

MIZUHO FINANCIAL GROUP INC  
Form 6-K  
July 07, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**

**PURSUANT TO RULE 13a-16 OR 15d-16**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of July 2008.**

**Commission File Number 001-33098**

**Mizuho Financial Group, Inc.**

(Translation of registrant's name into English)

**5-5, Otemachi 1-chome**

**Chiyoda-ku, Tokyo 100-0004**

**Japan**

(Address of principal executive office)

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 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 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-\_\_\_\_\_ .



**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.

Date: July 4, 2008

Mizuho Financial Group, Inc.

By: /s/ Takashi Tsukamoto  
Name: Takashi Tsukamoto  
Title: Deputy President / CFO

July 4, 2008

To whom it may concern

Company Name: Mizuho Financial Group, Inc.  
 Representative: Terunobu Maeda  
 President & CEO  
 Head Office: 1-5-5 Otemachi,  
 Chiyoda-ku, Tokyo  
 Code Number: 8411 (TSE 1st Sec., OSE 1st Sec.)

**Announcement regarding Determination of Terms of the Preferred Securities**

Mizuho Financial Group, Inc. ( MHFG ) has determined the terms of the preferred securities announced in the Announcement regarding Establishment of an Overseas Special Purpose Subsidiary and Issuance of Non-Dilutive Preferred Securities dated May 15, 2008, as outlined below. Neither series of the preferred securities below is convertible into common stock of MHFG.

Issuer	Mizuho Capital Investment (JPY) 3 Limited	
	(an overseas special purpose subsidiary established in the Cayman Islands, the voting rights of which are wholly owned by MHFG)	
Type of Security	Japanese Yen denominated Non-cumulative	Japanese Yen denominated Non-cumulative
	Perpetual Preferred Securities	Perpetual Preferred Securities
	Series A	Series B
	(not convertible into MHFG's common stock)	
Aggregate Issue Amount	249.5 billion Japanese Yen	53.5 billion Japanese Yen
Dividend Rate	3.85% per annum	4.26% per annum
	(fixed dividend rate until June 2019)	(fixed dividend rate until June 2019)
	Floating dividend rate after June 2019	Floating dividend rate after June 2019
Issue Price	(with step-up) 100 million Japanese Yen per preferred security	(Non step-up)
Scheduled Payment Date	July 11, 2008	
Use of Proceeds	To be ultimately provided to the banking subsidiaries as perpetual subordinated loans.	
Liquidation Preference	Both of the above series of the preferred securities are intended to rank, as to rights related to the liquidation preferences, effectively <i>pari passu</i> with preferred stock issued by MHFG.	
Method of Offering	Private placement to domestic qualified institutional investors	

Contact: Mizuho Financial Group, Inc.  
 Corporate Communications  
 Public Relations Office  
 Tel: 81-3-5224-2026

Note: This document is prepared for the purpose of public disclosure of determination of the terms of the preferred securities, and does not constitute an offer for sale or a solicitation of an offer for purchase of any securities in and outside of Japan (the Solicitation Activity ), nor for the conducting of Solicitation Activity.

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The preferred securities set forth above have not been and will not be registered under the United States Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.