

MIZUHO FINANCIAL GROUP INC
Form 6-K
July 13, 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 July 2016

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-_____.

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: July 13, 2016

Mizuho Financial Group, Inc.

By: /s/ Koichi Iida

Name: Koichi Iida

Managing Executive Officer / Group

Title: CFO

July 13, 2016

Mizuho Financial Group, Inc.
The Dai-ichi Life Insurance Co., Ltd.
DIAM Co., Ltd.
Mizuho Trust & Banking Co., Ltd.
Mizuho Asset Management Co., Ltd.
Shinko Asset Management Co., Ltd.

Signing of Integration Agreement among Asset Management Companies

DIAM Co., Ltd. (President & CEO: Yasumasa Nishi) (DIAM), Mizuho Trust & Banking Co., Ltd. (President & CEO: Takeo Nakano) (MHTB), Mizuho Asset Management Co., Ltd. (President & CEO: Hidetake Nakamura) (MHAM), and Shinko Asset Management Co., Ltd. (President & CEO: Shuichi Goto) (Shinko Asset Management) (collectively, the Integrating Companies) have been proceeding with discussions and preparations for the integration of their asset management functions (the Integration) pursuant to the memorandum of understanding on the integration dated September 30, 2015. In this regard, we are pleased to announce that the Integrating Companies today entered into Integration Agreement, after obtaining approval by resolutions adopted by their respective boards of directors. The Integration will become effective subject to approval by the relevant authorities.

1. Summary of Integration Agreement

- Effective date of the Integration: October 1, 2016
- Method of the Integration: The Integration will be implemented through the following steps: (i) a merger between MHAM as surviving company and Shinko Asset Management as disappearing company; (ii) a company split between MHTB as splitting company and MHAM (after the merger in (i) above) as successor company whereby rights and obligations attributed to Asset Management Division of MHTB will be transferred to MHAM; and (iii) a merger between DIAM as surviving company and MHAM as disappearing company.
- Company name: Asset Management One Co., Ltd.
- Stated capital: JPY 2 billion
- Location of the head office: 1-8-2 Marunouchi, Chiyoda-ku, Tokyo
- Representative: Yasumasa Nishi

- Shareholders:
 - Economic interests:
 - Mizuho Financial Group, Inc. 70%
 - Dai-ichi Life Holdings, Inc. (*) 30%
 - Voting rights:
 - Mizuho Financial Group, Inc. 51%
 - Dai-ichi Life Holdings, Inc. (*) 49%
- (*) A change in the company name is expected on October 1, 2016 from The Dai-ichi Life Insurance Co., Ltd., subject to approval by the relevant authorities.
- Corporate Governance Structure: Company with Audit & Supervisory Committee
- Expected directors, executive officers: See Exhibit 1 below
- 2. Expected organizational chart: See Exhibit 2 below
- 3. Expected company logo

Our aim through the Integration is to become the number one asset management company in terms of customer trust by providing a higher level of satisfaction, and also to become the number one asset management company in Asia that is competitive with the largest global asset management firms. The logo of the new company symbolizes this aim with a powerful representation of the Arabic numeral 1 , with the curve to the top right depicting our aspiration for further development and upward advancement.

Based on the strong commitment of Mizuho Financial Group, Inc. (Mizuho) and The Dai-ichi Life Insurance Company, Limited (Dai-ichi Life) to strengthen and develop their respective asset management businesses, the new company will aim to achieve significant development as a global asset management company, providing its customers with solutions of the highest standards by combining the asset management-related knowledge and experience accumulated and developed by each Integrating Company over many years, and taking full advantage of collaboration with both the Mizuho group and the Dai-ichi Life group. In order to establish a highly independent and transparent management framework, the new company's independent outside directors (Audit & Supervisory Committee members) will include professionals with a high level of expertise in the areas of asset management, legal affairs and accounting. In addition, the new company will fulfill its fiduciary duties as a professional asset management firm and provide services and products that truly benefit its customers. Through these efforts, the new company aims to become the most trusted and valued asset management company meeting the needs of pension funds and corporate customers in terms of diversification and sophistication of their investments, as well as encouraging a shift from saving to investment in Japan through providing individual customers with high-quality products and services.

-End-

Contact for inquiries regarding this matter:

Mizuho Financial Group, Corporate Communications Department +81-3-5224-2026
The Dai-ichi Life Insurance, Public Relations Department +81-50-3780-3235
(or -3256 or -3257)

[Reference] Overview of Integrating Companies

| | | | | |
|---------------------------|--|---|--|--|
| (1)Company name | DIAM Co., Ltd. | Mizuho Trust & Banking Co., Ltd. | Mizuho Asset Management Co., Ltd. | Shinko Asset Management Co., Ltd. |
| (2)Head office | 3-3-1 Marunouchi, Chiyoda-ku, Tokyo | 1-2-1 Yaesu, Chuo-ku, Tokyo | 3-5-27 Mita, Minato-ku, Tokyo | 1-17-10 Nihombashi, Chuo-ku, Tokyo |
| (3)President & CEO | Yasumasa Nishi | Takeo Nakano | Hidetake Nakamura | Shuichi Goto |
| (4)Principal business | Investment advisory and investment trust management business | Trust and banking business | Investment advisory and investment trust management business | Investment advisory and investment trust management business |
| (5)Capital | JPY2billion | JPY247.369billion | JPY2.045billion | JPY4.524billion |
| (6)Date of establishment | July 1, 1985 | May 9, 1925 | May 26, 1964 | June 14, 1961 |
| (7)Number of employees | 436 | 3,240 | 236 | 204 |
| (as of 2016/3/31) | | (210 in asset management function) | | |
| (8)Major shareholders | Mizuho Financial Group (50.0%) | Mizuho Financial Group (100.0%) excluding treasury shares | Mizuho Financial Group (100.0%) excluding treasury shares | Mizuho Securities (77.0%) |
| (shareholding ratio) | Dai-ichi Life Insurance (50.0%) | | | Mizuho Bank (10.0%) |
| (as of 2016/3/31) | | | | Mizuho Securities Research & Consulting (7.6%) |
| (9)Asset under management | Investment Trust JPY6.1805trillion | Investment advisory JPY26.7353trillion | Investment Trust JPY2.5179trillion | Investment Trust JPY4.2026trillion |
| (as of 2016/3/31) | Investment advisory JPY10.7692trillion | | Investment advisory JPY2.2324trillion | Investment advisory JPY112.0billion |
| (10)Business result | Operating revenue JPY39.5billion | Ordinary revenue JPY194.2billion | Operating revenue JPY22.4billion | Operating revenue JPY39.5billion |

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| | | | | |
|---------------|-----------------|-----------------|-----------------|-----------------|
| (Fiscal 2015) | Ordinary income | Ordinary income | Ordinary income | Ordinary income |
| | JPY7.7billion | JPY58.8billion | JPY2.6billion | JPY5.6billion |
| | Net income | Net income | Net income | Net income |
| | JPY5.1billion | JPY40.4billion | JPY1.7billion | JPY3.7billion |

[Exhibit 1] Expected directors, executive officers (as of 2016/10/1)

| New Position | Name | Current Position |
|---|--------------------|---|
| President & CEO | Yasumasa Nishi | President & CEO DIAM |
| Director | | |
| Managing Executive Officer | Toru Noguchi | Senior Executive Vice President DIAM |
| Head of Institutional Marketing Division | | |
| Director | | |
| Managing Executive Officer | Masamichi Ishikawa | Executive Officer Mizuho Financial Group |
| Head of Risk Management Division | | |
| Director | | |
| Managing Executive Officer | Yasutaka Yamada | Executive Director DIAM |
| Head of Planning Division | | |
| Director | | |
| Member of Audit and Supervisory Committee | Satoshi Kato | Executive Vice President DIAM |
| Director | | |
| Member of Audit and Supervisory Committee | Noboru Iwamatsu | Auditor Mizuho Asset Management |
| Director (not full-time) | | |
| Member of Audit and Supervisory Committee | Yuji Kage | |
| Director (not full-time) | | |
| Member of Audit and Supervisory Committee | Shozo Fujita | |
| Director (not full-time) | Masami Hashimoto | |

Member of Audit and Supervisory
Committee

Managing Executive Officer

Director & Senior Managing
Executive Officer

Head of Investment Trust Marketing
Division

Hiroshi Yuki

Shinko Asset Management

Managing Executive Officer

Executive Officer

Head of Investment Division

Akitoshi Masuda

DIAM

Managing Executive Officer

Executive Vice President

Head of Global Business Division

Hajime Fukuzawa

DIAM

Managing Executive Officer

Senior Executive Officer

Head of Product Division

Shigeo Kanzaki

Shinko Asset Management

Managing Executive Officer

General Manager, Pension
Business Consulting Department

Co-Head of Institutional Marketing
Division

Akihiro Ono

Mizuho Trust & Banking

| New Position | Name | Current Position |
|--|--------------------|---|
| Executive Officer | | General Manager, Index Strategy Fund Management Department |
| Head of IT & Systems, Operations Division | Hiroshi Yabuta | Mizuho Trust & Banking |
| Executive Officer | | Group Leader, IT Planning & Control Group |
| Deputy-Head of IT & Systems, Operations Division | Kiwao Shibamoto | DIAM |
| Executive Officer | | Executive Officer |
| Deputy-Head of Risk Management Division | Shigenori Kawamoto | DIAM |
| Executive Officer | | Executive Officer |
| Deputy-Head of Investment Trust Marketing Division | Yoshitaka Yoshino | Mizuho Asset Management |
| Executive Officer | | General Manager, Active Strategy Fund Management Department |
| Deputy-Head of Investment Division | Nobutaka Aoki | Mizuho Trust & Banking |
| Executive Officer | | Group Leader, Corporate Planning Group |
| Deputy-Head of Planning Division | Ryuji Fujiwara | DIAM |
| Executive Officer | | Chief General Manager, Investment Solutions Department |
| Deputy-Head of Investment Division | Motonobu Hoshino | DIAM |

[Exhibit 2] Expected organizational chart (as of 2016/10/1)