

MITSUBISHI TOKYO FINANCIAL GROUP INC

Form 6-K

February 15, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

Report of Foreign Issuer

**Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934**

For the month of February, 2005

MITSUBISHI TOKYO FINANCIAL GROUP, INC.

(Translation of registrant's name into English)

4 -1, Marunouchi 2-chome, Chiyoda-ku

Tokyo 100-6326, Japan

(Address of principal executive offices)

[Indicate by check mark whether the registrant files or
will file annual reports under cover Form 20-F or Form 40-F.]

Form 20-F Form 40-F

[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

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: February 15, 2005

MITSUBISHI TOKYO FINANCIAL GROUP, INC.

By: /S/ Ryutaro Kusama

Name: Ryutaro Kusama

Title: Chief Manager, General Affairs
Corporate Administration Division

**Notice of Allocation and number of shares
to be allocated for the First Series of Class 3 Preferred Shares, etc.**

Tokyo, February 15, 2005 Mitsubishi Tokyo Financial Group, Inc. (Director, President and CEO: Nobuo Kuroyanagi) (the Company) hereby announces that the allocation and number of shares to be allocated for the First Series of Class 3 Preferred Shares which were resolved to be issued at the meeting of the Company's Board of Directors held on January 27, 2005, has been decided as follows.

The Company also announces the summary of terms and conditions of capital increase of The Bank of Tokyo-Mitsubishi, Ltd. (President: Nobuo Kuroyanagi), a wholly owned subsidiary of the Company, by means of third party allocation, to which the Company will apply its proceeds from the issuance of the First Series of Class 3 Preferred Shares.

1. Allocation and number of shares to be allocated for the First Series of Class 3 Preferred Shares

| <u>To be allocated to;</u> | <u>Number of shares to be allocated;</u> | <u>Amount to be paid;</u> |
|---|--|---------------------------|
| Meiji Yasuda Life Insurance Company | 40,000 shares | ¥ 100,000,000,000 |
| Tokio Marine & Nichido Fire Insurance Co., Ltd. | 40,000 shares | ¥ 100,000,000,000 |
| Nippon Life Insurance Company | 20,000 shares | ¥ 50,000,000,000 |
| Total | 100,000 shares | ¥ 250,000,000,000 |

2. Summary terms and conditions of capital increase of The Bank of Tokyo-Mitsubishi, Ltd.

| | |
|--|---|
| Name | First Series of Class 2 Preferred Shares of The Bank of Tokyo-Mitsubishi, Ltd. |
| Number of shares to be issued | 100,000,000 shares |
| Issue price | ¥2,500 per share |
| Amount accounted to stated share capital | ¥1,250 per share |
| Aggregate amount of the issue price | ¥250,000,000,000 |
| Subscription date | February 18, 2005 (Friday) |
| Payment date | February 21, 2005 (Monday) |
| Preferred dividends | ¥60 per share; provided, that the preferred dividends on the preferred shares for the period beginning February 21, 2005 and ending March 31, 2005 will be ¥6.42 per share. |
| Preferred interim dividends | ¥30 per share |
| Mandatory retirement of the preferred | |

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| | |
|---|---|
| share | The Bank of Tokyo-Mitsubishi, Ltd. may, at any time on and after February 22, 2010, redeem all or part of the preferred shares at ¥2,500 per share. In case of a partial redemption, it will be effected by way of lot or other method. |
| Allocation and number of shares to be allocated | All of the preferred shares will be allocated to the Mitsubishi Tokyo Financial Group, Inc. by means of third-party allocation. |
| Initial date for dividend accrual | February 21, 2005 (Monday) |

Contact:

Mitsubishi Tokyo Financial Group, Inc.

Corporate Communications Office

Tel: 03-3240-9059

The purpose of this press release is to make a general public statement of the issuance and sale of shares of the Preferred Stock in Japan. It has not been prepared for the purpose of soliciting investments in the Preferred Stock.

The Preferred Stock will not be and has not been registered under the United States Securities Act of 1933, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

<For reference>

1. Outline of the companies to which the First Series of Class 3 Preferred Shares are to be allocated

| | | | |
|---|--|--|--|
| Name of the company to be allocated shares | | Meiji Yasuda Life Insurance Company | |
| Number of shares to be allocated | | 40,000 shares | |
| Amount to be paid | | ¥100,000,000,000 | |
| Profile of the company to be allocated shares | Head Office address | 1-1, Marunouchi 2-Chome, Chiyoda-ku, Tokyo, Japan | |
| | Name of Representative | Ryotaro Kaneko, President | |
| | Amount of Funds (as of September 30, 2004) | ¥350,000,000,000 (including contingency reserve) | |
| | Business description | Life insurance business | |
| Principal Shareholders and the ratio of shareholdings thereof | | Not applicable. | |
| | Number of shares of the company to be allocated shares which are held by the Company | Not applicable. Class 1 Preferred Shares 8,350 shares | |
| Relationship between the company to be allocated shares and the Company | Capital relationship | (as of October 1, 2004) Number of shares of the Company which are held by the company to be allocated shares Ordinary Shares 48,499.59 shares* | |
| | Business relationship, etc. | Sales transaction | (as of September 30, 2004) None. |
| | | Business relationship other than sales transaction | None. |
| | | Personnel relationship | Mr. Ryotaro Kaneko, President of the company to be allocated shares, concurrently holds the office of Director of the Company. |
| Agreement with respect to the shareholdings | | None. | |

* In addition to these shares, Meiji Yasuda Life Insurance Company has entrusted 175,000 Ordinary Shares for the retirement benefit trust as of September 30, 2004, for which shares the company retains the right to instruct the trustee's exercise of voting rights.

| | | |
|---|--|---|
| Name of the company to be allocated shares | | Tokio Marine & Nichido Fire Insurance Co., Ltd. |
| Number of shares to be allocated | | 40,000 shares |
| Amount to be paid | | ¥100,000,000,000 |
| Profile of the company to be allocated shares | Head Office address | 2-1, Marunouchi 1-Chome, Chiyoda-ku, Tokyo, Japan |
| | Name of Representative | Kunio Ishihara, President |
| | Amount of Capital (as of October 1, 2004) | ¥101,900,000,000 |
| | Business description | Non-life insurance business |
| Principal Shareholders and the ratio of shareholdings thereof (as of October 1, 2004) | | Millea Holdings, Inc. 100% |
| | Number of shares of the company to be allocated shares which are held by the Company | None. |
| Relationship between the company to be allocated shares and the | Capital relationship | Number of shares of the Company which are held by the company to be allocated shares Class 1 Preferred Shares 8,350 shares |
| | | |

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Company

(as of October 1, 2004)

Ordinary Shares 141,649.82 shares

Business relationship, etc. Sales transaction Business relationship other than sales transaction Personnel relationship

(as of September 30, 2004)

Insurance transaction.

None.

Mr. Kunio Ishihara, President of the company to be allocated shares, concurrently holds the office of Corporate Auditor of the Company.

Agreement with respect to the shareholdings

None.

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| | | |
|--|--|---|
| Name of the company to be allocated shares | | Nippon Life Insurance Company |
| Number of shares to be allocated | | 20,000 shares |
| Amount to be paid | | ¥50,000,000,000 |
| Profile of the company to be allocated shares | Head Office address | 5-12, Imabashi 3-Chome, Chuo-ku, Osaka, Japan |
| | Name of Representative | Ikuo Uno, President |
| Amount of Funds | Amount of Funds | ¥750,000,000,000 |
| | (as of September 30, 2004) | (including contingency reserve) |
| Business description | Business description | Life insurance business |
| | Principal Shareholders and the ratio of shareholdings thereof | Not applicable. |
| Number of shares of the company to be allocated shares which are held by the Company | Number of shares of the company to be allocated shares which are held by the Company | Not applicable. |
| | Number of shares of the Company which are held by the company to be allocated shares | Ordinary Shares 125,018.13 shares (as of September 30, 2004) |
| Relationship between the company to be allocated shares and the Company | Capital relationship | None. |
| Business relationship, etc. | Sales transaction Business relationship other than sales | None. |
| | transaction Personnel relationship | None. |
| Agreement with respect to the shareholdings | | None. |

2. Change in the aggregate number of outstanding shares of Mitsubishi Tokyo Financial Group, Inc.

| | | |
|---|--------------------------|--|
| Aggregate number of outstanding shares as of the present date | Ordinary Shares | 6,545,353.37 shares (As of February 15, 2005) |
| | Class 1 Preferred Shares | 40,700 shares |
| | Class 3 Preferred Shares | 0 share |
| | Class 4 Preferred Shares | 0 share |
| | Total | 6,586,053.37 shares (As of February 15, 2005) |

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| | | |
|--|--------------------------|---------------------|
| Number of shares to be issued | Class 3 Preferred Shares | 100,000 shares |
| Aggregate number of outstanding shares | Ordinary Shares | 6,545,353.37 shares |
| | Class 1 Preferred Shares | 40,700 shares |
| after the capital increase | | |
| | Class 3 Preferred Shares | 100,000 shares |
| | Class 4 Preferred Shares | 0 share |
| | Total | 6,686,053.37 shares |

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