

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **2013-01-11**  
SEC Accession No. [0001144204-13-001937](#)

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### SUBJECT COMPANY

#### **TORM A/S**

CIK: **1168351** | IRS No.: **000000000**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-78280** | Film No.: **13525517**  
SIC: **4400** Water transportation

Mailing Address  
*TUBORG HAVNEVEJ 18  
DK-2900 HELLERUP  
DENMARK G7 00000*

Business Address  
*TUBORG HAVNEVEJ 18  
DK-2900 HELLERUP  
DENMARK G7 00000  
45 39 17 92 00*

### FILED BY

#### **HSBC HOLDINGS PLC**

CIK: **1089113** | IRS No.: **000000000** | Fiscal Year End: **1231**  
Type: **SC 13D/A**  
SIC: **6035** Savings institution, federally chartered

Mailing Address  
*8 CANADA SQUARE  
LONDON X0 E14 5HQ*

Business Address  
*8 CANADA SQUARE  
LONDON X0 E145HQ  
442079912652*

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**TORM A/S**  
(Name of Issuer)

**Common Shares, par value 0.01 Danish Kroner per share**  
(Title of Class of Securities)

**891072100\*\***  
(CUSIP Number)

\*\*CUSIP number of American Depositary Shares listed on the NASDAQ Stock Market.  
The Common Shares are not publicly traded in the United States.

**Ong Yaw Hwee**  
**The Hongkong and Shanghai Banking Corporation Limited**  
**21 Collyer Quay, #10-02 HSBC Building**  
**Singapore 049320**  
**Tel: +65 6658 7723**

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**January 9, 2013**  
(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 891072100 (ADSs)

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1. Name of Reporting Person  
The Hongkong and Shanghai Banking Corporation Limited
- 
2. Check the Appropriate Box if a Member of a Group  
(a)   
(b)
- 
3. SEC Use Only
- 
4. Source of Funds  
OO
- 
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)   
Citizenship or Place of Organization
- 
6. The Hongkong and Shanghai Banking Corporation Limited is organized under the laws of the government of the Hong Kong special administrative region, People's Republic of China.
- 
- |   |     |  |
|---|-----|--|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.  | Sole Voting Power<br>24,682,669        |
|   | 8.  | Shared Voting Power<br>24,682,669      |
|   | 9.  | Sole Dispositive Power<br>24,682,669   |
|   | 10. | Shared Dispositive Power<br>24,682,669 |
- 
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
24,682,669
- 
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
- 
13. Percent of Class Represented by Amount in Row (11)  
3.4%
- 
14. Type of Reporting Person  
BK
-

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CUSIP No. 891072100 (ADSs)

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|   |   |
|---|---|
| 1.  | Name of Reporting Person<br>HSBC Holdings plc   |
| 2.  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |
| 3.  | SEC Use Only  |
| 4.  | Source of Funds<br>OO   |
| 5.  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>                |
| 6.  | Citizenship or Place of Organization<br>HSBC Holdings plc is incorporated in England with limited liability.                |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7. Sole Voting Power<br>24,682,669  |
|   | 8. Shared Voting Power<br>24,682,669  |
|   | 9. Sole Dispositive Power<br>24,682,669   |
|   | 10. Shared Dispositive Power<br>24,682,669  |
| 11.   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>24,682,669  |
| 12.   | Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>                                  |
| 13.   | Percent of Class Represented by Amount in Row (11)<br>3.4%  |
| 14.   | Type of Reporting Person<br>HC  |

## **ITEM 1. SECURITY AND ISSUER**

This Amendment No. 1 (the "Amendment") amends and supplements the Schedule 13D (the "Original Schedule 13D") filed with the Securities and Exchange Commission (the "SEC") on November 14, 2012 by the Reporting Persons. This Amendment, and the Original Schedule 13D, relate to the Common Shares, par value 0.01 Danish Kroner per share (the "Common Shares") of Torm A/S, a Danish company with company registration number CVR 22460218 and registered address at Tuborg Havnevej 18, DK 2900 Hellerup, Denmark (the "Issuer"). The principal executive office and mailing address of the Issuer is Tuborg Havnevej 18, DK-2900 Hellerup, Denmark. Capitalized terms used but not otherwise defined in this Amendment have the meanings ascribed to such terms in the Original Schedule 13D. Except as amended and supplemented by this Amendment, the Original Schedule 13D is not amended or supplemented in any respect. This is the final amendment to the Schedule 13D and an exit filing for the Reporting Persons which terminates the Reporting Persons' obligation to further amend the Schedule 13D.

## **ITEM 2. IDENTITY AND BACKGROUND**

### **Item 2 as previously filed is amended to add the following:**

Following the extraordinary general meeting (the "EGM") to amend the Articles of Association of the Issuer, held on January 9, 2013, the Reporting Persons disclaim membership in a "group" with the other parties to the Restructuring Agreement, filed as Exhibit 99.2 to the Original Schedule 13D. The Reporting Persons are no longer subject to any obligation to vote in favor of the resolutions associated with amending the Issuer's Articles of Association at the EGM as described in the Original Schedule 13D.

The Reporting Persons continue to maintain that it is not the intent of the Reporting Persons to control the Issuer following the EGM. The Reporting Persons and each of the parties to the Restructuring Agreement continue to agree that to the extent they remain Restructuring Shareholders, until the conclusion of the ordinary general meeting of the Issuer in 2014, each will use their respective influence as independent shareholders to achieve an independent board composition for the Board of Directors of the Issuer. The Reporting Persons are not party to any additional ongoing agreements with respect to the voting of Common Shares of the Issuer.

## **ITEM 4. PURPOSE OF TRANSACTION**

### **Item 4 as previously filed is amended to state the following:**

The Reporting Persons will continue to closely monitor and regularly review its investment in the Issuer and may engage in discussions with management and the Board of Directors of the Issuer and other holders of the Common Shares concerning the business and future plans of the Issuer generally. As a result of the disclaimer of group status, the Reporting Persons beneficially own less than five percent of the Issuer's outstanding Common Shares, and, consequently, this Amendment represents the final amendment to the Original Schedule 13D and the Reporting Persons do not undertake to provide further updates of its intent.

## **ITEM 5. INTEREST IN SECURITIES OF THE ISSUER**

### **Item 5 as previously filed is amended to state the following:**

- (b) **HSBC**

As of January 9, 2013, HSBC beneficially owns and has shared power to vote 24,682,669 Common Shares, representing 3.4% of the issued and outstanding Common Shares. HSBC has the sole power to vote and dispose of, 24,682,669 Common Shares, representing 3.4% of the issued and outstanding Common Shares. HSBC is a wholly-owned subsidiary of HSBC Holdings.

**HSBC Holdings**

As of January 9, 2013, HSBC Holdings beneficially owns and has shared power to vote 24,682,669 Common Shares, representing 3.4% of the issued and outstanding Common Shares. HSBC Holdings has the sole power to vote and dispose of, 24,682,669 Common Shares, representing 3.4% of the issued and outstanding Common Shares. HSBC Holdings is the parent holding company of HSBC.

- (e) On January 9, 2013, the Reporting Persons ceased to be the beneficial owner of more than 5.0% of the Issuer's outstanding Common Shares.

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 11, 2013

The Hongkong and Shanghai Banking  
Corporation Limited

By: /s/ Donna Duke

\_\_\_\_\_  
Name: Donna Duke

Title: Head of Loan Management Asia Pacific

HSBC Holdings plc

By: /s/ Elaine Williams

\_\_\_\_\_  
Name: Elaine Williams

Title: Deputy Group Company Secretary

## EXHIBIT INDEX

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Joint Filing Agreement, dated as of November 14, 2012, by and among the Reporting Persons (incorporated by reference to Exhibit 99.1 to the Schedule 13D filed by the Reporting Persons with the SEC on November 14, 2012). |
| 99.2               | Directors and Executive Officers of the Reporting Persons   |



## DIRECTORS OF HSBC

The name and citizenship of each director of HSBC are set forth below. The business address of each person listed below is 1 Queen's Road Central, Hong Kong SAR, China. The present principal occupation or employment of each of the listed persons is set forth below.

| Name  | Present Principal Occupation   | Citizenship |
|---|--|-------------|
| <b>Membership of the Board of Directors</b> |  |             |
| Stuart T. Gulliver                          | Executive Director and Group Chief Executive, HSBC Holdings plc  | Chinese     |
| Dr. William Fung Kwok Lun                   | Deputy Chairman, HSBC and Executive Deputy Chairman of Li & Fung Limited   | Chinese     |
| Laura Cha May Lung                          | Deputy Chairman, HSBC  | Chinese     |
| Peter Wong Tung Shun                        | Chief Executive, HSBC  | Chinese     |
| Graham John Bradley                         | Member of the Board of Directors, HSBC   | Australian  |
| Dr. Raymond Ch'ien Kuo Fung                 | Non-executive Chairman of MTR Corporation Limited and Independent Non-executive Chairman of Hang Seng Bank Limited | Chinese     |
| Naina L. Kidwai                             | Group General Manager and Country Head, HSBC India   | Indian      |
| Rose Lee Wai Mun                            | Vice-Chairman and Chief Executive of Hang Seng Bank Limited  | Chinese     |
| Victor Li Tzar Kuoi                         | Managing Director and Deputy Chairman of Cheung Kong (Holdings) Limited  | Chinese     |
| Zia Mody                                    | Partner, AZB & Partners  | Indian      |
| Christopher D. Pratt                        | Chairman of John Swire & Sons (H.K.) Limited   | Chinese     |
| P. James H. Riley                           | Group Finance Director of Jardine Matheson Holdings Limited  | Chinese     |
| Andreas Sohmen-Pao                          | Chief Executive Officer of BW Maritime Pte Ltd   | Chinese     |
| T. Brian Stevenson                          | Chartered Accountant   | Chinese     |
| Dr. Rosanna Wong Yick-Ming                  | Executive Director of The Hong Kong Federation of Youth Groups   | Chinese     |
| Marjorie Yang Mun Tak                       | Chairman of Esquel Holdings Inc.   | Chinese     |
| Francis Yeoh Sock Ping                      | Managing Director of YTL Corporation Berhad  | Malaysian   |

## DIRECTORS OF HSBC HOLDINGS

The name and citizenship of each director of HSBC Holdings are set forth below. The business address of each person listed below is 8 Canada Square, London E14 5HQ, United Kingdom. The present principal occupation or employment of each of the listed persons is set forth below.

| Name  | Present Principal Occupation                                    | Citizenship |
|---|---|-------------|
| <b>Membership of the Board of Directors</b> |   |             |
| Douglas Jardine Flint                       | Group Chairman, HSBC Holdings plc                               | British     |
| Stuart T. Gulliver                          | Executive Director and Group Chief Executive, HSBC Holdings plc | Chinese     |
| Iain James Mackay                           | Group Finance Director, HSBC Holdings plc                       | British     |
| Safra Ada Catz                              | President and Chief Financial Officer, Oracle Corporation       | U.S.        |
| Laura May Lung Cha                          | Director of various companies                                   | Chinese     |
| Marvin Kin Tung Cheung                      | Retired   | Chinese     |
| John David Coombe                           | Director of various companies                                   | British     |
| Joachim Faber                               | Director of various companies                                   | Germany     |
| Rona Alison Fairhead                        | Chief Executive, Financial Times Group Limited                  | British     |
| Renato Fassbind                             | Vice Chairman, Swiss Re Ltd.                                    | Swiss       |
| James Wyndham John Hughes-Hallett           | Director of various companies                                   | Chinese     |
| William Samuel Hugh Laidlaw                 | Chief Executive Officer of Centrica plc                         | British     |
| John Phillip Lipsky                         | Economist   | U.S.        |
| Janis Rachel Lomax                          | Economist   | British     |
| Simon Manwaring Robertson                   | Chairman, Rolls-Royce Holdings plc                              | British     |
| John Lawson Thornton                        | Director of various companies; Professor                        | U.S.        |