest Payment $Date_j$**"), subject (except in the case of the Maturity Date) to early redemption on an Automatic Early

		Redemption Date
	(vi) Business Day Convention:	Modified Following
	(vii) Business Centre(s):	Not applicable
	(viii) Minimum Interest Rate:	Not applicable
	(ix) Maximum Interest Rate:	Not applicable
	(x) Day Count Fraction:	Not applicable

PROVISIONS RELATING TO REDEMPTION

14.	Issuer's optional redemption (Call Option): (*Condition 7(c)*)	Applicable
	(i) Redemption Amount (Call Option):	On any Exercise Date of an Optional Redemption Period$_j$ (as defined in paragraph 14(iii) below), the Issuer shall be entitled to exercise its option to redeem all (but not some only) of the Notes on the immediately following Optional Redemption Date$_j$. The optional redemption amount (the "**Redemption Amount**") payable in the Settlement Currency, in respect of each Note, on such Optional Redemption Date$_j$ shall be equal to 100 per cent. of par. Where: "**Exercise Date**" means, with respect to an Optional Redemption Period$_j$ (as defined in paragraph 14(iii) below), any Business Day of such Optional Redemption Period$_j$ on which the Issuer has given an irrevocable and written notice of optional redemption of such Notes to the Noteholders, in accordance with Condition 14, prior to noon (London time), in the form set out by the Paying Agent. Any notice received later than noon (London time) shall take effect on the following Business Day. "**Business Day**" means a day (other than a Saturday or a Sunday) on which banks are open for business in London.
	(ii) Series redeemable in part:	Not applicable

	(iii) Optional Redemption Date:	"**Optional Redemption Period$_j$**" means each of the periods specified as such in Annex. "**Optional Redemption Date$_j$**" means, with respect to an Optional Redemption Period$_j$, the date specified as such in Annex or, if such date is not a Business Day, the next following Business Day.
	(iv) Minimum Redemption Amount:	100 per cent. of the nominal amount
	(v) Maximum Redemption Amount	100 per cent. of the nominal amount
15.	Noteholder's optional redemption (Put Option): (*Condition 7(d)*)	Not applicable
16.	Final Redemption Amount of each Note: (*Condition 7(a)*)	See paragraph 17 below
17.	Final Redemption Amount of each Note in cases where the Final Redemption Amount is Equity-Linked/Index-Linked or other variable-linked:	Applicable
	(i) Index/formula/other variable:	The basket of Securities
	(ii) Provisions for determining Final Redemption Amount where calculated by reference to Equity/Index and/or formula and/or other variable:	Unless previously redeemed or purchased and cancelled, if, on the Valuation Date, the Calculation Agent determines that : - WO_{final} is greater than or equal to 100 per cent, the Issuer shall redeem the Notes on the Maturity Date at 100 per cent. of par; or - WO_{final} is less than 100 per cent. and a Trigger Event has not occurred with respect to any of the Securities, the Issuer shall redeem the Notes on the Maturity Date at 100 per cent. of par; or - WO_{final} is less than 100 per cent. and a Trigger Event has occurred with respect to one or more of the Securities, the Issuer shall redeem the Notes by delivering or procuring the delivery of the Securities Transfer Amount (as defined in paragraph 27(i) below) of the Worst Performing Security and paying or procuring the

payment of any Residual Cash Amounts to (or for the account of) the Noteholders in accordance with the paragraph 27, and Condition 22(b).

Where:

"**Barrier Period**" means the period from the Strike Date to the Valuation Date.

"**Trigger Event**" means, in respect of a Security, that the price of the Security at any time during the regular trading session of the relevant Exchange on any Exchange Business Day during the Barrier Period, as determined by the Calculation Agent, is equal to or lower than the Trigger Level.

"**Trigger Level**" means 52.50 per cent.

"$\mathbf{WO_{final}}$" means, in respect of the Valuation Date, the lowest performance (expressed as a percentage) among the Securities, as determined by the Calculation Agent in accordance with the following formula:

$$\text{Min}_{\text{i=1 to 4}} \left(\frac{S^{i}_{\text{Final}}}{S^{i}_{initial}} \right)$$

Where:

"**i**" means each Security in the

		basket, 1 to 4. "$\mathbf{S^{i}_{Final}}$" means, in respect of a Security ($Security_i$) and the Valuation Date, the Final Price (as defined in paragraph 28 (vii) below) of such $Security_i$. "$\mathbf{S^{i}_{Initial}}$" means, in respect of an Security ($Security_i$), the Initial Price (as defined in paragraph 28(v) below) of such $Security_i$. "**Worst Performing Security**" means the Security for which the performance is the lowest in accordance with the definition of WO_{final}.
	(iii) Provisions for determining Final Redemption Amount where calculation by reference to Equity/Index and/or formula and/or other variable is impossible or impracticable or otherwise disrupted:	See adjustment provisions specified in paragraphs 28(ix), 28(x), 28(xii), 28(xiii), 30(x), 30(xi) and 30(xii) below
	(iv) Minimum Final Redemption Amount:	Not applicable
	(v) Maximum Final Redemption Amount:	100 per cent. of par
18.	Instalment Notes: (*Condition 7(a)*)	Not applicable
19.	Early redemption amount:	Applicable
	(i) Early redemption amount (upon redemption for taxation reasons, illegality or following an Event of Default): (*Condition 7(b), 7(h) or 11*)	Fair Market Value
	(ii) Other redemption provisions: (*Condition 7(i)*)	Not applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

20. Form of Notes:

	(*Condition 2(a)*)	
	(i) Form of Notes:	Bearer Notes
	(ii) Bearer Notes exchangeable for Registered Notes:	No
21.	New Global Note:	No
22.	If issued in bearer form:	Applicable
	(i) Initially represented by a Temporary Global Note or Permanent Global Note:	Temporary Global Note
	(ii) Temporary Global Note exchangeable for Permanent Global Note and/or Definitive Notes and/or Registered Notes: (*Condition 2(a)*)	Temporary Global Note exchangeable for Permanent Global Note which is exchangeable for Definitive Notes only in the limited circumstances specified in the Permanent Global Note
	(iii) Permanent Global Note exchangeable at the option of the Issuer in circumstances where the Issuer would suffer material disadvantage following a change of law or regulation:	Yes
	(iv) Coupons to be attached to Definitive Notes:	Yes
	(v) Talons for future Coupons to be attached to Definitive Notes:	No
23.	Exchange Date for exchange of Temporary Global Note:	Not earlier than 40 days following the Issue Date
24.	Payments: (*Condition 9*)	
	(i) Relevant Financial Centre Day:	New York
	(ii) Underlying Currency Pair provisions:	Applicable in respect of the Final Redemption Amount
	(iii) Conversion provisions:	Not applicable
	(iv) Underlying Currency Pair provisions:	Applicable
	- Reference Currenc(y)(ies):	EUR
	- Reference Currency Jurisdiction(s):	Frankfurt
	- Specified Currenc(y)(ies):	USD

	- Underlying Currency Pair Business Days:	Condition 1 applies
	- Underlying Currency Pair Fixing Date:	Not applicable
	- Underlying Currency Pair Fixing Page:	Reuters Page "ECB37" or any successor page thereof
	- Underlying Currency Pair Fixing Time:	2.15 CET Frankfurt Time
	- Underlying Currency Pair Exchange Rate Fall-Back provisions:	Condition 1 applies
	(ii) FX Disruption:	Applicable
25.	Redenomination: (*Condition 10*)	Not applicable
26.	Other terms:	See Annex

PROVISIONS APPLICABLE TO INDEX-LINKED NOTES AND EQUITY-LINKED NOTES

27.	Physical Delivery:	Condition 22(b) applies
	(i) Securities Transfer Amount:	The number of Securities per Note calculated by the Calculation Agent in accordance with the following formula: Calculation Amount x Underlying Currency Pair Exchange Rate) / Initial Price and rounded to the nearest integer
	(ii) Residual Amount:	In relation to a Noteholder and a Note, the amount in the Settlement Currency determined by the Calculation Agent in accordance with the following formula: Calculation Amount – (Securities Transfer Amount × Initial Price) / Underlying Currency Pair Exchange Rate)
	(iii) Residual Cash Amount:	In respect of a Residual Amount, the product of such Residual Amount and the fraction of which the numerator is the Final Price of the Security and the denominator is the Initial Price of such Security
	(iv) Settlement Date:	As defined in Condition 22(a)
	(v) Settlement Disruption Event:	Condition 22(b)(iii) applies
	(vi) Disruption Period:	Condition 22(b)(iii)) applies

	(vii) Delivery Disruption Event:		Condition 22(b)(iv) applies
28.	Provisions for Equity-Linked Notes:		Applicable
	(i)	Securities:	The Securities comprising the basket specified in Annex 1
	(ii)	Underlying Company(ies):	With respect to each Security, the entity specified as such in Annex 1
	(iii)	Exchange(s):	With respect to each Security, each exchange or quotation system specified as such in respect of such Security in the Annex 1
	(iv)	Related Exchange(s):	With respect to each Security, each exchange or quotation system specified as such in respect of such Security in the Annex 1
	(v)	Initial Price:	As defined in the Condition 22(a)
	(vi)	Strike Date:	15 July 2013
	(vii)	Final Price:	The definition in Condition 22(a) applies
	(viii)	Reference Price:	Not applicable
	(ix)	Potential Adjustment Event:	Condition 22(g)(i) applies
		- Extraordinary Dividend (if other than as specified in the definition in Condition 22(a)):	The definition in Condition 22(a) applies
		- additional Potential Adjustment Event (for purposes of paragraph (viii) of the definition thereof):	Not applicable
	(x)	Extraordinary Event:	Condition 22(g)(ii) applies
	(xi)	Conversion: (*for Notes relating to Government Bonds and debt securities only*)	Condition 22(g)(iii) does not apply
	(xii)	Correction of prices:	Condition 22(g)(iv) applies
	(xiii)	Additional Disruption Events:	The following Additional Disruption Events apply: Change in Law, Failure to Deliver, Insolvency Filing, Hedging Disruption, Increased Cost of Hedging
29.	Additional provisions for Equity-Linked		Not applicable

	Notes:	
30.	Provisions for Index-Linked Notes:	Not applicable
31.	For Equity-Linked and Credit-Linked Notes:	U.S. Federal Income Tax Considerations
32.	Valuation Date(s):	15 January 2014, subject to postponement in accordance with Condition 22(e)
33.	Valuation Time:	The definition in Condition 22(a) applies
34.	Averaging Dates:	Not applicable
35.	Other terms or special conditions relating to Index-Linked Notes or Equity-Linked Notes:	Not applicable

DISTRIBUTION

36.	(i) If syndicated, names of Relevant Dealer(s)/Lead Manager(s):	Not applicable
	(ii) If syndicated, names of other Dealers/Managers (if any):	Not applicable
37.	Selling restrictions:	TEFRA D Rules
	United States of America:	Notes may not be offered or sold within the United States of America or to, or for the account or the benefit of, a U.S. Person (as defined in Regulation S)
	Exemption(s) from requirements under Directive 2003/711/EC (as amended) (the "**Prospectus Directive**"):	The offer is addressed to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive).
	Additional selling restrictions:	Not applicable

CONFIRMED

HSBC BANK PLC

By: _____

Authorised Signatory

Date: _____

PART B - OTHER INFORMATION

1. **LISTING**

(i)	Listing	Application has been made to admit the Notes to listing on the Official List of the Irish Stock Exchange. No assurance can be given as to whether or not, or when, such application will be granted
(ii)	Admission to trading	Application will be made for the Notes to be admitted to trading on the Global Exchange Market with effect from the Issue Date. No assurance can be given as to whether or not, or when, such application will be granted.
(iii)	Estimated total expenses of admission to trading:	EUR 500 + VAT

2. **RATINGS**

Ratings:	The Notes have not specifically been rated.

3. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

No person involved in the issue of the Notes has an interest material to the issue. The Dealers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business

4. **REASONS FOR THE OFFER ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

(i)	Reasons for the offer:	Not applicable
(ii)	Estimated net proceeds:	Information not provided
(iii)	Estimated total expenses:	Information not provided

5. **YIELD**

Indication of yield:	Not applicable

6. **PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING**

Details of the past and future performance and volatility of the Security can be obtained from Bloomberg

OPERATIONAL INFORMATION

3.	ISIN Code:	XS0947068408
4.	Common Code:	094706840
5.	CUSIP:	Not applicable
6.	Valoren Number:	Not applicable
7.	SEDOL:	Not applicable
8.	WKN:	Not applicable
9.	New Global Note intended to be held in a manner which would allow Eurosystem eligibility:	No
10.	Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	None
11.	Delivery:	Delivery against payment
12.	Settlement procedures:	Medium Term Note
13.	Additional Paying Agent(s) (if any):	None
14.	Common Depositary:	HSBC Bank plc
15.	Calculation Agent:	HSBC Bank plc
16.	City in which specified office of Registrar to be maintained: (*Condition 15*)	Not applicable
17.	ERISA Considerations:	Not applicable

ANNEX 1

(This annex forms part to the Pricing Supplement to which it is attached)

Information in relation to underlying Securities

i	**Securities**	**Underlying company**	**Bloomberg Code**	**Exchange**	**Related Exchange**
1	Ordinary shares of CHIPOTLE MEXICAN GRILL	CHIPOTLE MEXICAN GRILL	CMG UN	The New York Stock Exchange	The Chicago Board Option Exchange
2	Ordinary shares of KONINKlJKE KPN NV	KONINKlJKE KPN NV	KPN NA	Euronext Amsterdam NV	Euronext. Liffe, Amsterdam
3	Ordinary shares of LULULEMON ATHLETICA INC	LULULEMON ATHLETICA INC	LULU UQ	The Nasdaq Stock Market, Inc	The Nasdaq Stock Market, Inc
4	Ordinary shares of NABORS INDUSTRIES LIMITED	NABORS INDUSTRIES LIMITED	NBR UN	The New York Stock Exchange	The Chicago Board Option Exchange

ANNEX 2

(This annex forms part to the Pricing Supplement to which it is attached)

j	Optional Redemption Period$_j$		Optional Redemption Date$_j$	Variable Coupon Interest Payment Date$_j$
	from and excluding (except for the Issue Date which is included)	**to and including**		
1	The Issue Date	15 Aug. 2013	22 Aug. 2013	22 Aug. 2013
2	15 Aug. 2013	16 Sep. 2013	23 Sep. 2013	23 Sep. 2013
3	16 Sep. 2013	15 Oct. 2013	22 Oct. 2013	22 Oct. 2013
4	15 Oct. 2013	15 Nov. 2013	22 Nov. 2013	22 Nov. 2013
5	15 Nov. 2013	16 Dec. 2013	23 Dec. 2013	23 Dec. 2013