

MIZUHO FINANCIAL GROUP INC

Form 6-K

May 15, 2018

**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 2018**

**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-\_\_\_\_\_.

THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE INTO THE PROSPECTUS FORMING A PART OF MIZUHO FINANCIAL GROUP, INC. S REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333-213187) AND TO BE A PART OF SUCH PROSPECTUS FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

**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 15, 2018

Mizuho Financial Group, Inc.

By: /s/ Makoto Umemiya

Name: Makoto Umemiya

Title: Managing Executive Officer / Group  
CFO

May 15, 2018

To whom it may concern:

Company Name: Mizuho Financial Group, Inc.  
 Representative: Tatsufumi Sakai

Head Office: President & CEO  
 1-5-5 Otemachi

Chiyoda-ku, Tokyo  
 Code Number: 8411 (TSE 1st Sec.)

**Announcement Regarding Redemption of Non-dilutive Preferred Securities**

Mizuho Financial Group, Inc. (the Company) hereby announces that the Company has decided to redeem in full preferred securities issued by its group's overseas special purpose subsidiary as set forth below.

**1. Summary overview of Preferred Securities to be redeemed**

|                             |                                                                                                                                                 |
|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|
| Issuer                      | Mizuho Capital Investment (JPY) 2 Limited                                                                                                       |
| Type of securities          | Japanese Yen denominated Non-cumulative Perpetual Preferred Securities                                                                          |
| Mandatory redemption date   | None                                                                                                                                            |
| Optional redemption         | Optionally redeemable on the dividend payment date falling in June 2018 and on each dividend payment date thereafter                            |
| Dividends                   | Fixed dividend rate for the first 10 years and 5 months, and floating dividend rate on and after the dividend payment date falling in June 2018 |
| Total amount issued         | 274.5 billion Japanese Yen                                                                                                                      |
| Issue date                  | January 11, 2008                                                                                                                                |
| Aggregate redemption amount | 274.5 billion Japanese Yen                                                                                                                      |

**2. Scheduled redemption date**

June 30, 2018 (Sat) (Payment of redemption amount is scheduled on July 2, 2018 (Mon).)

Contact: Mizuho Financial Group, Inc.

Corporate Communications  
 Department

Public Relations Office

Tel: 81-3-5224-2026

This document is prepared in order to announce specific facts relating to the redemption of non-dilutive preferred securities and does not constitute an offer for sale or solicitation for investment or other similar activity in or outside of Japan.