

MIZUHO FINANCIAL GROUP INC  
Form 6-K  
June 27, 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 June 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: June 27, 2008

Mizuho Financial Group, Inc.

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

June 27, 2008

Company name: **Mizuho Trust & Banking Co., Ltd. ( MHTB )**  
 Representative: Name: NONAKA, Takashi  
 Title: President & CEO  
 Address: 2-1 Yaesu 1-chome,  
 Chuo-ku, Tokyo 103-8670, Japan  
 Stock code number: 8404 Tokyo Stock Exchange (First Section),  
 Osaka Securities Exchange (First Section)

**For Immediate Release**

**Announcement Regarding Repurchase and Cancellation  
 of Own Shares (Preferred Shares)**

MHTB hereby announces that at its meeting held on June 27, 2008, the Board of Directors has adopted the resolution to authorize MHTB to repurchase the First Series Class I Preferred Stock pursuant to Article 157 of the Company Law and in accordance with the particulars described below, in implementation of the resolution approving the repurchase by MHTB of its own shares (preferred shares) under Article 156 of the Company Law which was adopted at its annual general meeting of shareholders held on June 26, 2008. The Board of Directors has also adopted the resolution to authorize MHTB to cancel the First Series Class I Preferred Shares so repurchased pursuant to Article 178 of the Company Law. Please note that Mizuho Financial Group, Inc. is the sole shareholder of the First Series Class I Preferred Stock.

MHTB will cancel the First Series Class I Preferred Stock immediately after it repurchases those shares.

**1. Details of the repurchase**

First Series Class I Preferred Stock

- |  |  |
|--|--|
| (1) Total number of shares to be repurchased | : 76,848,249 shares (33.0% of issued shares currently outstanding) |
| (2) Repurchase price                         | : 1,028 yen per share  |
| (3) Total amount of repurchase               | : 78,999,999,972 yen   |
| (4) Repurchase date (Scheduled)              | : June 30, 2008  |

**Reference**

*Details of preferred shares to be repurchased*

First Series Class I Preferred Stock

- |  |                        |
|--|------------------------|
| (1) Original date of issuance            | : March 31, 1999       |
| (2) Number of shares originally issued   | : 300,000,000 shares   |
| (Number of shares currently outstanding) | : 232,565,372 shares)  |
| (3) Price of shares issued               | : 500 yen per share    |
| (4) Total amount issued                  | : 150 billion yen      |
| (outstanding balance)                    | : 116,282,686,000 yen) |

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This news release is intended to make a public announcement and has not been prepared for the purpose of investment solicitation.

Contact: Mizuho Trust & Banking Co., Ltd.

Corporate Planning Dept.

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