

HSBC HOLDINGS PLC
Form 6-K
February 22, 2017

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 February

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-.....).

HSBC HOLDINGS PLC SHARE BUY-BACK

HSBC Holdings plc ('HSBC') announces that, as outlined in its announcement on 21 February 2017, it will commence a share buy-back of HSBC's ordinary shares of US\$0.50 each ('Ordinary Shares') for up to a maximum consideration of US\$1,000,000,000 (the 'Buy-back'). The purpose of the Buy-back is to reduce HSBC's outstanding Ordinary Shares.

HSBC has entered into an irrevocable, non-discretionary agreement (the 'Agreement') with Credit Suisse Securities (Europe) Limited ('Credit Suisse') to enable the purchase of Ordinary Shares by Credit Suisse, acting as principal, during the period running from 22 February 2017 and ending no later than 30 June 2017 (subject to regulatory and shareholder approvals remaining in place), for an aggregate purchase price of no greater than US\$1,000,000,000 and the simultaneous on-sale of such Ordinary Shares by Credit Suisse to HSBC.

Any purchases of Ordinary Shares will be carried out on the London Stock Exchange in accordance with certain pre-set parameters and in accordance with (and subject to limits prescribed by) HSBC's general authority to repurchase Ordinary Shares granted by its shareholders at the annual general meeting on 22 April 2016 (the '2016 Authority'), Chapter 12 of the Financial Conduct Authority's Listing Rules and Article 5(1) of Regulation (EU) No 596/2014, the Commission Delegated Regulation (EU) No 2016/1052, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Hong Kong Codes on Takeovers and Mergers and Share Buy-Backs and applicable US federal securities laws. Ordinary Shares purchased under the Buy-back will be cancelled.

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Any purchases effected following expiry of the 2016 Authority at the forthcoming annual general meeting on 28 April 2017 will be conditional on a similar authority being granted at that meeting.

The maximum number of Ordinary Shares that may be repurchased under the Buy-back is 1,645,523,979, being the balance of Ordinary Shares able to be repurchased under the 2016 Authority following the repurchase of 325,273,407 Ordinary Shares pursuant to the buy-back which commenced on 4 August 2016 and completed on 19 December 2016.

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Note to editors:

HSBC Holdings plc

HSBC Holdings plc, the parent company of the HSBC Group, is headquartered in London. The Group serves customers worldwide from around 4,000 offices in 70 countries and territories in Europe, Asia, North and Latin America, and the Middle East and North Africa. With assets of US\$2,375bn at 31 December 2016, HSBC is one of the world's largest banking and financial services organisations.

ends/all

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:

Name: Ben J S Mathews

Title: Group Company Secretary

Date: 22 February 2017

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Registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- x (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Registrant has recently concluded that one of its stockholders, which the Registrant had previously considered an affiliate for purposes of calculating the Registrant's SEC filer status and SEC filing deadlines, is not an affiliate. As a result, the market value of common stock outstanding held by non-affiliates qualifies the Registrant as a large accelerated filer under the Securities Exchange Act of 1934. Accordingly, the Registrant is obligated to file its annual report on Form 10-K by March 1, 2007 rather than by March 16, 2007, as the Registrant had originally determined. Given the expedited deadline for filing its Form 10-K resulting from its status as a large accelerated filer, the Registrant will not be able to timely file its Form 10-K. The Registrant intends to file its Form 10-K within the prescribed extension period, which is no later than March 16, 2007.

SEC 1344
(03-05)

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(Attach extra Sheets if Needed)

PART IV OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Thomas J. Riordan
(Name)

609
(Area Code)

514-0300
(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Rockwood Holdings, Inc.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date March 1, 2007

By /s/ Thomas J. Riordan
Thomas J. Riordan
Senior Vice President, Law & Administration

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).
