

MIZUHO FINANCIAL GROUP INC

Form 6-K

September 21, 2007

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 September, 2007.

Commission File Number 001-33098

Mizuho Financial Group, Inc.

(Translation of registrant's name into English)

5-5, Otemachi 1-chome

Chiyoda-ku, Tokyo 100-0004

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: September 21, 2007

Mizuho Financial Group, Inc.

By: /s/ Satoru Nishibori

Name: Satoru Nishibori

Title: Managing Director / CFO

September 21, 2007

To whom it may concern:

Company Name: Mizuho Financial Group, Inc.

Representative: Terunobu Maeda

Head Office: President & CEO
1-5-5 Otemachi,

Chiyoda-ku, Tokyo

Code Number: 8411 (TSE 1st Sec., OSE 1st Sec.)

Announcement Regarding Cancellation of Own Shares (Common Shares)

(Cancellation of Own Shares pursuant to Article 178 of the Company Law)

We, Mizuho Financial Group, Inc., hereby notify that the Board of Directors today has resolved to cancel our own common shares pursuant to Article 178 of the Company Law, as described in detail below.

This is the cancellation of our common shares which we repurchased pursuant to Article 165 and Article 156 of the Company Law, as we announced on September 6, 2007. As we have already announced, the cancellation will be made for the purpose of, among other things, offsetting the potential dilutive effect of the conversion of the Eleventh Series Class XI Preferred Stock in consideration of the possibility that the number of shares of our common stock will increase after the commencement of the conversion period from July 1, 2008.

(1) Type of shares to be cancelled: Shares of common stock of Mizuho Financial Group, Inc.

(2) Aggregate number of shares to be cancelled: 214,900 shares

(The ratio to total number of issued common shares before cancellation:
1.9%)

(3) Scheduled cancellation date: September 28, 2007

(Reference)

Total number of issued common shares after cancellation: 11,396,254.66 shares

Contact: Mizuho Financial Group, Inc.,

Corporate Communications

Public Relations Office

Tel: 81-3-5224-2026

This document is prepared in order to announce specific facts relating to cancellation of own shares (common shares) and does not constitute an offer for sale or solicitation for investment or other similar activity in or outside of Japan.