

MIZUHO FINANCIAL GROUP INC  
Form 6-K  
July 01, 2016

**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 2016**

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

**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 1, 2016

Mizuho Financial Group, Inc.

By: /s/ Koichi Iida

Name: Koichi Iida

Title: Managing Executive Officer / Group  
CFO

July 1, 2016

To whom it may concern:

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

**Announcement Regarding Mandatory Acquisition of**

**Eleventh Series Class XI Preferred Stock**

Mizuho Financial Group, Inc. (the Company) hereby announces that, pursuant to Article 20, Paragraph 1 of the Articles of Incorporation of the Company and a provision in the terms and conditions of Eleventh Series Class XI Preferred Stock, the Company today conducted the mandatory acquisition of the shares of such Preferred Stock, in respect of which a request for acquisition has not been made during the Period for Acquisition Request, as set forth below.

1. Subject Class and Number of Stock

(1) Class of Stock subject to Mandatory Acquisition:  
Eleventh Series Class XI Preferred Stock

(2) Total Number of Stock subject to Mandatory Acquisition:  
75,091,100

(3) Number of Common Stock Delivered in exchange for Mandatory Acquisition:  
265,433,368

(4) Method of Calculation for Number of Common Stock Delivered:  
Pursuant to Article 20, Paragraph 1 of the Articles of Incorporation of the Company and a provision in the terms and conditions of Eleventh Series Class XI Preferred Stock concerning mandatory acquisition in exchange for common stock, the Company will acquire the shares of Eleventh Series Class XI Preferred Stock, in respect of which a request for acquisition has not been made by June 30, 2016, and instead, the Company will deliver shares of its own common stock per share of Eleventh Series Class XI Preferred Stock in the number obtained by dividing 1,000 yen by the acquisition price for mandatory acquisition (282.90 yen). In the calculation of the number of common stock provided above, any number less than one (1) share will be treated pursuant to the provisions provided for in Article 234 of the Companies Act.

2. Mandatory Acquisition Date: July 1, 2016

3. Others:

Shares of common stock delivered in exchange for this mandatory acquisition were newly issued by the Company.

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 Announcement Regarding Mandatory Acquisition of Eleventh Series Class XI Preferred Stock and does not constitute an offer for sale or solicitation for investment or other similar activity in or outside of Japan.