

MIZUHO FINANCIAL GROUP INC  
Form 6-K  
January 31, 2019

**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 January 2019**

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

THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE INTO THE PROSPECTUS FORMING A PART OF MIZUHO FINANCIAL GROUP, INC. S REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333-213187) AND TO BE A PART OF SUCH PROSPECTUS FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

**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: January 31, 2019

Mizuho Financial Group, Inc.

By: /s/ Makoto Umemiya

Name: Makoto Umemiya

Title: Managing Executive Officer / Group CFO

**For Immediate Release:****Consolidated Financial Statements for the Third Quarter of Fiscal  
2018****(Nine months ended December 31, 2018)****<Under Japanese GAAP>**

Company Name: **Mizuho Financial Group, Inc. ( MHFG )** January 31, 2019

Stock Code Number  
(Japan): 8411

Stock Exchange Listings: Tokyo Stock Exchange (First Section), New York Stock Exchange

URL: <https://www.mizuho-fg.com/index.html>

Representative: Tatsufumi Sakai President & CEO

For Inquiry: Masahiro Kosugi Executive Officer,  
General Manager of  
Accounting

Filing of Shihanki Hokokusho (scheduled): February 14, 2019 Phone: +81-3-6838-6101  
Trading Accounts:  
Established

Commencement of Dividend  
Payment (scheduled): -

Supplementary Materials on Quarterly  
Results: Attached

IR Conference on Quarterly Results: Not Scheduled

Amounts less than one million yen are rounded down.

**1. Financial Highlights for the Third Quarter of Fiscal 2018 (for the nine months ended December 31, 2018)****(1) Consolidated Results of Operations (Accumulated Period)**

(%: Changes from the corresponding period of the previous fiscal year)

	Ordinary Income		Ordinary Profits		Profit Attributable to Owners of Parent	
	¥ million	%	million	%	¥ million	%
3Q F2018	2,858,287	6.8	547,561	(15.0)	409,929	(13.8)
3Q F2017	2,674,120	11.6	644,556	11.9	475,703	(5.7)

Note: Comprehensive Income:

3Q F2018: ¥(5,918) million, (100.7)%; 3Q F2017: ¥802,214 million, 107.2%

	<b>Net Income per Share of Common Stock</b>	<b>Diluted Net Income per Share of Common Stock</b>
	¥	¥
3Q F2018	16.16	16.16
3Q F2017	18.75	18.74

**(2) Consolidated Financial Conditions**

	<b>Total Assets</b>	<b>Total Net Assets</b>	<b>Own Capital Ratio</b>
	¥ million	¥ million	%
3Q F2018	201,634,284	9,306,099	4.3
Fiscal 2017	205,028,300	9,821,246	4.4

Reference: Own Capital:

As of December 31, 2018: ¥8,855,389 million; As of March 31, 2018: ¥9,065,843 million

Note: Own Capital Ratio is calculated as follows: (Total Net Assets - Stock Acquisition Rights - Non-controlling Interests) /

Total Assets × 100

Own Capital Ratio stated above is not calculated based on the public notice of Own Capital Ratio.

**2. Cash Dividends for Shareholders of Common Stock**

	Annual Cash Dividends per Share				
	First	Second	Third	Fiscal	Total
	Quarter-end	Quarter-end	Quarter-end	Year-end	
	¥	¥	¥	¥	¥
Fiscal 2017		3.75		3.75	7.50
Fiscal 2018		3.75			
Fiscal 2018 (estimate)				3.75	7.50

Note: Revision of the latest announced estimates for cash dividends for shareholders of common stock : No

**3. Consolidated Earnings Estimates for Fiscal 2018 (for the fiscal year ending March 31, 2019)**

	(%: Changes from the previous fiscal year)		
	Profit Attributable to Owners of Parent		Net Income per Share of Common Stock
	¥ million	%	¥
Fiscal 2018	570,000	(1.1)	22.47

- Notes:
- Revision of the latest announced earnings estimates for fiscal 2018: No
  - The number of shares of common stock used in the above per share information is based on the weighted average of the average number of shares during 1Q, 2Q and 3Q and the number of outstanding shares as of December 31, 2018 (which is used as a proxy for the average number of shares during 4Q of fiscal 2018).

**\* Notes**

**(1) Changes in Significant Subsidiaries during the Period (changes in specified subsidiaries accompanying changes in the scope of consolidation):** No

**(2) Adoption of Specified Accounting Methods for the Preparation of Quarterly Consolidated Financial Statements:** No

**(3) Changes in Accounting Policies and Accounting Estimates / Restatements**

Changes in accounting policies due to revisions of accounting standards, etc. No

Changes in accounting policies other than above: No

Changes in accounting estimates: No

Restatements: No

**(4) Issued Shares of Common Stock**

End of period issued shares					
End of period treasury stock):	As of December 31, 2018	25,392,498,945 shares	As of March 31, 2018	25,389,644,945 shares	
End of period treasury stock):	As of December 31, 2018	34,185,063 shares	As of March 31, 2018	24,829,446 shares	
End of period outstanding shares					
End of period (calculated period):	3Q Fiscal 2018	25,362,168,257 shares	3Q Fiscal 2017	25,366,621,222 shares	
This immediate release is outside the scope of quarterly review.					

*This immediate release contains statements that constitute forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995, including estimates, forecasts, targets and plans. Such forward-looking statements do not represent any guarantee by management of future performance.*

*In many cases, but not all, we use such words as aim, anticipate, believe, endeavor, estimate, expect, intend, may, plan, probability, project, risk, seek, should, strive, target and similar expressions in relation to us or our management to identify forward-looking statements. You can also identify forward-looking statements by discussions of strategy, plans or intentions. These statements reflect our current views with respect to future events and are subject to risks, uncertainties and assumptions.*

*We may not be successful in implementing our business strategies, and management may fail to achieve its targets, for a wide range of possible reasons, including, without limitation: incurrence of significant credit-related costs; declines in the value of our securities portfolio; changes in interest rates; foreign currency fluctuations; decrease in the market liquidity of our assets; revised assumptions or other changes related to our pension plans; a decline in our deferred tax assets; the effect of financial transactions entered into for hedging and other similar purposes; failure to maintain required capital adequacy ratio levels; downgrades in our credit ratings; our ability to avoid reputational harm; our ability to implement our Medium-term Business Plan, realize the synergy effects of One MIZUHO, and implement*



*other strategic initiatives and measures effectively; the effectiveness of our operational, legal and other risk management policies; the effect of changes in general economic conditions in Japan and elsewhere; and changes to applicable laws and regulations.*

*Further information regarding factors that could affect our financial condition and results of operations is included in Item 3. D. Key Information Risk Factors and Item 5. Operating and Financial Review and Prospects in our most recent Form 20-F filed with the U. S. Securities and Exchange Commission ( SEC ) and our report on Form 6-K furnished to the SEC on December 26, 2018, both of which are available in the Financial Information section of our web page at [www.mizuho-fg.com/index.html](http://www.mizuho-fg.com/index.html) and also at the SEC 's web site at [www.sec.gov](http://www.sec.gov).*

*We do not intend to update our forward-looking statements. We are under no obligation, and disclaim any obligation, to update or alter our forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by the rules of the Tokyo Stock Exchange.*

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øSELECTED FINANCIAL INFORMATION For the Third Quarter of Fiscal 2018	
[Note to XBRL]	

Please note that the names of the English accounts contained in XBRL data, which are available through EDINET and TDNet, may be different from those of the English accounts in our financial statements.

**1. Quarterly Consolidated Financial Statements and Others****(1) Consolidated Balance Sheets**

	<b>As of March 31, 2018</b>	<i>Millions of yen</i> <b>As of December 31, 2018</b>
<b>Assets</b>		
Cash and Due from Banks	¥ 47,725,360	¥ 43,823,523
Call Loans and Bills Purchased	715,149	589,863
Receivables under Resale Agreements	8,080,873	12,722,847
Guarantee Deposits Paid under Securities Borrowing Transactions	4,350,527	2,645,905
Other Debt Purchased	2,713,742	2,733,410
Trading Assets	10,507,133	12,940,574
Money Held in Trust	337,429	296,254
Securities	34,183,033	31,222,656
Loans and Bills Discounted	79,421,473	78,557,944
Foreign Exchange Assets	1,941,677	2,159,422
Derivatives other than for Trading Assets	1,807,999	1,469,143
Other Assets	4,588,484	3,565,249
Tangible Fixed Assets	1,111,128	1,085,821
Intangible Fixed Assets	1,092,708	1,047,702
Net Defined Benefit Asset	996,173	989,216
Deferred Tax Assets	47,839	46,386
Customers Liabilities for Acceptances and Guarantees	5,723,186	6,008,016
Reserves for Possible Losses on Loans	(315,621)	(269,653)
<b>Total Assets</b>	<b>¥ 205,028,300</b>	<b>¥ 201,634,284</b>

*Mizuho Financial Group, Inc.*

	<i>Millions of yen</i>	
	As of March 31, 2018	As of December 31, 2018
<b>Liabilities</b>		
Deposits	¥ 125,081,233	¥ 121,248,634
Negotiable Certificates of Deposit	11,382,590	13,699,564
Call Money and Bills Sold	2,105,293	2,191,302
Payables under Repurchase Agreements	16,656,828	18,625,422
Guarantee Deposits Received under Securities Lending Transactions	1,566,833	908,872
Commercial Paper	710,391	956,670
Trading Liabilities	8,121,543	8,329,616
Borrowed Money	4,896,218	4,124,799
Foreign Exchange Liabilities	445,804	527,815
Short-term Bonds	362,185	355,795
Bonds and Notes	7,544,256	8,536,593
Due to Trust Accounts	4,733,131	1,095,516
Derivatives other than for Trading Liabilities	1,514,483	1,283,491
Other Liabilities	3,685,585	3,967,625
Reserve for Bonus Payments	66,872	34,477
Reserve for Variable Compensation	3,242	2,192
Net Defined Benefit Liability	58,890	59,834
Reserve for Director and Corporate Auditor Retirement Benefits	1,460	1,377
Reserve for Possible Losses on Sales of Loans	1,075	180
Reserve for Contingencies	5,622	5,019
Reserve for Reimbursement of Deposits	20,011	17,291
Reserve for Reimbursement of Debentures	30,760	26,847
Reserves under Special Laws	2,361	2,365
Deferred Tax Liabilities	421,002	253,130
Deferred Tax Liabilities for Revaluation Reserve for Land	66,186	65,732
Acceptances and Guarantees	5,723,186	6,008,016
<b>Total Liabilities</b>	¥ 195,207,054	¥ 192,328,185
<b>Net Assets</b>		
Common Stock	¥ 2,256,548	¥ 2,256,767
Capital Surplus	1,134,922	1,138,427
Retained Earnings	4,002,835	4,223,408
Treasury Stock	(5,997)	(7,768)
<b>Total Shareholders Equity</b>	7,388,309	7,610,834
Net Unrealized Gains (Losses) on Other Securities	1,392,392	998,866
Deferred Gains or Losses on Hedges	(67,578)	(67,771)
Revaluation Reserve for Land	144,277	143,248
Foreign Currency Translation Adjustments	(85,094)	(101,372)

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Remeasurements of Defined Benefit Plans	293,536	271,584
<b>Total Accumulated Other Comprehensive Income</b>	1,677,534	1,244,555
<b>Stock Acquisition Rights</b>	1,163	707
<b>Non-Controlling Interests</b>	754,239	450,002
<b>Total Net Assets</b>	9,821,246	9,306,099
<b>Total Liabilities and Net Assets</b>	¥ 205,028,300	¥ 201,634,284

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**(2) Consolidated Statements of Income and Consolidated Statements of Comprehensive Income****[Consolidated Statements of Income]**

	<i>Millions of yen</i>	
	<b>For the nine months ended December 31, 2017</b>	<b>For the nine months ended December 31, 2018</b>
<b>Ordinary Income</b>	¥ 2,674,120	¥ 2,858,287
Interest Income	1,208,466	1,511,057
<i>Interest on Loans and Bills Discounted</i>	753,825	919,300
<i>Interest and Dividends on Securities</i>	200,553	235,733
Fiduciary Income	39,268	39,404
Fee and Commission Income	553,438	546,951
Trading Income	193,420	241,644
Other Operating Income	245,799	242,400
Other Ordinary Income	433,726	276,829
<b>Ordinary Expenses</b>	2,029,563	2,310,725
Interest Expenses	609,687	918,127
<i>Interest on Deposits</i>	234,038	336,981
Fee and Commission Expenses	122,402	123,750
Other Operating Expenses	72,175	75,209
General and Administrative Expenses	1,109,994	1,069,806
Other Ordinary Expenses	115,304	123,831
<b>Ordinary Profits</b>	644,556	547,561
<b>Extraordinary Gains</b>	18,472	10,269
<b>Extraordinary Losses</b>	5,237	4,989
<b>Income before Income Taxes</b>	657,790	552,842
Income Taxes:		
Current	156,341	135,469
Deferred	1,968	(11,358)
Total Income Taxes	158,309	124,110
<b>Profit</b>	499,481	428,731
<b>Profit Attributable to Non-controlling Interests</b>	23,777	18,802
<b>Profit Attributable to Owners of Parent</b>	¥ 475,703	¥ 409,929

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*Mizuho Financial Group, Inc.***[Consolidated Statements of Comprehensive Income]**

	<i>Millions of yen</i>	
	<b>For the nine months ended December 31, 2017</b>	<b>For the nine months ended December 31, 2018</b>
Profit	¥ 499,481	¥ 428,731
Other Comprehensive Income	302,733	