

MITSUBISHI UFJ FINANCIAL GROUP INC

Form 6-K

November 14, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 6-K**

**Report of Foreign Issuer**

**Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

**For the month of November, 2008**

**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 offices)

**[Indicate by check mark whether the registrant files or  
will file annual reports under cover Form 20-F or Form 40-F.]**

Form 20-F   X        Form 40-F       

**[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   X

**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: November 14, 2008

Mitsubishi UFJ Financial Group, Inc.

By: /S/ Ryutaro Kusama

Name: Ryutaro Kusama

Title: Chief Manager, General Affairs  
Corporate Administration Division

**Concerning Determination of the Share Allottees of First Series Class 5 Preferred Shares**

**Tokyo, November 14, 2008** Mitsubishi UFJ Financial Group, Inc. (President & CEO Nobuo Kuroyanagi MUFG ) hereby announces that the share allottees and the number of shares to be allotted for the first series class 5 preferred shares (the Preferred Shares ) of MUFG that were resolved to be issued at the meeting of the Board of Directors held on October 27, 2008, has been determined as set forth below.

PARTICULARS

## 1. Share Allottees and Number of Shares to be Allotted for the First Series Class 5 Preferred Shares

| Share allottees                                 | Number of shares to be allotted | Aggregate amount to be paid |
|---|---------------------------------|-----------------------------|
| Nippon Life Insurance Company                   | 40,000,000 shares               | JPY 100,000,000,000         |
| Meiji Yasuda Life Insurance Company             | 40,000,000 shares               | JPY 100,000,000,000         |
| TAIYO LIFE INSURANCE COMPANY                    | 20,000,000 shares               | JPY 50,000,000,000          |
| DAIDO LIFE INSURANCE COMPANY                    | 20,000,000 shares               | JPY 50,000,000,000          |
| Tokio Marine & Nichido Fire Insurance Co., Ltd. | 20,000,000 shares               | JPY 50,000,000,000          |
| NIPPONKOA Insurance Company, Limited            | 12,000,000 shares               | JPY 30,000,000,000          |
| Aioi Insurance Company, Limited                 | 4,000,000 shares                | JPY 10,000,000,000          |
| Total   | 156,000,000 shares              | JPY 390,000,000,000         |

## 2. Reason for Selecting Share Allottees, etc.

## (1) Outline of Share Allottees

As set forth in the Attachment.

## (2) Reason for Selecting Share Allottees

MUFG determined the share allottees who are major institutional investors and understand MUFG's aim of enhanced stabilization of its financial base and further corporate growth as a global financial group by implementing this capital reinforcement.

## (3) Policy of Share Allottees

MUFG understands that the share allottees as major institutional investors will hold the shares basically for the mid-to-long term.

This notice is published solely for the purpose of disclosing to the public information regarding MUFG's issuance of preferred securities. Accordingly, this notice is not a solicitation of investments or any similar activities in or outside Japan.

This notice does not constitute an offer of securities for sale in the United States. The preferred securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. The preferred securities will be issued and sold in Japan, and MUFG has no intention of offering or selling these securities in the United States.



3. Major Shareholders and their Shareholding Ratios after Offering  
First Series Class 5 Preferred Shares

**Before the offering**

| (as of September 30, 2008) | After the offering                              |  |        |
|----------------------------|---|--|--------|
| Not applicable             | Nippon Life Insurance Company                   |  | 25.64% |
|                            | Meiji Yasuda Life Insurance Company             |  | 25.64% |
|                            | TAIYO LIFE INSURANCE COMPANY                    |  | 12.82% |
|                            | DAIDO LIFE INSURANCE COMPANY                    |  | 12.82% |
|                            | Tokio Marine & Nichido Fire Insurance Co., Ltd. |  | 12.82% |
|                            | NIPPONKOA Insurance Company, Limited            |  | 7.69%  |
|                            | Aioi Insurance Company, Limited                 |  | 2.56%  |
|                            | * * *   |  |        |

**Contact:**

Mitsubishi UFJ Financial Group, Inc.

Public Relations Division

81-3-3240-7651

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## Outline of Share Allottees (As of March 31, 2008)

- a. Trade name Nippon Life Insurance Company
- b. Business purposes Life insurance business
- c. Location of headquarters 3-5-12 Imabashi, Chuo-ku, Osaka
- d. Title and name of representative Kunie Okamoto, President
- e. Funds JPY 900,000 million (including the contingency reserve)
- f. Major shareholders and their shareholding ratios Not applicable.
- g. Relationship between share allottees and MUFG Capital relationship      Number of shares of MUFG that are held by the share allottees:
- Common Stock      280,011,699 shares
- First Series Class 3 Preferred Shares      20,000,000 shares
- Number of shares of the share allottees that are held by MUFG:      Not applicable.
- Personnel relationship      Kunie Okamoto, the President and Representative Director of the share allottees, is concurrently serving as the external auditor of MUFG
- Business relationship      Not applicable.
- Related-party relationship      Not applicable.
- h. Business results for past three years

| Fiscal year                       | March 2006 | March 2007 | March 2008 |
|-----------------------------------|------------|------------|------------|
| Ordinary revenue (million JPY)    | 6,839,468  | 6,514,099  | 6,509,497  |
| Ordinary income (million JPY)     | 443,793    | 330,606    | 311,714    |
| Current net surplus (million JPY) | 229,830    | 300,274    | 276,441    |

- a. Trade name Meiji Yasuda Life Insurance Company
- b. Business purposes Life insurance business
- c. Location of headquarters 1-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo
- d. Title and name of representative Kenji Matsuo, Director, President and Representative Executive Officer
- e. Funds JPY 410,000 million (including the contingency reserve)
- f. Major shareholders and their shareholding ratios Not applicable.
- g. Relationship between share allottees and MUFG Capital relationship Number of shares of MUFG that are held by the share allottees:

Common Stock 138,639,341 shares\*

First Series Class 3 Preferred Shares 40,000,000 shares

Number of shares of the share allottees that are held by MUFG: Not applicable.

Personnel relationship Not applicable.

Business relationship Not applicable.

Related-party relationship Not applicable.

- h. Business results for past three years

| Fiscal year                       | March 2006 | March 2007 | March 2008 |
|-----------------------------------|------------|------------|------------|
| Ordinary revenue (million JPY)    | 3,766,051  | 3,458,848  | 3,551,816  |
| Ordinary income (million JPY)     | 289,913    | 307,869    | 189,893    |
| Current net surplus (million JPY) | 226,074    | 241,417    | 163,182    |

\* In addition to these shares, Meiji Yasuda Life Insurance Company has entrusted 175,000,000 shares of Common Stock for the retirement benefit trust for which shares the company retains the right to instruct the trustee s exercise of voting rights.



|   |                                |  |
|---|--------------------------------|--|
| a. Trade name                                       | TAIYO LIFE INSURANCE COMPANY   |  |
| b. Business purposes                                | Life insurance business        |  |
| c. Location of headquarters                         | 1-2-3 Kaigan, Minato-ku, Tokyo |  |
| d. Title and name of representative                 | Katsuro Oishi, President       |  |
| e. Capital stock                                    | JPY 37,500 million             |  |
| f. Major shareholders and their shareholding ratios | T&D Holdings, Inc.             | 100%   |
| g. Relationship between share allottees and MUFG    | Capital relationship           | Number of shares of MUFG that are held by the share allottees: |

Common Stock 38,795,700 shares

Number of shares of the share allottees that are held by MUFG: Not applicable.

Personnel relationship Not applicable.

Business relationship Not applicable.

Related-party relationship Not applicable.

h. Business results for past three years

| Fiscal year                          | March 2006 | March 2007 | March 2008 |
|--------------------------------------|------------|------------|------------|
| Ordinary revenue (million JPY)       | 1,076,418  | 1,012,017  | 1,000,341  |
| Ordinary income (million JPY)        | 46,954     | 51,662     | 57,038     |
| Current net income (million JPY)     | 6,319      | 13,416     | 12,044     |
| Current net income per share (JPY)   | 4,185.08   | 8,944.39   | 8,029.34   |
| Dividends per share (JPY)            | 3,054.00   | 4,072.00   | 5,234.00   |
| Shareholders' equity per share (JPY) | 279,020.59 | 287,061.52 | 169,554.13 |

|   |   |  |
|---|---|--|
| a. Trade name                                       | DAIDO LIFE INSURANCE COMPANY              |  |
| b. Business purposes                                | Life insurance business                   |  |
| c. Location of headquarters                         | 1-2-1 Edobori, Nishi-ku, Osaka-shi, Osaka |  |
| d. Title and name of representative                 | Haruo Kuramochi, President                |  |
| e. Capital stock                                    | JPY 75,000 million                        |  |
| f. Major shareholders and their shareholding ratios | T&D Holdings, Inc.                        | 100%   |
| g. Relationship between share allottees and MUFG    | Capital relationship                      | Number of shares of MUFG that are held by the share allottees: |

Common Stock 67,111,474 shares

Class 12 Preferred Shares 11,300,000 shares

Number of shares of the share allottees that are held by MUFG: Not applicable.

Personnel relationship Not applicable.

Business relationship Not applicable.

Related-party relationship Not applicable.

h. Business results for past three years

| <b>Fiscal year</b>                   | <b>March 2006</b> | <b>March 2007</b> | <b>March 2008</b> |
|--------------------------------------|-------------------|-------------------|-------------------|
| Ordinary revenue (million JPY)       | 1,062,452         | 1,061,817         | 1,136,330         |
| Ordinary income (million JPY)        | 99,445            | 121,247           | 104,665           |
| Current net income (million JPY)     | 39,099            | 43,157            | 30,456            |
| Current net income per share (JPY)   | 26,004.80         | 28,771.58         | 20,304.51         |
| Dividends per share (JPY)            | 5,977.00          | 6,602.00          | 5,439.00          |
| Shareholders' equity per share (JPY) | 393,419.43        | 403,193.21        | 249,606.91        |

|   |   |  |
|---|---|--|
| a. Trade name                                       | Tokio Marine & Nichido Fire Insurance Co., Ltd.               |  |
| b. Business purposes                                | Property and casualty insurance business                      |  |
| c. Location of headquarters                         | 2-1 Marunouchi 1-chome, Chiyoda-ku, Tokyo                     |  |
| d. Title and name of representative                 | Shuzo Sumi, President   |  |
| e. Capital stock                                    | JPY 101,994 million   |  |
| f. Major shareholders and their shareholding ratios | Millea Holdings, Inc. (currently Tokio Marine Holdings, Inc.) | 100%   |
| g. Relationship between share allottees and MUFG    | Capital relationship  | Number of shares of MUFG that are held by the share allottees:                 |
|   |   | Common Stock 72,054,936 shares   |
|   |   | First Series Class 3 Preferred Shares 40,000,000 shares                        |
|   |   | Number of shares of the share allottees that are held by MUFG: Not applicable. |
|   | Personnel relationship  | Not applicable.  |
|   | Business relationship   | Insurance  |
|   | Related-party relationship                                    | Not applicable.  |

h. Business results for past three years

| Fiscal year                          | March 2006 | March 2007 | March 2008 |
|--------------------------------------|------------|------------|------------|
| Ordinary revenue (million JPY)       | 2,368,414  | 2,404,312  | 2,400,487  |
| Ordinary income (million JPY)        | 166,080    | 156,332    | 183,974    |
| Current net income (million JPY)     | 122,180    | 96,448     | 122,992    |
| Current net income per share (JPY)   | 78.84      | 62.23      | 79.36      |
| Dividends per share (JPY)            | 133.45     | 141.33     | 68.42      |
| Shareholders' equity per share (JPY) | 1,998.49   | 1,985.48   | 1,501.34   |

|    |  |   |  |
|----|--|---|--|
| a. | Trade name                                       | NIPPONKOA Insurance Company, Limited  |  |
| b. | Business purposes                                | Property and casualty insurance business  |  |
| c. | Location of headquarters                         | 3-7-3 Kasumigaseki, Chiyoda-ku, Tokyo   |  |
| d. | Title and name of representative                 | Makoto Hyodo, President and Chief Executive Officer                                       |  |
| e. | Capital stock                                    | JPY 91,249 million  |  |
| f. | Major shareholders and their shareholding ratios | State Street Bank and Trust Company   | 19.35%   |
|    |  | (Standing proxy agent: Mizuho Corporate Bank, Ltd., Kabutocho Custody & Proxy Department) |  |
|    |  | NIPPON EXPRESS CO., LTD.  | 4.35%  |
|    |  | The Joyo Bank, Ltd.<br>(Standing proxy agent: The Master Trust Bank of Japan, Ltd.)       | 3.06%  |
|    |  | JP Morgan Chase Bank 380055   | 3.05%  |
|    |  | (Standing proxy agent: Mizuho Corporate Bank, Ltd., Kabutocho Custody & Proxy Department) |  |
|    |  | Mellon Bank, N.A. Treaty Clients Omnibus  | 2.75%  |
|    |  | (Standing proxy agent: The Bank of Tokyo-Mitsubishi UFJ, Ltd.)                            |  |
|    |  | TAIYO LIFE INSURANCE COMPANY  | 2.23%  |
|    |  | The Chiba Bank, Ltd.  | 2.08%  |
|    |  | Japan Trustee Services Bank, Ltd.   | 2.06%  |
|    |  | (Trust account)   |  |
|    |  | The Bank of Tokyo-Mitsubishi UFJ, Ltd.  | 2.05%  |
|    |  | NAIGAI STEAM SHIP CO., LTD.   | 2.00%  |
| g. | Relationship between share allottees and MUFG    | Capital relationship  | Number of shares of MUFG that are held by the share allottees:                 |
|    |  |   | Common Stock 22,110,730 shares   |
|    |  |   | Number of shares of the share allottees that are held by MUFG: Not applicable. |
|    |  | Personnel relationship  | Not applicable.  |
|    |  | Business relationship   | Insurance  |
|    |  | Related-party relationship  | Not applicable.  |
| h. | Business results for past three years            |   |  |

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| <b>Fiscal year</b>                   | <b>March 2006</b> | <b>March 2007</b> | <b>March 2008</b> |
|--------------------------------------|-------------------|-------------------|-------------------|
| Ordinary revenue (million JPY)       | 941,026           | 964,648           | 936,846           |
| Ordinary income (million JPY)        | 26,798            | 24,538            | 16,769            |
| Current net income (million JPY)     | 13,273            | 13,425            | 7,877             |
| Current net income per share (JPY)   | 16.31             | 16.75             | 10.19             |
| Dividends per share (JPY)            | 7.50              | 7.50              | 7.50              |
| Shareholders' equity per share (JPY) | 982.71            | 955.82            | 704.15            |

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|    |  |   |  |
|----|--|---|--|
| a. | Trade name                                       | Aioi Insurance Company, Limited   |  |
| b. | Business purposes                                | Property and casualty insurance business                                      |  |
| c. | Location of headquarters                         | 28-1, Ebisu 1-chome, Shibuya-ku, Tokyo  |  |
| d. | Title and name of representative                 | Tadashi Kodama, Representative Director and President                         |  |
| e. | Capital stock                                    | JPY 100,005 million   |  |
| f. | Major shareholders and their shareholding ratios | TOYOTA MOTOR CORPORATION  | 33.40%   |
|    |  | State Street Bank and Trust Company   | 6.16%  |
|    |  | (Standing proxy agent: Mizuho Corporate Bank, Ltd.)                           |  |
|    |  | The Master Trust Bank of Japan, Ltd.  | 5.41%  |
|    |  | (Trust account)   |  |
|    |  | Japan Trustee Services Bank, Ltd.   | 3.24%  |
|    |  | (Trust account)   |  |
|    |  | Japan Trustee Services Bank, Ltd.   | 1.48%  |
|    |  | (Trust account 4)   |  |
|    |  | Aioi Insurance Company, Limited, Employees Stock-Holding Association          | 1.39%  |
|    |  | BBH 493025 Black Rock Global Allocation                                       | 1.39%  |
|    |  | (Standing proxy agent: Sumitomo Mitsui Banking Corporation)                   |  |
|    |  | Danske Bank Clients Holdings  | 1.37%  |
|    |  | (Standing proxy agent: The Hongkong and Shanghai Banking Corporation Limited) |  |
|    |  | CBNY-Third Avenue Trust - The Third Avenue Value Fund                         | 1.20%  |
|    |  | (Standing proxy agent: Citibank Japan Ltd.)                                   |  |
|    |  | The Bank of New York (Luxembourg) S.A.  | 1.08%  |
|    |  | Non-treaty Account  |  |
|    |  | (Standing proxy agent: The Bank of Tokyo-Mitsubishi UFJ, Ltd.)                |  |
| g. | Relationship between share allottees and MUFG    | Capital relationship  | Number of shares of MUFG that are held by the share allottees:                 |
|    |  |   | Common Stock 7,629,980 shares  |
|    |  |   | Number of shares of the share allottees that are held by MUFG: Not applicable. |
|    |  | Personnel relationship  | Not applicable.  |

Business relationship Insurance

Related-party relationship Not applicable.

h. Business results for past three years

| <b>Fiscal year</b>                   | <b>March 2006</b> | <b>March 2007</b> | <b>March 2008</b> |
|--------------------------------------|-------------------|-------------------|-------------------|
| Ordinary revenue (million JPY)       | 999,452           | 999,623           | 1,058,424         |
| Ordinary income (million JPY)        | 24,904            | 29,808            | 4,431             |
| Current net income (million JPY)     | 19,750            | 18,874            | 7,171             |
| Current net income per share (JPY)   | 26.95             | 25.69             | 9.76              |
| Dividends per share (JPY)            | 10.00             | 10.00             | 10.00             |
| Shareholders' equity per share (JPY) | 858.77            | 855.93            | 600.59            |