

MIZUHO FINANCIAL GROUP INC
Form 6-K
June 09, 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 June 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: June 9, 2009

Mizuho Financial Group, Inc.

By: /s/ Tetsuji Kosaki

Name: Tetsuji Kosaki

Title: Deputy President - Executive Officer / CFO

June 9, 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.)

Reset of Conversion Price of

Eleventh Series Class XI Preferred Shares

Mizuho Financial Group, Inc. hereby announces that the Conversion Price of Eleventh Series Class XI Preferred Shares will be reset as follows, pursuant to the method to reset Conversion Price defined by the terms and conditions of the Preferred Shares.

1. Conversion Price after Reset: 322.00 yen

(Conversion Price before Reset: 536.60 yen)

2. Effective date: From July 1, 2009

Reference

Floor Price of the Conversion Price: 322.00 yen

Outstanding number of Eleventh Series Class XI Preferred Shares: 911,881,000 shares
(as of May 31, 2009, excluding treasury stock)

Contact:

Mizuho Financial Group, Inc.

Corporate Communications

Public Relations Office

Tel: 81-3-5224-2026

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This document is prepared in order to announce specific facts relating to Reset of Conversion Price of Eleventh Series Class XI Preferred Shares and does not constitute an offer for sale or solicitation for investment or other similar activity in or outside of Japan.