

MIZUHO FINANCIAL GROUP INC
Form 6-K
December 22, 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 December 2008.

Commission File Number 001-33098

Mizuho Financial Group, Inc.

(Translation of registrant's name into English)

5-1, Marunouchi 2-chome

Chiyoda-ku, Tokyo 100-8333

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: December 22, 2008

Mizuho Financial Group, Inc.

By: /s/ Takashi Tsukamoto

Name: Takashi Tsukamoto

Title: Deputy President / CFO

December 22, 2008

To whom it may concern

Company Name: Mizuho Financial Group, Inc.
 Representative: Terunobu Maeda
 President & CEO
 Head Office: 2-5-1 Marunouchi,
 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 November 13, 2008, as outlined below. The preferred securities below are not convertible into common stock of MHFG.

| | |
|------------------------|--|
| Issuer | Mizuho Capital Investment (JPY) 4 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 Perpetual Preferred Securities (not convertible into common stock of MHFG) |
| Aggregate Issue Amount | 355 billion Japanese Yen |
| Dividend Rate | 4.78% per annum (fixed dividend rate until June 2015) Floating dividend rate after June 2015 (non step-up) |
| Issue Price | 100 million Japanese Yen per preferred security |
| Scheduled Payment Date | December 29, 2008 |
| Use of Proceeds | To be ultimately provided to the banking subsidiaries as perpetual subordinated loans. |
| Liquidation Preference | 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.