

MIZUHO FINANCIAL GROUP INC  
Form 424B3  
January 05, 2009

January 5, 2009

U.S. Securities & Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
Attn.: Document Control

Re: American Depositary Shares  
evidenced by American Depositary  
Receipts representing common shares of  
Mizuho Financial Group (Form F-6,  
Registration No. 333-138082)

Ladies and Gentlemen:

Pursuant to Rule 424(b)(3) under the Securities  
Act of 1933, as amended, on behalf of The Bank  
of New York Mellon, as Depositary for  
securities against which American Depositary  
Receipts are to be issued, we attach a copy of the  
new prospectus (Prospectus) reflecting a change  
in the number of shares represented by each  
American Depositary Share.

As required by Rule 424(e), the upper right hand  
corner of the cover page has a reference to Rule  
424(b)(3) and to the file number of the  
registration statement to which the Prospectus  
relates.

Pursuant to Section III B of the General  
Instructions to the Form F-6 Registration  
Statement, the Prospectus consists of the revised  
form of ADR certificate.

Please contact me with any questions or  
comments on 212 815-4831.

Very truly yours,

---

Monica Vieira  
Assistant Vice President  
Tel (212) 815-4831  
Fax (212) 571-3050  
E-mail: monica.vieira@BNYMellon.com

Encl.

cc: Paul Dudek, Esq.