

NOMURA HOLDINGS INC  
Form 6-K  
November 06, 2009  
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## **FORM 6-K**

### **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**

**For the month of November 2009**

## **NOMURA HOLDINGS, INC.**

**(Translation of registrant's name into English)**

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

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

**Japan**

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(Address of principal executive offices)

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. Nomura Finalizes Details of Stock Options (Stock Acquisition Rights)

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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: November 6, 2009

By: /s/ Shinichiro Watanabe  
Shinichiro Watanabe  
Senior Corporate Managing Director

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**Nomura Finalizes Details of Stock Options (Stock Acquisition Rights)**

**Tokyo, November 6, 2009** Nomura Holdings, Inc. (the Company ) today announced that its Executive Management Board<sup>1</sup> finalized the details of the issuance of stock acquisition rights as stock options as outlined below.

**1. Stock Acquisition Rights to be Issued**

Stock Acquisition Rights No. 33 will be issued for employees of overseas subsidiaries of the Company.

Stock Acquisition Rights No. 33 will be issued as stock options in accordance with Articles 236, 238 and 239 of the Companies Act of Japan under the solicitation plan determined by the 105<sup>th</sup> Ordinary General Meeting of Shareholders held on June 25, 2009.

**2. Reason for the Issuance of Stock Acquisition Rights as Stock Options**

The Exercise Price of Stock Acquisition Rights No. 33 will be one (1) yen per share and will be granted to employees of overseas subsidiaries of the Company in lieu of a portion of cash compensation.

The Stock Acquisition Rights are expected to have the following benefits by restricting the exercise of the rights for two years after they are granted.

1. Retain talented personnel for longer terms by introducing deferred payment for employees of subsidiaries of the Company rather than paying compensation entirely in cash.
2. Align the interests of employees of the subsidiaries of the Company with those of shareholders by reflecting changes in shareholder value in compensation packages.
3. Create a common objective for Nomura Group in terms of improving performance and trust by sharing a common incentive plan for employees of the subsidiaries of the Company working in different business divisions and regions.

<sup>1</sup> The Executive Management Board consists of the CEO, COO, Business Division CEOs and any other executive officers nominated by the CEO, and via Board of Directors resolutions decides important business matters including the issuance of stock acquisition rights.

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**3. Number of Stock Acquisition Rights Grants and Grantees**

Stock Acquisition Rights to be Granted to Employees

|                                 | Employees of the Company |                                    |   | Employees of the Company's Subsidiaries |                                    |   |
|---------------------------------|--------------------------|------------------------------------|---|---|------------------------------------|---|
|                                 | Number of Grantees       | Number of Stock Acquisition Rights | Shares of Common Stock Under Stock Acquisition Rights | Number of Grantees                      | Number of Stock Acquisition Rights | Shares of Common Stock Under Stock Acquisition Rights |
| <b>Stock Acquisition Rights</b> |                          |                                    |   |   |                                    |   |
| Stock Acquisition Rights No. 33 |                          |                                    |   | 10                                      | 6,038*                             | 603,800   |

\* Number of grants per person is between 25 and 1,935

The above number is the projected number to be granted. Should the number of stock acquisition rights to be granted decrease due to grantees not applying or other reasons, the revised number of stock acquisition rights will be issued.

**Summary of Stock Acquisition Rights**

|   | No. 33   |           |
|---|--|-----------|
| 1. Grantees   | Employees of overseas subsidiaries of the Company  | Total: 10 |
| 2. Total Number of Stock Acquisition Rights   | 6,038  |           |
| 3. Value of Assets to be Rendered upon the Exercise of Stock Acquisition Rights, or the Method for Calculating Such Value | One (1) yen per share  |           |
| 4. Type and Number of Shares Under a Stock Acquisition Right  | The number of shares under a Stock Acquisition Right shall be 100 shares of common stock of the Company. Should events separately prescribed by the Company occur, the number of stocks granted under a Stock Acquisition Right will be adjusted according to a method separately prescribed by the Company. |           |
| 5. Paid-in Amount for Stock Acquisition Rights, or the Method for Calculating Such Value                                  | No payment shall be required for Stock Acquisition Rights.   |           |
| 6. Period for the Exercise of Stock Acquisition Rights  | November 26, 2011, to November 25, 2016  |           |

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**No. 33**

- |     |  |  |
|-----|--|--|
| 7.  | Conditions for the Exercise of Stock Acquisition Rights  | <ol style="list-style-type: none"> <li>1. No Stock Acquisition Right may be exercised partially.</li> <br/> <li>2. The Optionee must maintain a position as an executive or employee of the Company or a subsidiary of the Company during the period between the granting of the Stock Acquisition Right and the commencement of the Exercise Period. In the event of certain circumstances prescribed separately (see note below), the Optionee shall be deemed to be an executive or employee of the Company or a subsidiary of the Company.</li> <br/> <li>3. There must be no grounds for dismissal of the Optionee by suggestion or disciplinary procedures at the start of the period for exercise in accordance with the Employment Regulations of the Company or the Company's subsidiaries.</li> </ol> <p style="margin-left: 40px;">Note: Retirement from office on account of the expiration of the Optionee's term of office, retirement due to the attainment of retirement age, retirement due to reaching an employment contract age limit, transfer by order of the Company or a subsidiary of the Company, retirement primarily due to sickness or injuries arising in the conduct of business, discharge for a compelling business reason, or other similar reasons.</p> |
| 8.  | Matters with regard to Capital Stock and Capital Reserve to be Increased in the Event of the Issuance of Shares upon the Exercise of the Stock Acquisition Right | <ol style="list-style-type: none"> <li>1. Capital Stock to be Increased                     <p style="margin-left: 40px;">Half of the amount of the maximum limit on an increase of capital stock, etc. calculated in accordance with Article 17, Paragraph 1 of the Corporate Calculation Regulations, and any fraction of less than one yen resulting from the calculation shall be rounded up to the nearest yen.</p> </li> <br/> <li>2. Capital Reserve to be Increased                     <p style="margin-left: 40px;">Amount of the maximum limit of increase of capital stock, etc. less the amount of capital stock to be increased.</p> </li> </ol>   |
| 9.  | Events for the Acquisition of Stock Acquisition Rights by the Company  | <p>When the Ordinary General Meeting of Shareholders approves a merger agreement in which the Company is to be the extinguished company or a share exchange agreement or share transfer proposal in which the Company is to become a wholly owned subsidiary, the Company may acquire the Stock Acquisition Rights for no compensation on a day separately determined by the Board of Directors of the Company or an executive officer designated by resolution of the Board of Directors.</p>   |
| 10. | Restriction of Acquisition of Stock Acquisition Rights by Assignment   | <p>Any assignment of Stock Acquisition Rights shall be subject to approval by resolution adopted by the Board of Directors of the Company.</p>   |

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|     |  | <b>No. 33</b>   |
| 11. | Treatment of Stock Acquisition Rights under Organizational Restructuring | The same shall apply as described in 9.                               |
| 12. | Grant Date of Stock Acquisition Rights                                   | November 25, 2009   |
| 13. | Stock Acquisition Rights Certificate                                     | The Company shall not issue any Stock Acquisition Rights certificate. |

**Reference Dates**

1. Resolution by Board of Directors for submission of the proposal to Ordinary General Meeting of Shareholders was made on May 15, 2009.
2. Resolution of the Ordinary General Meeting of Shareholders was made on June 25, 2009

**Ends**

**For further information please contact:**

| <b>Name</b>   | <b>Company</b>                       | <b>Telephone</b> |
|---------------|--------------------------------------|------------------|
| Toru Namikawa | Nomura Holdings, Inc.                | 81-3-3278-0591   |
| Kathy Lindsay | Group Corporate Communications Dept. |                  |

**Notes to editors:**

**Nomura**

Nomura is a leading financial services group and the preeminent Asian-based investment bank with worldwide reach. Nomura provides a broad range of innovative solutions tailored to the specific requirements of individual, institutional, corporate and government clients through an international network in over 30 countries. Based in Tokyo and with regional headquarters in Hong Kong, London, and New York, Nomura employs about 26,000 staff worldwide. Nomura's unique understanding of Asia enables the company to make a difference for clients through five business divisions: retail, global markets, investment banking, merchant banking, and asset management. For further information about Nomura, please visit [www.nomura.com](http://www.nomura.com).