

MIZUHO FINANCIAL GROUP INC  
Form 6-K  
April 28, 2010

**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 April 2010**

**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: April 28, 2010

Mizuho Financial Group, Inc.

By: /s/ Takeo Nakano

Name: Takeo Nakano

Title: Managing Executive Officer / CFO

April 28, 2010

To Whom It May Concern:

Company: Mizuho Securities Co., Ltd.  
 Representative: Keisuke Yokoo, President  
 Head Office 1-5-1, Otemachi, Chiyoda-ku, Tokyo  
 Code 8606 (First Section of the Tokyo Stock

Exchange, First Section of the Osaka

Securities Exchange and First Section of

the Nagoya Stock Exchange)

**Retained Earnings Dividend Payments**

Mizuho Securities Co., Ltd. (the Company) hereby announces that its Board of Directors has resolved today to pay year-end dividends on its common stock as set forth below. The record date thereof is March 31, 2010.

The Company will submit a resolution on the proposed year-end dividends for the fiscal year ending March 31, 2010 at the General Meeting of Shareholders to be held on June 22, 2010.

1. Description of dividends

|                           | Fiscal year ending           | Fiscal year ended     |
|---------------------------|------------------------------|-----------------------|
|                           | March 31, 2010 (proposed)    | March 31, 2009        |
| Record date               | March 31, 2010               | March 31, 2009        |
|                           | JPY 5                        | JPY 3                 |
|                           | (Details)                    | (Details)             |
| Dividend per share        | Common dividend JPY 3        | Common dividend JPY 3 |
|                           | Commemorative dividend JPY 2 |                       |
| Total amount of dividends | JPY 7,942 million            | JPY 2,318 million     |
| Effective date            | June 23, 2010                | June 26, 2009         |
| Source of dividends       | Retained earnings            | Retained earnings     |

2. Reasons

The Company's basic policy is to maximize enterprise value, and with respect to the distribution of profits, we generally aim to strengthen our financial condition and enhance retained earnings for future business development and to conduct dividend distributions to our shareholders flexibly based on business results.

In addition to the above, with respect to this year's dividends, the Company is also announcing the payment of a commemorative dividend to express our appreciation to our shareholders for their support as we mark the first anniversary of the merger. The proposed year-end dividend will therefore total JPY 5 (common dividend JPY 3 plus commemorative dividend JPY 2) per share.

(Reference) Breakdown of annual dividends

| Record date   | Dividends per share (JPY) |                  |
|---|---------------------------|------------------|
|   | Year-end dividends        | Annual dividends |
| Fiscal year ending March 31, 2010 (proposed)        | JPY 5 (proposed)          | JPY 5 (proposed) |
| Actual results for fiscal year ended March 31, 2009 | JPY 3                     | JPY 3            |

End

<For inquiries relating to this matter, please contact>

Corporate Communications Department Mizuho Securities Co., Ltd. Tel. +81-3-5208-2030