

MIZUHO FINANCIAL GROUP INC
Form 6-K
February 17, 2009

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 February 2009.

Commission File Number 001-33098

Mizuho Financial Group, Inc.

(Translation of registrant's name into English)

5-1, Marunouchi 2-chome

Chiyoda-ku, Tokyo 100-8333

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: February 16, 2009

Mizuho Financial Group, Inc.

By: /s/ Takashi Tsukamoto

Name: Takashi Tsukamoto

Title: Deputy President / CFO

February 16, 2009

To whom it may concern:

Company: Mizuho Financial Group, Inc.
 Representative: Terunobu Maeda, President & CEO
 Head Office: 2-5-1 Marunouchi, Chiyoda-ku, Tokyo
 Code: 8411 (First Section of the Tokyo Stock

Exchange and First Section of the Osaka

Securities Exchange)

Notice Concerning Determination of Certain Terms of the Issue of Stock Compensation-type

Stock Options (Stock Acquisition Rights)

Mizuho Financial Group, Inc. (the Company) hereby announces that, with respect to the Stock Acquisition Rights to be allotted to the Directors (excluding the Outside Directors) and Executive Officers of the Company and of Mizuho Bank, Ltd. and Mizuho Corporate Bank, Ltd., subsidiaries of the Company, as resolved at the meeting of the Board of Directors held on January 30, 2009, the matters remaining undetermined have been determined as follows.

1. Aggregate Number of Stock Acquisition Rights:
5,409

2. Amount to be Paid upon Allotment of the Stock Acquisition Rights:
The amount to be paid per Stock Acquisition Right upon its allocation: 190,910 yen

The rights to remuneration held by the person who receives the allocation shall be offset by the obligation to pay the amount to be paid upon allocation of the Stock Acquisition Rights.

3. Persons to Be Allocated the Stock Acquisition Rights and Their Numbers; and Number of the Stock Acquisition Rights to Be Allocated:

| | Number of persons to be allocated | Number of the Stock Acquisition Rights to be allocated |
|--|--------------------------------------|--|
| Director of the Company | 4 | 435 |
| Executive Officer of the Company | 4 | 181 |
| Director of Mizuho Bank, Ltd. and Mizuho Corporate Bank, Ltd. | 14 | 1,320 |
| Executive Officer of Mizuho Bank, Ltd. and Mizuho Corporate Bank, Ltd. | 71 | 3,473 |

Mizuho Financial Group, Inc.

Public Relations Office

Corporate Communications

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Tel: +81-(0)3-5224-2026

Note: This document is prepared for the purpose of public disclosure of determination of the terms of the Stock Acquisition Rights, and does not constitute an offer for sale or a solicitation of an offer for purchase of any securities in or outside of Japan.