

MIZUHO FINANCIAL GROUP INC

Form 6-K

May 28, 2015

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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 May 2015

Commission File Number 001-33098

Mizuho Financial Group, Inc.

(Translation of registrant's name into English)

5-5, Otemachi 1-chome

Chiyoda-ku, Tokyo 100-8176

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-_____.

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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.

Date: May 28, 2015

Mizuho Financial Group, Inc.

By: /s/ Junichi Shinbo

Name: Junichi Shinbo

Title: Managing Executive Officer / Group
CFO

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This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

CONVOCATION NOTICE OF

THE 13TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Date and Time: 10:00 a.m. on Tuesday, June 23, 2015 (Doors open at 8:30 a.m.)

Place: Tokyo International Forum (Hall A)
5-1, Marunouchi 3-chome, Chiyoda-ku, Tokyo
Please see the Directions to the Site for the General Meeting of Shareholders on the back cover.
As the reception at the entrance to the meeting place is expected to be overcrowded, your arrival ahead of time would be very much appreciated.

Proposals:

Company's Proposal

Proposal 1: Appointment of thirteen (13) Directors @See page 15

Shareholders' Proposals

Proposal 2: Partial amendment to the Articles of Incorporation (Organizations that decide dividends from surplus, etc.) @See page 38

Proposal 3: Partial amendment to the Articles of Incorporation (Exercise of voting rights of shares held for strategic reasons) @See page 40

Proposal 4: Partial amendment to the Articles of Incorporation (Preparation of an evaluation report in an appropriate manner) @See page 41

Proposal 5: Partial amendment to the Articles of Incorporation (Establishment of a sexual harassment prevention system) @See page 42

Proposal 6: Partial amendment to the Articles of Incorporation (Record date of the ordinary general meeting of shareholders and other matters) @See page 43

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Proposal 8:	Partial amendment to the Articles of Incorporation (Disclosure of minutes of the general meetings of shareholders)	@See page 46
Proposal 9:	Partial amendment to the Articles of Incorporation (Establishment of a system to prohibit fraud)	@See page 47
Proposal 10:	Partial amendment to the Articles of Incorporation (Withdrawal from Green Sheet market)	@See page 48
Proposal 11:	Partial amendment to the Articles of Incorporation (Non-participation in the successor system of the Green Sheet market)	@See page 49

Due Date for Exercise of Voting Rights by Mail or by Using the Internet:

5:00 p.m. on Monday, June 22, 2015; please see pages 11 through 14 for details.

Mizuho Financial Group, Inc.

(Securities Code: 8411)

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(Securities Code: 8411)

June 3, 2015

To Our Shareholders

Yasuhiro Sato

President & Group CEO

Member of the Board of Directors

Mizuho Financial Group, Inc.

5-5, Otemachi 1-chome,

Chiyoda-ku, Tokyo

CONVOCATION NOTICE OF

THE 13TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Sirs/Madams:

Notice is hereby given that the 13th Ordinary General Meeting of Shareholders of Mizuho Financial Group, Inc. (the Company) will be held as set forth below. You are cordially invited to attend the meeting.

If you are not able to attend the meeting, we request that you exercise your voting rights in one of the following ways. After examining the reference materials for the ordinary general meeting of shareholders set forth below (pages 15 through 49), please refer to the Guide to Exercising Voting Rights (pages 11 through 14) and exercise your voting rights no later than 5:00 p.m. on Monday, June 22, 2015. The result of resolutions will be reported on the Company's website (<http://www.mizuho-fg.co.jp/english/>) (Starting from this year, the notice of resolutions will be posted on the website, in lieu of being sent by mail).

[Exercise of Voting Rights by mail]

By sending to us by mail the Voting Form enclosed herewith on which your approval or disapproval is indicated.

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[Exercise of Voting Rights by Using the Internet]

By accessing the website for exercising voting rights specified by the Company (<http://www.it-soukai.com/>) and exercising your voting rights using the Code for exercising voting rights and the Password provided on the Voting Form enclosed herewith in accordance with the directions on the screen.

- * The electronic voting platform for institutional investors operated by Investor Communications Japan Inc. is available for custodian banks and any other nominal shareholders that have applied to use such platform in advance.

* * * * *

Matters disclosed on the Internet

§ Pursuant to laws and regulations and the provision of Article 24 of the Articles of Incorporation, the notes to the consolidated financial statements and the notes to non-consolidated financial statements are disclosed through postings on the Company's website, and are therefore not described in the attached consolidated financial statements and non-consolidated financial statements.

Accordingly, the attached consolidated financial statements and the non-consolidated financial statements are part of the consolidated financial statements and the non-consolidated financial statements that were subject to audit by the Independent Auditors for the purpose of the Reports of Independent Auditors, as well as audit by the Audit Committee for the purpose of the Audit Report.

§ Any corrections made to the reference materials for the ordinary general meeting of shareholders, the business report, the consolidated financial statements, and the non-consolidated financial statements shall be notified by being posted on the Company's website.

The Company's website: <http://www.mizuho-fg.co.jp/english/>

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	Description	
1. Date and Time:	10:00 a.m. on Tuesday, June 23, 2015 (Doors open at 8:30 a.m.)	
2. Place:	Tokyo International Forum (Hall A) 5-1, Marunouchi 3-chome, Chiyoda-ku, Tokyo	
3. Purpose:		
Report Item:	Report on the Business Report for the 13th fiscal year (from April 1, 2014 to March 31, 2015), on the consolidated financial statements, on the financial statements and on the Results of Audit of the Consolidated Financial Statements by the Independent Auditors and the Audit Committee	
Matters to be Resolved:		
<Company's Proposal (Proposal 1)>		
Proposal 1:	Appointment of thirteen (13) Directors	@See page 15
<Shareholders' Proposals (Proposals 2 through 11)>		
Proposal 2:	Partial amendment to the Articles of Incorporation (Organizations that decide dividends from surplus, etc.)	@See page 38
Proposal 3:	Partial amendment to the Articles of Incorporation (Exercise of voting rights of shares held for strategic reasons)	@See page 40
Proposal 4:	Partial amendment to the Articles of Incorporation (Preparation of an evaluation report in an appropriate manner)	@See page 41
Proposal 5:	Partial amendment to the Articles of Incorporation (Establishment of a sexual harassment prevention system)	@See page 42

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Proposal 6:	Partial amendment to the Articles of Incorporation (Record date of the ordinary general meeting of shareholders and other matters)	@See page 43
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Proposal 8:	Partial amendment to the Articles of Incorporation (Disclosure of minutes of the general meetings of shareholders)	@See page 46
Proposal 9:	Partial amendment to the Articles of Incorporation (Establishment of a system to prohibit fraud)	@See page 47
Proposal 10:	Partial amendment to the Articles of Incorporation (Withdrawal from Green Sheet market)	@See page 48
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The Board of Directors of the Company opposes all of Proposals 2 through 11, which have been submitted by shareholders.

-End of Notice-

* * * * *

Information regarding the general meeting of shareholders

§ As has usually been the case in the past, the reception at the entrance to the meeting place is expected to be overcrowded just prior to the starting time of the meeting; therefore, your arrival ahead of time would be very much appreciated.

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- § Upon arrival at the meeting, please submit the Voting Form enclosed herewith to the reception at the entrance to the meeting place. In the case of attendance by proxy, please appoint as a proxy one of the shareholders holding voting rights at this general meeting of shareholders, and submit the document certifying the authority of such proxy together with the voting form.
- § On the meeting day, please bring this convocation notice with you.
- § No gifts to shareholders will be given on the meeting day.

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Guide to Exercising Voting Rights

The voting rights to be exercised at general meetings of shareholders are important rights to let our shareholders participate in the management of the Company. Please exercise your voting rights after carefully reading the reference materials for the ordinary general meeting of shareholders (pages 15 through 49).

The Voting rights can be exercised in one of the following three ways:

A.	B.	C.
Exercise of Voting Rights by Attending the General Meeting of Shareholders in Person	Exercise of Voting Rights in Writing	Exercise of Voting Rights via the Internet
Please submit the Voting Form enclosed herewith to the reception at the entrance to the meeting place.	Please indicate your approval or disapproval for the proposals on the Voting Form enclosed herewith and return the Voting Form to us so that it reaches us <u>no later than 5:00 p.m. on Monday, June 22, 2015</u> . For more information, please see the guide below.	Please access the website for exercising voting rights specified by the Company (http://www.it-soukai.com/), and exercise the voting rights <u>no later than 5:00 p.m. on Monday, June 22, 2015</u> . For more information, please see the guide below.
Please also bring with you the Convocation Notice of the 13th Ordinary General Meeting of Shareholders (i.e., this convocation notice).		

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Guide to Exercising Voting Rights in Writing

Voting forms must be received no later than 5:00 p.m. on Monday, June 22, 2015.

Please indicate your approval or disapproval for each proposal here.

Company's Proposal (Proposal 1)

If you approve of Proposal 1, please circle Approval.

If you oppose Proposal 1, please circle Disapproval.

(If you express a different opinion with respect to any of the candidates, please write the corresponding number of the candidate(s).)

Shareholders' Proposals (Proposals 2 through 11)

If you approve of a proposal, please circle Approval.

If you oppose a proposal, please circle Disapproval.

- * In the event that your approval or disapproval of any proposal is not indicated on the voting form, the Company's proposal for which your approval or disapproval is not indicated shall be deemed to have been approved and shareholders' proposals for which your approval or disapproval is not indicated shall be deemed to have been disapproved, as the case may be.

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Guide to Exercising Voting Rights via the Internet

Voting rights must be exercised no later than 5:00 p.m. on Monday, June 22, 2015

1. Voting rights may be exercised online only through the website designated by the Company.

<http://www.it-soukai.com/>

* The website for exercising voting rights may be accessed by scanning the QR Code[®] (shown to the right) with your cellular phone bar-code scanner.

For details of this operation, please refer to your cellular phone instruction manual.

Image of
the QR
Code

2. Please exercise your voting rights by following the procedures below.

Step 1

Step 3

<http://www.it-soukai.com/>

Access the website for exercising voting rights by way of the above URL.

Enter your Code for Exercising Voting Rights and click on the Log-in button.

Step 2

The Change Your Password page will appear. Enter the temporary password and register the password of your choice.

Read the Exercising Voting Rights Online and click on the Next button.* The Code for Exercising Voting Rights and the temporary password are indicated at the bottom right of the enclosed Voting Form .

Step 4

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Enter your approval or disapproval of each proposal by following the on-screen directions.

Notes

Passwords are used to verify the identity of the person exercising their rights as a shareholder, so please do not disclose them to others before the close of this meeting of shareholders. The Company will not be able to respond to inquiries by telephone or by other means regarding your password.

The website will be locked if an incorrect password is entered after a certain number of tries. If the site is locked, please follow the directions on the screen.

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Although it has been confirmed that the website for exercising voting rights operates normally in the ordinary Internet environment, you may experience some difficulties in accessing the website depending on the device you use.

Items to Which You Agree

If you exercise your voting rights twice, in writing and via the Internet, we will only accept the exercise of your voting rights via the Internet as effective.

If you exercise your voting rights more than once via the Internet, we will only accept the last exercise of your voting rights as effective.

To Institutional Investors

Electronic Voting Platform is available for institutional investors as a way to exercise voting rights.

Contact Information for Inquiries

For inquiries with respect to the exercise of voting rights via the Internet, including inquiries regarding how to operate a personal computer, please contact:

Internet Help Dial

Stock Transfer Agency Department

Mizuho Trust & Banking Co., Ltd.

Telephone: 0120-768-524 (toll-free number)

(Operating Hours: 9:00 a.m. to 9:00 p.m. (excluding Saturdays, Sundays and national holidays))

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[Translation]

Reference Materials for the Ordinary General Meeting of Shareholders

<Company's Proposal (Proposal 1)>

Proposal 1: Appointment of thirteen (13) Directors

Among all thirteen (13) Directors, Mr. Yasunori Tsujita will resign from his position as Director shortly, and the term of office of the other twelve (12) Directors will expire at the closing of this ordinary general meeting of shareholders. Therefore, the Company proposes the appointment of thirteen (13) Directors in accordance with the determination by the Nominating Committee. The candidates for Directors are as follows.

All six (6) Outside Directors satisfy the Independence Standards of Outside Directors of MHFG established by the Company. (For overview of the independence standards above, please see page 36.)

		Current Title and		
Candidate				
No.	Name	Assignment in the Company		Other
1	Yasuhiro Sato	President & Group CEO (Representative Executive Officer)	Reappointment	
		Member of the Board of Directors		
2	Shusaku Tsuhara	Senior Managing Executive Officer	New Appointment	
		Head of Compliance Group / Group CCO		
3	Ryusuke Aya	Managing Executive Officer	Reappointment	
		Head of Risk Management Group / Group CRO		
		Member of the Board of Directors		
4	Junichi Shinbo	Managing Executive Officer	Reappointment	
		Head of Financial Control & Accounting Group / Group CFO		
		Member of the Board of Directors		
5	Koji Fujiwara	Managing Executive Officer	Reappointment	
		Head of Strategic Planning Group / Group CSO		
		Member of the Board of Directors		

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Candidate No.	Name	Current Title and		
		Assignment in the Company		Other
6	Hideyuki Takahashi	Member of the Board of Directors	Reappointment	Internal Non- Executive Director ^(Note 1)
		Member of the Audit Committee		
7	Nobukatsu Funaki	Member of the Board of Directors	Reappointment	Internal Non- Executive Director ^(Note 1)
		Member of the Audit Committee		
8	Mitsuo Ohashi	Member of the Board of Directors	Reappointment	Outside Director ^(Note 2)
		Member of the Nominating Committee		
9	Tetsuo Seki		New Appointment	Outside Director ^(Note 2)
10	Takashi Kawamura	Member of the Board of Directors	Reappointment	Outside Director ^(Note 2)
		Member of the Nominating Committee		
		Member of the Compensation Committee		
11	Tatsuo Kainaka	Member of the Board of Directors	Reappointment	Outside Director ^(Note 2)
		Member of the Nominating Committee		
		Member of the Compensation Committee		
		Member of the Audit Committee		
12	Hirotake Abe		New Appointment	Outside Director ^(Note 2)
13	Hiroko Ota	Member of the Board of Directors	Reappointment	Outside Director ^(Note 2)
		Member of the Nominating Committee		

(Notes)