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 x 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 x

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 (as of 2016/3/31)	436	3,240 (210 in asset management function)	236	204
(8)Major shareholders (shareholding ratio) (as of 2016/3/31)	Mizuho Financial Group (50.0%) Dai- ichi Life Insurance (50.0%)	Mizuho Financial Group (100.0%) excluding treasury shares	Mizuho Financial Group (100.0%) excluding treasury shares	Mizuho Securities (77.0%) Mizuho Bank (10.0%) Mizuho Securities Research & Consulting (7.6%)
(9)Asset under management (as of 2016/3/31)	Investment Trust JPY6.1805trillion Investment advisory JPY10.7692trillion	Investment advisory JPY26.7353trillion	Investment Trust JPY2.5179trillion Investment advisory JPY2.2324trillion	Investment Trust JPY4.2026trillion Investment advisory JPY112.0billion
(10)Business result	Operating revenue JPY39.5billion	Ordinary revenue JPY194.2billion	Operating revenue JPY22.4billion	Operating revenue JPY39.5billion

(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 Head of Institutional Marketing Division	Toru Noguchi	Senior Executive Vice President DIAM
Director Managing Executive Officer Head of Risk Management Division	Masamichi Ishikawa	Executive Officer Mizuho Financial Group
Director Managing Executive Officer Head of Planning Division	Yasutaka Yamada	Executive Director DIAM
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 Head of Investment Trust Marketing Division	Hiroshi Yuki	Director & Senior Managing Executive Officer Shinko Asset Management
Managing Executive Officer Head of Investment Division	Akitoshi Masuda	Executive Officer DIAM
Managing Executive Officer Head of Global Business Division	Hajime Fukuzawa	Executive Vice President DIAM
Managing Executive Officer Head of Product Division	Shigeo Kanzaki	Senior Executive Officer Shinko Asset Management
Managing Executive Officer Co-Head of Institutional Marketing Division	Akihiro Ono	General Manager, Pension Business Consulting Department Mizuho Trust & Banking

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

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