

MIZUHO FINANCIAL GROUP INC  
Form 6-K  
April 18, 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 April 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: April 18, 2008

Mizuho Financial Group, Inc.

By: /s/ Takashi Tsukamoto

Name: Takashi Tsukamoto

Title: Deputy President Executive Officer / CFO

April 18, 2008

To whom it may concern:

Company Name: Mizuho Financial Group, Inc.  
 Representative: Terunobu Maeda  
 President & CEO  
 Head Office: 1-5-5 Otemachi,  
 Chiyoda-ku, Tokyo  
 Code Number: 8411 (TSE 1st Sec., OSE 1st Sec.)

**Announcement Regarding Dissolution of Subsidiaries**

Mizuho Financial Group, Inc. ( MHFG ) hereby announces that its Board of Directors resolved on April 18, 2008 to dissolve our subsidiaries as described below.

**1. Name and Outline of the subsidiaries to be dissolved and the scheduled date of dissolution**

[Subsidiaries of MHFG]

|                                   |   |  |
|-----------------------------------|---|--|
| Company Name:                     | Mizuho Preferred Capital<br>(Cayman) 5 Limited                    | Mizuho Preferred Capital<br>(Cayman) 6 Limited |
| Location:                         | P.O. Box 309, Uglan House, Grand Cayman KY1-1104, Cayman Islands  |  |
| Representative:                   | Naomi Harada  |  |
| Business:                         | Issuance of preferred securities and making subordinated loans    |  |
| Date of Establishment:            | August 2002   |  |
| Capital:                          | JPY 1.5 billion   | JPY 1.2 billion                                |
| Scheduled Date of<br>Dissolution: | Liquidation is expected to be completed by the end of March 2009. |  |

|                                   |   |   |
|-----------------------------------|---|---|
| Company Name:                     | Mizuho Preferred Capital<br>(Cayman) 7 Limited                    | Mizuho Preferred Capital<br>(Cayman) 8 Limited                    |
| Location:                         | P.O. Box 309, Uglan House, Grand Cayman KY1-1104, Cayman Islands  |   |
| Representative:                   | Naomi Harada  | Kazunobu Uchiyama   |
| Business:                         | Issuance of preferred securities and making subordinated loans    | Borrowing subordinated loans and undertaking preferred securities |
| Date of Establishment:            | August 2002   |   |
| Capital:                          | JPY 1.6 billion   | JPY 3.5 billion   |
| Scheduled Date of<br>Dissolution: | Liquidation is expected to be completed by the end of March 2009. |   |
| [Subsidiary of Mizuho Bank, Ltd.] |   |   |

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|                        |   |
|------------------------|---|
| Company Name:          | Mizuho Preferred Capital (Cayman) E Limited                       |
| Location:              | P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands |
| Representative:        | Naomi Harada  |
| Business:              | Issuance of preferred securities and making subordinated loans    |
| Date of Establishment: | August 2002   |
| Capital:               | JPY 2.4 billion   |
| Scheduled Date of      | Liquidation is expected to be completed by the end of March 2009. |
| Dissolution:           |   |

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[Subsidiaries of Mizuho Corporate Bank, Ltd.]

|                        |   |   |
|------------------------|---|---|
| Company Name:          | Mizuho Preferred Capital Company L.L.C.   | Mizuho Preferred Capital Holdings, Inc.   |
| Location:              | One Rodney Square, 10 <sup>th</sup> Floor, Tenth and King Streets, Wilmington, New Castle Country, Delaware 19801, U.S.A. | Corporation Trust Center, 1209 Orange Street, Wilmington, Castle County, Delaware, U.S.A. |
| Representative:        | Yukio Furukawa  |   |
| Business:              | Financial services  | Holding company   |
| Date of Establishment: | February 1998   |   |
| Capital:               | US\$ 125 million  | US\$ 135 million  |
| Scheduled Date of      | Liquidation is expected to be completed by the end of March 2009.   |   |
| Dissolution:           |   |   |

|                        |   |                                     |
|------------------------|---|-------------------------------------|
| Company Name:          | Mizuho JGB Investment L.L.C.  | Mizuho JGB Investment Holdings Inc. |
| Location:              | One Rodney Square, 10 <sup>th</sup> Floor, Tenth and King Streets, Wilmington, New Castle Country, Delaware 19801, U.S.A. |                                     |
| Representative:        | Yukio Furukawa  |                                     |
| Business:              | Financial services  | Holding company                     |
| Date of Establishment: | March 1998  |                                     |
| Capital:               | US\$ 200 million  | US\$ 223 million                    |
| Scheduled Date of      | Liquidation is expected to be completed by the end of March 2009.   |                                     |

Dissolution:

### **2. Reason for dissolution**

The Board of Directors of MHFG decided on the full redemption of preferred securities issued or underwritten and the full prepayment of subordinated loans made or borrowed by the subsidiaries above to be conducted in June 2008.

### **3. Effects on profits and losses**

This decision will have no effect on the earning estimates for the fiscal year ended March 31, 2008 (consolidated and non-consolidated) of MHFG.

Contact: Mizuho Financial Group, Inc.,  
Corporate Communications  
Public Relations Office  
Tel: 81-3-5224-2026

This document is prepared in order to announce specific facts relating to the dissolution of subsidiaries and does not constitute an offer for sale or solicitation for investment or other similar activity in or outside of Japan.