

MIZUHO FINANCIAL GROUP INC  
Form 6-K  
May 15, 2012

**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 May 2012**

**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: May 15, 2012

Mizuho Financial Group, Inc.

By: /s/ Hideyuki Takahashi

Name: Hideyuki Takahashi

Title: Managing Executive Officer / CFO

May 15, 2012

To whom it may concern:

Company Name: Mizuho Financial Group, Inc.  
 Representative: Yasuhiro Sato  
 President & CEO  
 Head Office: 2-5-1 Marunouchi  
 Chiyoda-ku, Tokyo  
 Code Number: 8411 (TSE 1st Sec., OSE 1st Sec.)

**Announcement Regarding Redemption of Non-dilutive Preferred Securities**

Mizuho Financial Group, Inc. ( MHFG ) hereby announces that its board of directors has resolved today to redeem in full preferred securities issued by its group s overseas special purpose subsidiary as set forth below.

**1. Summary overview of Preferred Securities to be redeemed**

|                             |   |
|-----------------------------|---|
| Issuer                      | Mizuho Preferred Capital (Cayman) 1 Limited                                       |
| Type of securities          | Non-cumulative Perpetual Preferred Securities                                     |
| Mandatory redemption date   | None  |
| Optional redemption         | Series A  |
|                             | Optionally redeemable on each dividend payment date falling in or after June 2012 |
| Dividends                   | Floating dividend rate  |
| Total amount issued         | Series A  |
|                             | 171 billion Japanese Yen  |
| Issue date                  | February 14, 2002   |
| Aggregate redemption amount | Series A  |
|                             | 171 billion Japanese Yen  |

**2. Scheduled redemption date**

June 29, 2012 (Fri)

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 redemption of non-dilutive preferred securities and does not constitute an offer for sale or solicitation for investment or other similar activity in or outside of Japan.

