

MITSUBISHI UFJ FINANCIAL GROUP INC
Form 6-K
February 26, 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 February 2016
Commission File No. 000-54189

MITSUBISHI UFJ FINANCIAL GROUP, INC.

(Translation of registrant's name into English)

7-1, Marunouchi 2-chome, Chiyoda-ku

Tokyo 100-8330, 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):**

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 26, 2016

Mitsubishi UFJ Financial Group, Inc.

By: /s/ Yasuo Matsumoto

Name: Yasuo Matsumoto

Title: Chief Manager, Documentation &

Corporate Secretary Department,

Corporate Administration Division

Mitsubishi UFJ Financial Group, Inc.

Notice Concerning Issuance of Unsecured Perpetual Subordinated Bonds with Write-down Clause
through Public Offering in Japan

Tokyo, February 26, 2016 Today, Mitsubishi UFJ Financial Group, Inc. (MUFG) has determined the issuance of its third series of unsecured perpetual subordinated bonds with optional-redemption clause and write-down clause.

Mitsubishi UFJ Financial Group, Inc.

third series of unsecured perpetual subordinated bonds

with optional-redemption clause and write-down clause

- | | | |
|----|---|---|
| 1. | Issue Amount | JPY 300 billion |
| 2. | Term | Perpetual |
| | | Provided, however, that the issuer may, at its discretion, redeem the bonds on any interest payment date on July 15, 2026 or thereafter or upon the occurrence of a tax event or a capital event. |
| 3. | Denomination | JPY 100 million |
| 4. | Amount to Be Paid | JPY 100 per face value of JPY 100 |
| 5. | Interest Rate | From the day immediately following March 3, 2016 until July 15, 2026:

1.94% per annum

From the day immediately following July 15, 2026:

6-month euro-yen LIBOR + 1.80% |
| 6. | Subscription Period | February 26, 2016 |
| 7. | Payment Date | March 3, 2016 |
| 8. | Interest Payment Dates | January 15 and July 15 of each year |
| 9. | Summary of Interest Cancellation Clause | (1) Optional cancellation of interest payments

MUFG, at its discretion, may cancel all or part of the interest payments on the bonds when it deems necessary, in which case MUFG shall not make dividend payments in cash (in case of the preferred shares directly issued by MUFG which rank most senior in priority of payment as to dividends among shares, dividend payment in cash in excess of the product of one-half of the amount of the preferred dividend and a ratio, the numerator of which is the amount of interest to be paid on the bonds and the denominator of which is the amount of interest which should have been paid on the bonds) to shareholders as of the immediately preceding record date of dividend payment, etc.

(2) Interest payable amount limitation

The amount of interest payable on any interest payment date on the bonds shall not exceed the Interest Payable Amount and MUFG shall not pay any amount of interest |

on the bonds in excess of the Interest Payable Amount.

(The Interest Payable Amount shall be calculated by dividing the Adjusted Distributable Amount on a *pro rata* basis among the amount of interest payable under each bond and each amount of interests and dividends payable on the same interest payment date under each preferred share directly issued by MUFG which rank most senior in priority of payment as to dividends and each parity security.

The Adjusted Distributable Amount shall be the distributable amount under the Companies Act as of the interest payment date less the total amount of interests and dividends of the bonds, parity securities and junior securities paid on any day preceding the interest payment date within the fiscal year in which such interest payment date falls.)

The amount of interest on the bonds which have not been paid according to (1) or (2) above shall not be accrued and payment obligation thereof shall be discharged thereafter.

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| 10. | Summary of Write-down Clause | <p>(1) Write-down upon the occurrence of a loss absorption event</p> <p>When MUFG's consolidated Common Equity Tier1 capital ratio falls below 5.125%, the principal amount of, and the corresponding amount of interest on, each bond shall be written down to the extent necessary, as determined by MUFG in consultation with the Financial Services Agency of Japan or other relevant regulatory authority, to make MUFG's consolidated Common Equity Tier1 capital ratio exceed 5.125% by write-down of part of the principal of each bond and write-down or conversion to ordinary shares of all or part of the principal of each other Additional Tier1 liability on a <i>pro rata</i> basis.</p> <p>(2) Write-down upon the occurrence of a non-viability event</p> <p>The principal amount of and interests on the bonds shall be written down to zero when it is confirmed that the specified item 2 measures (<i>tokutei dai nigou sochi</i>), which are the measures set forth in Article 126-2, Paragraph 1, Item 2 of the Deposit Insurance Act, need to be applied to MUFG.</p> <p>(3) Write-down upon the occurrence of a bankruptcy proceedings commencement event</p> <p>The principal amount of and interest on the bonds shall be written down to zero when it is adjudicated that MUFG becomes subject to bankruptcy and other insolvency proceedings.</p> |
| 11. | Summary of Reinstatement Clause | <p>When a part of the principal amount of the bonds have been written down upon the occurrence of a loss absorption event, such principal amount of the bonds shall be reinstated upon the occurrence of a Reinstatement Event to the extent of the amount to be determined by MUFG in consultation with the Financial Services Agency of Japan or other relevant regulatory authority.</p> <p>(The Reinstatement Event occurs when MUFG determines that the principal amount of the bonds that have been written-down be reinstated after obtaining prior confirmation of the Financial Services Agency of Japan or any other relevant regulatory authority that MUFG's consolidated Common Equity Tier1 capital ratio remains at a sufficiently high level after giving effect to the relevant reinstatement of the bonds.)</p> |
| 12. | Use of Proceeds | <p>To enhance the regulatory capital of MUFG and its consolidated subsidiaries (including provision of subordinated loans to its consolidated subsidiaries). The bonds will be qualified as MUFG's Additional Tier1 capital under the current applicable capital adequacy requirements.</p> |
| 13. | Liquidation Preference | <p>The bonds rank, as to the payment of liabilities in our liquidation proceedings (excluding special liquidation proceedings), effectively, junior to the general creditors and dated subordinated creditors of MUFG, senior to the MUFG's common shares, and <i>pari passu</i> with MUFG's preferred shares and its special purpose companies' preferred securities.</p> |
| 14. | Method of Offering | Public offering in Japan |
| 15. | Fiscal Agent | The Bank of Tokyo-Mitsubishi UFJ, Ltd. |
| 16. | Securities Depository | Japan Securities Depository Center, Incorporated |

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Contact:

Mitsubishi UFJ Financial Group, Inc.

Corporate Communications Division

Media Relations Office

81-3-3240-7651

This press release has been prepared for the purpose of publicly announcing the issuance of Mitsubishi UFJ Financial Group, Inc. third series of unsecured perpetual subordinated bonds with optional-redemption clause and write-down clause and not for the purpose of soliciting investment. This press release is not intended to, and will not, constitute an offer to sell or the solicitation of an offer to buy securities in the United States. The bonds have not been and will not be registered under the U.S. Securities Act of 1933 (the 1933 Act) and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements under the 1933 Act.