

MIZUHO FINANCIAL GROUP INC  
Form 20-F/A  
August 05, 2011

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 20-F/A**

(Amendment No. 1)

(Mark One)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**OR**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the fiscal year ended March 31, 2011**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**OR**

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of event requiring this shell company report**

**For the transition period from**                      **to**

**Commission file number 001-33098**

**Kabushiki Kaisha Mizuho Financial Group**

(Exact name of Registrant as specified in its charter)

## Mizuho Financial Group, Inc.

(Translation of Registrant's name into English)

### Japan

(Jurisdiction of incorporation or organization)

5-1, Marunouchi 2-chome

Chiyoda-ku, Tokyo 100-8333

Japan

(Address of principal executive offices)

Hisaaki Hirama, +81-3-5224-1111, +81-3-5224-1059, address is same as above

(Name, Telephone, Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

| Title of each class  | Name of each exchange on which registered |
|--|---|
| Common Stock, without par value  | The New York Stock Exchange*              |
| American depositary shares, each of which represents two shares of<br>common stock | The New York Stock Exchange               |

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

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At March 31, 2011, the following shares of capital stock were issued: (1) 21,782,185,320 shares of common stock (including 5,656,647 shares of common stock held by the registrant as treasury stock), (2) 914,752,000 shares of eleventh series class XI preferred stock (including 497,866,000 shares of eleventh series class XI preferred stock held by the registrant as treasury stock), and (3) 36,690,000 shares of thirteenth series class XIII preferred stock.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Note: Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued by the International Accounting Standards Board

Other

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes  No

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\*Not for trading, but only in connection with the registration and listing of the ADSs.

**Explanatory Note**

This Amendment No. 1 to Form 20-F (the Form 20-F/A ) amends our annual report on Form 20-F for the fiscal year ended March 31, 2011, which was originally filed with the U.S. Securities and Exchange Commission on July 20, 2011 (the Form 20-F ). The purpose of this Form 20-F/A is to amend the Form 20-F to provide Interactive Data File disclosure on Exhibit 101 to the Form 20-F/A, in accordance with Rule 405 of Regulation S-T. The Interactive Data File disclosure attached as Exhibit 101 to this Form 20-F/A is the first Interactive Data File meeting the detailed tagging requirements under Rule 405 of Regulation S-T.

Other than as expressly set forth above, this Form 20-F/A does not, and does not purport to, amend, update or restate the information in any Item of the Form 20-F.

**ITEM 19. EXHIBITS**

| <b>Exhibit Number</b> | <b>Description of Exhibits</b>  |
|-----------------------|---|
| 1.1                   | Articles of Incorporation of Mizuho Financial Group, Inc., dated June 29, 2011 (English Translation)  |
| 1.2                   | Bylaws Regarding the Board of Directors of Mizuho Financial Group, Inc., effective from January 8, 2003 and as amended on June 8, 2003 and amended on June 27, 2006 (English Translation)*                                |
| 1.3                   | Regulations of Board of Corporate Auditors of Mizuho Financial Group, Inc., effective from January 9, 2003 and as amended on September 25, 2006 (English Translation)*  |
| 1.4                   | Share Handling Regulations of Mizuho Financial Group, Inc., dated January 6, 2010 (English Translation)**   |
| 2.1                   | Form of American Depositary Receipt***  |
| 2.2                   | Form of Deposit Agreement among the registrant, The Bank of New York Mellon (formerly The Bank of New York) as Depositary and all owners and holders from time to time of American Depositary Receipts issued thereunder* |
| 8                     | List of significant subsidiaries of Mizuho Financial Group, Inc. see Item 4.C. Information on the Company Organizational Structure.   |
| 11                    | Code of Ethics of Mizuho Financial Group, Inc.****  |
| 12.1                  | CEO Certification required by Rule 13a-14(a) (17 CFR 240.13a-14(a)).  |
| 12.2                  | CFO Certification required by Rule 13a-14(a) (17 CFR 240.13a-14(a)).  |
| 13.1                  | Certification required by Rule 13a-14(b) (17 CFR 240.13a-14(b)) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350).  |
| 101.INS               | XBRL Instance Document*****   |
| 101.SCH               | XBRL Taxonomy Extension Schema*****   |
| 101.CAL               | XBRL Taxonomy Extension Calculation Linkbase*****   |
| 101.DEF               | XBRL Taxonomy Extension Definition Linkbase*****  |
| 101.LAB               | XBRL Taxonomy Extension Label Linkbase*****   |
| 101.PRE               | XBRL Taxonomy Extension Presentation Linkbase*****  |

\* Incorporated by reference to our registration statement on Form 20-F (No. 001-33098) filed on October 19, 2006.

\*\* Incorporated by reference to our annual report on Form 20-F (No. 001-33098) filed on July 29, 2010.

\*\*\* Incorporated by reference to our annual report on Form 20-F (No. 001-33098) filed on August 19, 2009.

\*\*\*\* Incorporated by reference to our annual report on Form 20-F (No. 001-33098) filed on August 10, 2007.

\*\*\*\*\* In accordance with Regulation S-T, the interactive data file information in Exhibit 101 to this annual report on Form 20-F/A shall be deemed furnished and not filed.

**Signature**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this amendment to the annual report on its behalf.

**MIZUHO FINANCIAL GROUP, INC.**

By: /s/ Yasuhiro Sato  
Name: Yasuhiro Sato  
Title: President & CEO

August 5, 2011