

NOMURA HOLDINGS INC

Form 6-K

June 28, 2005

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## **FORM 6-K**

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# **U.S. 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**

**Commission File Number: 1-15270**

Supplement for the month of June 2005.

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## **NOMURA HOLDINGS, INC.**

(Translation of registrant's name into English)

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**9-1, Nihonbashi 1-chome**

**Chuo-ku, Tokyo 103-8645**

**Japan**

(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant 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  is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

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Information furnished on this form:

**EXHIBIT**

Exhibit Number

1. [(English Translation) Notice of Resolutions of the Ordinary General Meeting of Shareholders]
2. [Nomura Approves Share Buyback Program for Second Quarter]
3. [Nomura Announces Group Line Head Structures]

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**SIGNATURES**

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.

NOMURA HOLDINGS, INC.

Date: June 28, 2005

By: /s/ Tetsu Ozaki

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Tetsu Ozaki  
Senior Managing Director

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[English Translation]

June 28, 2005

To: Shareholders

Nobuyuki Koga  
President and Chief Executive Officer  
Nomura Holdings, Inc.  
1-9-1 Nihonbashi, Chuo-ku, Tokyo, JAPAN

Notice of Resolutions of the Ordinary General Meeting of Shareholders

Dear Shareholder:

I would like to take this opportunity to thank you, our shareholder, for your support for Nomura Holdings, Inc. (the Company). You are hereby notified that the following matters were reported or resolved at the 101st Ordinary General Meeting of Shareholders held today. I would like to thank you, our shareholder, for your continued support and encouragement to the activities of the Nomura Group.

Description

Reported Matters:

1. Report on the 101<sup>st</sup> fiscal year's (April 1, 2004 - March 31, 2005) business report, balance sheet (as of March 31, 2005) and income statement.
2. Report on the 101<sup>st</sup> fiscal year's consolidated balance sheet (as of March 31, 2005) and consolidated income statement and audit report of the independent accountants and the audit committee on such consolidated financial statements
3. Report on the appropriation of retained earnings for the 101<sup>st</sup> fiscal year and its reason, etc.

The Company delivered the documents related to dividends early June and began to pay the dividend 10 yen per share on June 1, 2005. (The annual dividend per share including the interim dividend is 20 yen per share.)

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mResolved Matters:

Proposal No.1: Amendment to the Articles of Incorporation

This proposal was resolved as originally submitted.

Upon the resolution, Article 4 was amended that public notices of the Company shall be made by electronic public notice.

You can access to public notices of the Company on the Company's website.

<http://www.nomuraholdings.com/jp/investor/>

Such notices shall be given by publication in Nihon Keizai Shimbun in cases the method of electronic public notice is not available due to any troubles or unavoidable circumstances.

Proposal No.2: Issuance of Stock Acquisition Rights as Stock Options

This proposal was resolved as originally submitted.

Under the resolution, the Company is authorized to issue without consideration the two types of the stock acquisition rights as stock options to the directors, executive officers and employees of the Company and its subsidiaries.

Proposal No.3: Election of Eleven Directors

This proposal was resolved as originally submitted.

The ten directors, namely Junichi Ujiie, Nobuyuki Koga, Hiroshi Toda, Kazutoshi Inano, Nobuyuki Shigemune, Masaharu Shibata, Hideaki Kubori, Haruo Tsuji, Fumihide Nomura and Koji Tajika, were re-elected and one director, namely Yukio Suzuki, was newly elected.

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&lt;For reference&gt;

After the closing of the Ordinary General Meeting of Shareholders, the Board of Directors resolved that the structure of committees under the Board of Directors and management be established as follows:

## (1) Directors

| <b><u>Name</u></b> | <b><u>Principal Positions</u></b>  |
|--------------------|--|
| Junichi Ujiie      | Chairman of the Board of Directors<br><br>Chairman of the Nomination Committee<br><br>Chairman of the Compensation Committee |
| Nobuyuki Koga      | President & Chief Executive Officer  |
| Hiroshi Toda       | Deputy President & Chief Operating Officer   |
| Kazutoshi Inano    | Deputy President & Co-Chief Operating Officer  |
| Nobuyuki Shigemune | Audit Mission Director   |
| Yukio Suzuki       | Audit Mission Director   |
| Masaharu Shibata*  | Member of the Nomination Committee<br><br>Member of the Compensation Committee   |
| Hideaki Kubori*    | Member of the Nomination Committee<br><br>Member of the Compensation Committee   |
| Haruo Tsuji*       | Chairman of the Audit Committee  |
| Fumihide Nomura    | Member of the Audit Committee  |
| Koji Tajika*       | Member of the Audit Committee  |

\* outside director

## (2) Executive Officers

| <b><u>Name</u></b> | <b><u>Principal Positions</u></b>   |
|--------------------|---|
| Junichi Ujiie      | President & Chief Executive Officer   |
| Nobuyuki Koga      |   |
| Hiroshi Toda       | Representative Executive Officer<br>Deputy President & Chief Operating Officer    |
| Kazutoshi Inano    | Representative Executive Officer<br>Deputy President & Co-Chief Operating Officer |
| Takashi Yanagiya   | Representative Executive Officer<br>Head of Global Investment Banking             |

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|                  |   |
|------------------|---|
| Kenichi Watanabe | Head of Domestic Retail   |
| Takumi Shibata   | Head of Asset Management  |
| Manabu Matsumoto | (Executive Vice President of Nomura Securities Co., Ltd. (NSC)) |
| Hiromi Yamaji    | (Executive Managing Director of NSC)                            |
| Shogo Sakaguchi  | (Executive Managing Director of NSC)                            |
| Masanori Itatani | Head of Internal Audit  |
| Yoshimitsu Oura  | (Executive Managing Director of NSC)                            |
| Yusuke Yamada    | (Executive Managing Director of NSC)                            |
| Hitoshi Tada     | (Executive Managing Director of NSC)                            |
| Yasuo Agemura    | Head of Global Markets  |



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| <b><u>Name</u></b>  | <b><u>Principal Positions</u></b>   |
|---------------------|---|
| Akihiko Nakamura    | Head of Global IT & Operations  |
| Hideyuki Takahashi  | Regional Management of Americas Region  |
| Hiroshi Tanaka      | In charge of Secretariat  |
| Yoriyasu Yoshizawa  | Regional Management of China Region   |
| Yasuo Yoshihara     | In charge of Discipline & Ethics Department   |
| Akira Maruyama      | Head of Global Merchant Banking   |
| Akihito Watanabe    | Head of Global Research   |
| Tetsu Ozaki         | Head of Global Corporate Communications (in charge of General Affairs Department and Corporate Planning Department)           |
| Shigesuke Kashiwagi | Head of Global Fixed Income   |
| Yugo Ishida         | Regional Management of Europe Region  |
| Atsuo Sakurai       | Head of Asset Finance   |
| Masafumi Nakada     | Chief Financial Officer, Head of Global Risk Management, Treasury, Controller and IR (in charge of Tax Management Department) |
| Hiromasa Yamazaki   | Head of Global Equity   |
| Kamezo Nakai        | (Executive Vice President of Nomura Asset Management Co., Ltd. (NAM))   |
| Takahide Mizuno     | (Executive Vice President of NAM)   |
| Atsushi Yoshikawa   | (Executive Vice President of NAM)   |
| Yasuaki Fukui       | (President of Nomura Funds Research and Technologies Co., Ltd.)   |

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**Tokyo, June 28, 2005**

**Nomura Approves Share Buyback Program for Second Quarter**

Nomura Holdings, Inc. today announced that its Board of Directors approved a resolution to set up a share buyback program for the second quarter of the current fiscal year ending March 31, 2006, in accordance with Article 211-3-1-2 of Japan's Commercial Code.

The share buyback program will run from July 1, 2005, to September 16, 2005, and have an upper limit of 25 million shares of Nomura Holdings common stock. This translates to a maximum of 37.5 billion yen, or 1.25 percent of outstanding shares.

Nomura recognizes the need to set out flexible financial strategies that allow the Board to respond quickly to changes in the business environment and is considering implementing further share buybacks from the third quarter of the current fiscal year. Details will be announced when finalized.

As of March 31, 2005, Nomura Holdings had 1,965,919,860 outstanding shares and 23,730,994 shares as treasury stock.

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**Ends**

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**For further information please contact:**

| <b><u>Name</u></b> | <b><u>Company</u></b>           | <b><u>Telephone</u></b> |
|--------------------|---------------------------------|-------------------------|
| Masafumi Yoshino   | Nomura Securities Co., Ltd      | 81-3-3278-0591          |
| Shuji Sato         | Corporate Communications Dept., |                         |
| Mitch Hayes        | Nomura Group Headquarters       |                         |
| Larry Heiman       |                                 |                         |

**Notes to editors:**

**The Nomura Group**

Nomura is a global financial services group dedicated to providing a broad range of financial services for individual, institutional, corporate and government clients. The Group offers a diverse line of competitive products and value-added financial and advisory solutions through its global headquarters in Tokyo, 133 branches in Japan, and an international network in 28 countries; with regional headquarters in Hong Kong, London, and New York. The Group's business activities include investment consultation and brokerage services for retail investors in Japan, and, on a global basis, brokerage services, securities underwriting, investment banking advisory services, merchant banking, and asset management. For further information about Nomura please visit our website at [www.nomura.com](http://www.nomura.com).

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**Tokyo, June 28, 2005**

**Nomura Announces Group Line Head Structures**

Nomura Holdings, Inc., today announced the following Nomura Group Line Heads effective June 28, 2005.

**1. Business Line Heads**

|                           |   |
|---------------------------|---|
| Domestic Retail           | Kenichi Watanabe<br>Senior Managing Director<br>(Executive Vice President<br>Nomura Securities Co., Ltd.) |
| Global Investment Banking | Takashi Yanagiya<br>Senior Managing Director<br>(Executive Vice President<br>Nomura Securities Co., Ltd.) |
| Global Markets            | Yasuo Agemura<br>Senior Managing Director<br>(Executive Managing Director<br>Nomura Securities Co., Ltd.) |
| Global Merchant Banking   | Akira Maruyama<br>Senior Managing Director<br>(Senior Managing Director<br>Nomura Securities Co., Ltd.)   |
| Asset Management          | Takumi Shibata<br>Senior Managing Director<br>(President<br>Nomura Asset Management Co., Ltd.)            |

**2. Business Support Line Heads**

|  |   |
|--|---|
| Global Risk Management/ Global Treasury<br>/Global Controller/ Global IR | Masafumi Nakada<br>Senior Managing Director<br>(Senior Managing Director<br>Nomura Securities Co., Ltd.)  |
| Global IT & Operations   | Akihiko Nakamura<br>Senior Managing Director<br>(Senior Managing Director<br>Nomura Securities Co., Ltd.) |

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Global Corporate Communications  
Tetsu Ozaki  
Senior Managing Director  
(Senior Managing Director  
Nomura Securities Co., Ltd.)

Global Research  
Akihito Watanabe  
Senior Managing Director  
(Senior Managing Director  
Nomura Securities Co., Ltd.)

**3. Regional Management**

Americas  
Hideyuki Takahashi  
Senior Managing Director  
(President & CEO  
Nomura Holding America, Inc.)

Europe  
Yugo Ishida  
Senior Managing Director  
(President  
Nomura Europe Holdings plc)

China  
Noriyasu Yoshizawa  
Senior Managing Director  
(President & Managing Director  
Nomura Asia Holding N.V.)

**4. Internal Audit Head**

Masanori Itatani  
Senior Managing Director  
(Executive Managing Director  
Nomura Securities Co., Ltd.)

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**Ends**

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**For further information please contact:**

| <u>Name</u>      | <u>Company</u>                  | <u>Telephone</u> |
|------------------|---------------------------------|------------------|
| Masafumi Yoshino | Nomura Securities Co., Ltd      | 81-3-3278-0591   |
| Shuji Sato       | Corporate Communications Dept., |                  |
| Mitch Hayes      | Nomura Group Headquarters       |                  |
| Larry Heiman     |                                 |                  |

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