

MIZUHO FINANCIAL GROUP INC  
Form 6-K  
July 21, 2009

**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 July 2009.**

**Commission File Number 001-33098**

**Mizuho Financial Group, Inc.**

(Translation of registrant's name into English)

**5-1, Marunouchi 2-chome**

**Chiyoda-ku, Tokyo 100-8333**

**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: July 21, 2009

Mizuho Financial Group, Inc.

By: /s/ Tetsuji Kosaki

Name: Tetsuji Kosaki

Title: Deputy President / CFO

July 21, 2009

To whom it may concern:

Company Name: Mizuho Financial Group, Inc.  
Representative: Takashi Tsukamoto

Head Office: President & CEO  
2-5-1 Marunouchi

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

**Announcement regarding Determination of Number of Shares**

**to be Issued in the Offering**

Mizuho Financial Group, Inc. ( MHFG ) hereby announces that it has determined the following number of shares to be issued as a result of the exercise of a purchase option granted to the International Initial Purchaser in the International Offering for the purchase of the shares to be additionally issued, with respect to the Issuance of New Shares by way of Offering (Public Offering) which is a part of the issuance of new shares which was resolved at the meeting of the Board of Directors held on July 1, 2009.

Number of shares to be issued as a result of the exercise of the purchase option by the International Initial Purchaser: 195,600,000 shares

Note: This press release does not constitute an offer of any securities for sale. This press release has been prepared for the sole purpose of publicly announcing the matters relating to the issuance of new shares, and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. Investors should carefully review a prospectus prepared by MHFG prior to making any investment decisions.

This press release is not an offer of securities for sale in the United States. The securities referred to above have not been, and will not be registered under the U.S. Securities Act of 1933. The securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933. The securities referred to above will not be publicly offered or sold in the United States.

[For Reference]

1. The number of shares to be issued relating to the Issuance of New Shares by way of Offering (Public Offering)  
2,804,400,000 shares of common stock of MHFG which are the sum of (1) and (2) below.

(1) 2,608,800,000 shares to be underwritten and purchased by the Japanese Initial Purchaser and the International Initial Purchaser in each of the offerings specified below.

|                              |                      |
|------------------------------|----------------------|
| (i) Japanese Public Offering | 1,304,400,000 shares |
| (ii) International Offering  | 1,304,400,000 shares |

(2) 195,600,000 shares to be issued by the exercise of the purchase options granted to the International Initial Purchaser in the International Offering for the purchase of the shares to be additionally issued

2. Change in the number of issued shares as a result of this capital increase by public offering  
Total number of issued shares at present (as of June 30, 2009):

|   |                       |
|---|-----------------------|
| Common Stock:                                 | 11,179,164,300 shares |
| Eleventh Series Class XI Preferred Stock:     | 914,752,000 shares    |
| Thirteenth Series Class XIII Preferred Stock: | 36,690,000 shares     |
| Total:  | 12,130,606,300 shares |

Increase in number of shares as a result of the capital increase by public offering:

|               |                      |
|---------------|----------------------|
| Common Stock: | 2,804,400,000 shares |
|---------------|----------------------|

Total number of issued shares after the capital increase by public offering:

|   |                       |
|---|-----------------------|
| Common Stock:                                 | 13,983,564,300 shares |
| Eleventh Series of Class XI Preferred Stock:  | 914,752,000 shares    |
| Thirteenth Series Class XIII Preferred Stock: | 36,690,000 shares     |
| Total:  | 14,935,006,300 shares |

3. Use of proceeds

The maximum approximate net proceeds of ¥526,379,000,000 (the total amount of ¥228,853,160,000, which is the approximate net proceeds from the Japanese Public Offering, ¥263,197,000,000, which is the approximate net proceeds from the International Offering and ¥34,328,840,000, which is the maximum approximate net proceeds from capital increase by way of third-party allotment resolved on the same date as the Japanese Public Offering and the International Offering) are planned to be used to make investments in MHFG's consolidated subsidiaries.

Contact: Mizuho Financial Group, Inc.

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Corporate Communications  
Public Relations Office  
Tel: 03-5224-2026

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