

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,

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Encl.

cc: Paul Dudek, Esq.