

MIZUHO FINANCIAL GROUP INC  
Form 6-K  
December 27, 2007

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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 December, 2007.**

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

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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: December 27, 2007

Mizuho Financial Group, Inc.

By: /s/ Satoru Nishibori

Name: Satoru Nishibori

Title: Managing Director / CFO

December 27, 2007

To whom it may concern

Company Name: Mizuho Financial Group, Inc.

Representative: Terunobu Maeda, President &amp; CEO

Head Office: 1-5-5, Otemachi, Chiyoda-ku, Tokyo

Code Number: 8411 (Tokyo Stock Exchange (First Section),

Osaka Securities Exchange (First Section))

**Announcement regarding Determination of Terms of the Preferred Securities**

Mizuho Financial Group, Inc. ( MHFG ) hereby announces that the terms of the preferred securities announced in the Announcement regarding Establishment of an Overseas Special Purpose Subsidiary and Issuance of Non-Dilutive Preferred Securities dated November 14, 2007 have been determined as outlined below. The Preferred Securities are not convertible into common stock of MHFG.

|                        |  |
|------------------------|--|
| Issuer                 | Mizuho Capital Investment (JPY) 2 Limited<br><br>(an overseas special purpose subsidiary established in the Cayman Islands, the voting rights of which are wholly owned by MHFG) |
| Type of Security       | Japanese Yen denominated Non-cumulative Perpetual Preferred Securities (not convertible into MHFG's common stock)  |
| Aggregate Issue Amount | 274.5 billion Japanese Yen   |
| Dividend Rate          | 3.28% per annum (fixed dividend rate until June 2018)<br><br>Floating dividend rate after June 2018 (with step-up)   |
| Issue Price            | 100 million Japanese Yen per preferred security  |
| Scheduled Payment Date | January 11, 2008   |
| Use of Proceeds        | To be ultimately provided to the banking subsidiaries as perpetual subordinated loans.   |
| Liquidation Preference | The Preferred Securities are intended to rank, as to rights to the liquidation preferences, effectively <i>pari passu</i> with preferred stock issued by MHFG.                   |
| Method of Offering     | Private placement to domestic qualified institutional investors  |

**Contact:**

Mizuho Financial Group, Inc.,

Corporate Communications

Public Relations Office

Tel: 813-5224-2026

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Note: This document is prepared for the purpose of public disclosure of determination of the terms of the preferred securities, and does not constitute a solicitation of an offer for acquisition, or a of an offer for sale or a solicitation of offer for purchase of any securities in and outside of Japan (the Solicitation Activity ), nor for the conducting of Solicitation Activity.

The preferred securities set forth above have not been and will not be 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.