

NOMURA HOLDINGS INC
Form 6-K
May 08, 2013
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FORM 6-K
U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Private Issuer

**Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934**

Commission File Number: 1-15270

For the month of May 2013

NOMURA HOLDINGS, INC.

(Translation of registrant's name into English)

9-1, Nihonbashi 1-chome

Chuo-ku, Tokyo 103-8645

Japan

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F X 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):

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Information furnished on this form:

EXHIBITS

Exhibit Number

1. Supplement for Financial Highlights Year ended March 31, 2013
2. Recent Developments

The registrant hereby incorporates Exhibits 1 and 2 to this report on Form 6-K by reference in the prospectus that is part of the Registration Statement on Form F-3 (Registration No. 333-169682) of the registrant and Nomura America Finance, LLC, filed with the Securities and Exchange Commission on September 30, 2010.

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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.

NOMURA HOLDINGS, INC.

Date: May 8, 2013

By: /s/ Eiji Miura
Eiji Miura
Senior Managing Director

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Presentation of Financial and Other Information

As used in this Form 6-K, references to Nomura are to Nomura Holdings, Inc. and its consolidated entities. References to NHI are to Nomura Holdings, Inc.

Unless otherwise stated, references in this Form 6-K to yen are to Japanese yen. Amounts shown in this Form 6-K have been rounded to the nearest indicated digit unless otherwise specified. In tables and paragraphs with rounded figures, sums may not add up due to rounding.

Except as otherwise indicated, all financial information with respect to Nomura presented in this Form 6-K is presented on an unaudited consolidated basis in accordance with U.S. generally accepted accounting principles.

Supplement for Financial Highlights The fiscal year ended March 31, 2013

Nomura reported net revenue of 1,813.6 billion yen, income before income taxes of 237.7 billion yen, and net income attributable to NHI shareholders of 107.2 billion yen for the fiscal year ended March 31, 2013. Basic-Net income attributable to NHI shareholders per share was 29.04 yen and Diluted-Net income attributable to NHI shareholders per share was 28.37 yen. Return on shareholders' equity was 4.9%.

i.) Financial Position

As of March 31, 2013, Nomura's total capital ratio¹ was 13.8% and its Tier 1 capital ratio² was 11.7%. Nomura had total assets of 37.9 trillion yen, an increase of 2.2 trillion yen compared to March 31, 2012, primarily due to increases in Trading assets, Securities purchased under agreements to resell, and Loans receivable. Total liabilities as of March 31, 2013 were 35.6 trillion yen, an increase of 2.3 trillion yen compared to March 31, 2012, primarily due to increases in Securities sold under agreements to repurchase, Trading liabilities, and Securities loaned. Total equity as of March 31, 2013 was 2,319.0 billion yen, a decrease of 70.2 billion yen compared to March 31, 2012. Leverage ratio as of March 31, 2013 was 16.5 times and net leverage ratio³ was 10.4 times.

¹ Return on shareholders' equity is a ratio of net income (loss) attributable to NHI shareholders to total NHI shareholders' equity.

² These ratios represent preliminary estimates as of the date of this supplement release and may be revised in Nomura's Annual Report on Form 20-F for the year ended March 31, 2013.

NHI has been assigned as saishu shitei oyagaisha (a Final Designated Parent Company) who must calculate the consolidated capital adequacy ratio according to the Notice of the Establishment of Standards for Determining Whether the Adequacy of Equity Capital of a Final Designated Parent Company and its Subsidiary Corporations, etc. is Appropriate Compared to the Assets Held by the Final Designated Parent Company and its Subsidiary Corporations, etc. (2010 FSA Regulatory Notice No. 130; Capital Adequacy Notice on Final Designated Parent Company hereinafter) in April 2011. Nomura calculates Basel 3 based consolidated regulatory capital adequacy ratio in accordance with the Capital Adequacy Notice on Final Designated Parent Company.

³ Net leverage ratio is a non-GAAP financial measure that Nomura considers to be a useful measure that Nomura and investors use to assess financial position. Net leverage ratio equals total assets less securities purchased under agreements to resell and securities borrowed divided by total NHI shareholders' equity.

Table of Contents**ii.) Expenses**

Non-interest expenses for the fiscal year ended March 31, 2013 increased by 8.6% from the prior fiscal year to 1,575.9 billion yen.

iii.) Capital and Other Balance Sheet Metrics

As of March 31, 2013, total NHI shareholders' equity was 2,294.4 billion yen, which represented an increase of 187.1 billion yen compared to March 31, 2012.

Level 3 assets (net)⁴ were approximately 0.5 trillion yen as of March 31, 2013.

iv.) Value at Risk

Value at risk⁵ as of March 31, 2013 was 5.1 billion yen, which represents a 29.2% decrease compared to March 31, 2012.

v.) Cash Dividends

| | For the year ended March 31 | |
|------------------------|-----------------------------|------|
| | 2012 | 2013 |
| | (Yen amounts) | |
| Dividends per share | | |
| Dividends record dates | | |
| At June 30 | | |
| At September 30 | 4.00 | 2.00 |
| At December 31 | | |
| At March 31 | 2.00 | 6.00 |
| For the year | 6.00 | 8.00 |

vi.) Number of Employees

As of March 31, 2013, Nomura had 27,956 employees globally (Japan: 16,030, Europe: 3,618, Americas: 2,271, Asia-Pacific (including Powai office in India): 6,037).

vii.) Others**Changes in Significant Subsidiaries During the Period (UNAUDITED)**

On March 21, 2013, Nomura sold 32,040 thousand shares, a portion of its holdings in its consolidated subsidiary, Nomura Real Estate Holdings, Inc. As a result, Nomura no longer maintains the controlling financial interests and Nomura Real Estate Holdings, Inc. has changed from a consolidated subsidiary to an affiliate accounted for by the equity method. Also, due to this sale of shares, total gains for the three months ended March 31, 2013 were 50.1 billion yen which included 38.5 billion yen of unrealized gains from Nomura's remaining shares.

⁴ This amount represents a preliminary estimate as of the date of this supplement release and may be revised in Nomura's Annual Report on Form 20-F for the year ended March 31, 2013.

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Level 3 assets (net) is a non-GAAP financial measure that Nomura considers to be a useful measure that Nomura and investors use to assess financial position. The level 3 assets (net) equals level 3 assets after netting off derivative assets and liabilities.

⁵ Value at risk is defined at 99% confidence level. The time horizon for our outstanding portfolio is 1 day. Inter-product price fluctuations are considered.

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The fiscal year ended March 31, 2013 Business Highlights

Net revenue was 1,813.6 billion yen, an increase of 18.1% from the prior fiscal year. Non-interest expenses were 1,575.9 billion yen, an increase of 8.6% compared to the prior fiscal year. Income before income taxes was 237.7 billion yen.

Net revenue in Retail was 397.9 billion yen, an increase of 13.6% from the prior fiscal year.

Net revenue in Asset Management was 68.9 billion yen, an increase of 4.8% compared to the prior fiscal year. Assets under management as of March 31, 2013 were 27.9 trillion yen, an increase of 3.3 trillion yen from 24.6 trillion yen as of March 31, 2012.

Net revenue in Wholesale was 644.9 billion yen, an increase of 16.2% compared to the prior fiscal year. The primary factor for the increase in net revenue was an increase in brokerage commissions, net gain on trading and fees from investment banking services.

Nomura maintained Tier 1 capital ratio⁶ of 11.7% as of March 31, 2013.

⁶ This ratio represents preliminary estimate as of the date of this supplement release and may be revised in Nomura's Annual Report on Form 20-F for the year ended March 31, 2013.

NHI has been assigned as saishu shitei oyagaisha (a Final Designated Parent Company) who must calculate the consolidated capital adequacy ratio according to the Notice of the Establishment of Standards for Determining Whether the Adequacy of Equity Capital of a Final Designated Parent Company and its Subsidiary Corporations, etc. is Appropriate Compared to the Assets Held by the Final Designated Parent Company and its Subsidiary Corporations, etc. (2010 FSA Regulatory Notice No. 130; Capital Adequacy Notice on Final Designated Parent Company hereinafter) in April 2011. Nomura calculates Basel 3 based consolidated regulatory capital adequacy ratio in accordance with the Capital Adequacy Notice on Final Designated Parent Company.

Table of Contents**Business Segment Information****Retail**

Net revenue for the fiscal year ended March 31, 2013 was 397.9 billion yen, a 13.6% increase from the prior fiscal year. Non-interest expenses increased by 3.5% to 297.3 billion yen. As a result, income before income taxes increased by 59.4% to 100.6 billion yen. The primary factor for the increase was increasing commissions from distribution of investment trusts and brokerage.

Retail client assets as of March 31, 2013 were 83.8 trillion yen, comprised of 46.7 trillion yen in equities, 6.6 trillion yen in foreign currency bonds, 12.4 trillion yen in domestic bonds including CBs and Warrants, 8.9 trillion yen in stock investment trusts, 4.9 trillion yen in bond investment trusts, 1.7 trillion yen in overseas mutual funds, and 2.7 trillion yen in other⁷.

Operating Results of Retail

| | Billions of yen For the year ended | | % Change (B-A)/(A) |
|-----------------------------------|---------------------------------------|-----------------------|-----------------------|
| | March 31, 2012 (A) | March 31, 2013 (B) | |
| Net revenue | 350.3 | 397.9 | 13.6 |
| Non-interest expenses | 287.1 | 297.3 | 3.5 |
| Income (loss) before income taxes | 63.1 | 100.6 | 59.4 |

Asset Management

Net revenue increased by 4.8% from the prior fiscal year to 68.9 billion yen. Non-interest expenses increased by 5.5% to 47.8 billion yen. As a result, income before income taxes increased by 3.2% to 21.2 billion yen. Assets under management were 27.9 trillion yen as of March 31, 2013, an increase of 3.3 trillion yen from March 31, 2012.

In addition, Nomura Asset Management's share of public investment trust market in Japan as of March 31, 2013 was 22.3%⁹. Market share in Japan for public stock investment trusts was 18%^{8,9}, while market share for public bond investment trusts was 43%^{8,9}.

Operating Results of Asset Management

| | Billions of yen For the year ended | | % Change (B-A)/(A) |
|-----------------------------------|---------------------------------------|-----------------------|-----------------------|
| | March 31, 2012 (A) | March 31, 2013 (B) | |
| Net revenue | 65.8 | 68.9 | 4.8 |
| Non-interest expenses | 45.3 | 47.8 | 5.5 |
| Income (loss) before income taxes | 20.5 | 21.2 | 3.2 |

⁷ Includes annuity insurance.

⁸ Nomura Asset Management Co., Ltd. only.

⁹ Source: The Investment Trusts Association, Japan.

Table of Contents**Wholesale**

Net revenue increased by 16.2% from the prior fiscal year to 644.9 billion yen (378.7 billion yen from Fixed Income, 181.7 billion yen from Equities, and 84.4 billion yen from Investment Banking). The primary factor for the increase in net revenue was an increase in brokerage commissions, net gain on trading and fees from investment banking services. In particular, net revenue of our Fixed Income business was a main driver of the increase in net revenue for Wholesale. Non-interest expenses decreased by 3.3% to 573.2 billion yen. As a result, income before income taxes was 71.7 billion yen.

Operating Results of Wholesale

| | Billions of yen For the year ended | | % Change (B-A)/(A) |
|-----------------------------------|---------------------------------------|-----------------------|-----------------------|
| | March 31, 2012 (A) | March 31, 2013 (B) | |
| Net revenue | 555.0 | 644.9 | 16.2 |
| Non-interest expenses | 592.7 | 573.2 | (3.3) |
| Income (loss) before income taxes | (37.7) | 71.7 | |

Note: Certain prior period amounts have been reclassified, in accordance with the realignment in April 2012.

Other Operating Results

Net revenue was 664.2 billion yen. Income before income taxes was 6.6 billion yen.

Other Operating Results

| | Billions of yen For the year ended | | % Change (B-A)/(A) |
|-----------------------------------|---------------------------------------|-----------------------|-----------------------|
| | March 31, 2012 (A) | March 31, 2013 (B) | |
| Net revenue | 560.9 | 664.2 | 18.4 |
| Non-interest expenses | 525.8 | 657.6 | 25.1 |
| Income (loss) before income taxes | 35.2 | 6.6 | (81.3) |

Note: Certain prior period amounts have been reclassified, in accordance with the realignment in April 2012.

Table of Contents**Segment Information Operating Segment**

The following table shows business segment information and reconciliation items to the consolidated statements of income.

| | Millions of yen For the year ended | | % Change |
|----------------------------------------------------------------------------------------|---------------------------------------|-----------------------|-----------|
| | March 31, 2012 (A) | March 31, 2013 (B) | (B-A)/(A) |
| Net revenue | | | |
| Business segment information: | | | |
| Retail | 350,258 | 397,925 | 13.6 |
| Asset Management | 65,800 | 68,937 | 4.8 |
| Wholesale | 555,049 | 644,856 | 16.2 |
| Subtotal | 971,107 | 1,111,718 | 14.5 |
| Other | 560,945 | 664,228 | 18.4 |
| Net revenue | 1,532,052 | 1,775,946 | 15.9 |
| Reconciliation items: | | | |
| Unrealized gain (loss) on investments in equity securities held for operating purposes | 3,807 | 37,685 | 889.9 |
| Net revenue | 1,535,859 | 1,813,631 | 18.1 |
| Non-interest expenses | | | |
| Business segment information: | | | |
| Retail | 287,128 | 297,297 | 3.5 |
| Asset Management | 45,281 | 47,768 | 5.5 |
| Wholesale | 592,701 | 573,199 | (3.3) |
| Subtotal | 925,110 | 918,264 | (0.7) |
| Other | 525,792 | 657,637 | 25.1 |
| Non-interest expenses | 1,450,902 | 1,575,901 | 8.6 |
| Reconciliation items: | | | |
| Unrealized gain (loss) on investments in equity securities held for operating purposes | | | |
| Non-interest expenses | 1,450,902 | 1,575,901 | 8.6 |
| Income (loss) before income taxes | | | |
| Business segment information: | | | |
| Retail | 63,130 | 100,628 | 59.4 |
| Asset Management | 20,519 | 21,169 | 3.2 |
| Wholesale | (37,652) | 71,657 | |
| Subtotal | 45,997 | 193,454 | 320.6 |
| Other* | 35,153 | 6,591 | (81.3) |
| Income (loss) before income taxes | 81,150 | 200,045 | 146.5 |

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| Reconciliation items: | | | |
|----------------------------------------------------------------------------------------|--------|---------|-------|
| Unrealized gain (loss) on investments in equity securities held for operating purposes | 3,807 | 37,685 | 889.9 |
| Income (loss) before income taxes | 84,957 | 237,730 | 179.8 |

*** Major components**

Transactions between operating segments are recorded within segment results on commercial terms and conditions, and are eliminated in Other .

The following table presents the major components of income (loss) before income taxes in Other .

| | Millions of yen | | % Change (B-A)/(A) |
|--------------------------------------------------------------------------------------|---------------------------------------------|-----------------------|-----------------------|
| | For the year ended March 31, 2012 (A) | March 31, 2013 (B) | |
| Net gain (loss) related to economic hedging transactions | 8,372 | 989 | (88.2) |
| Realized gain (loss) on investments in equity securities held for operating purposes | 198 | 1,001 | 405.6 |
| Equity in earnings of affiliates | 10,613 | 14,401 | 35.7 |
| Corporate items | (32,129) | 17,652 | |
| Other | 48,099 | (27,452) | |
| Total | 35,153 | 6,591 | (81.3) |

Note: Certain reclassifications of previously reported amounts have been made to conform to the current presentation.

Table of Contents**RATIO OF EARNINGS TO FIXED CHARGES AND COMPUTATION THEREOF**

The following table sets forth the ratio of earnings to fixed charges of Nomura for the fiscal year ended March 31, 2013, in accordance with U.S. GAAP.

| | Millions of yen | |
|-------------------------------------------------------------------------------------------------------------|--------------------------------------|----------------|
| | For the year ended March 31, 2013 | |
| Earnings: | | |
| Pre-tax income (loss) from continuing operations before adjustment for income or loss from equity investees | ¥ | 219,133 |
| Add: Fixed charges | | 266,313 |
| Distributed income of equity investees | | 5,568 |
| Earnings as defined | ¥ | 491,014 |
| Fixed charges | ¥ | 266,313 |
| Ratio of earnings to fixed charges ¹⁰ | | 1.8 |

¹⁰ For the purpose of calculating the ratio of earnings to fixed charges, earnings consist of pre-tax income (loss) before adjustment for income or loss from equity investees, plus (i) fixed charges and (ii) distributed income of equity investees. Fixed charges consist of interest expense. Fixed charges exclude premium and discount amortization as well as interest expense, which are included in Net gain (loss) on trading. Fixed charges also exclude interest within rent expense, which is insignificant.

Table of Contents**CAPITALIZATION AND INDEBTEDNESS¹¹**

The following table sets forth, on a U.S. GAAP basis, the consolidated capitalization and indebtedness of Nomura as of March 31, 2013. There has been no material change in Nomura's capitalization and indebtedness since March 31, 2013.

| | Millions of yen As of March 31, 2013 |
|--------------------------------------------------------------------------------|-----------------------------------------|
| Short-term borrowings | ¥ 738,445 |
| Long-term borrowings | 7,592,368 |
| NHI shareholders' equity: | |
| Common stock | |
| Authorized 6,000,000,000 shares as of March 31, 2013 | |
| Issued 3,822,562,601 shares as of March 31, 2013 | |
| Outstanding 3,710,960,252 shares as of March 31, 2013 | 594,493 |
| Additional paid-in capital | 691,264 |
| Retained earnings | 1,136,523 |
| Accumulated other comprehensive income (loss) | (57,395) |
| Total NHI shareholders' equity before treasury stock | 2,364,885 |
| Common stock held in treasury, at cost 111,602,349 shares as of March 31, 2013 | (70,514) |
| Total NHI shareholders' equity | 2,294,371 |
| Noncontrolling interests | 24,612 |
| Total equity | 2,318,983 |
| Total capitalization and indebtedness | ¥ 10,649,796 |

¹¹ Nomura enters into various guarantee arrangements in the form of standby letters of credit and other guarantees with third parties. The amount of potential future payments under these guarantee contracts outstanding, as of March 31, 2013 was ¥9,084 million.

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The audit of the consolidated financial statements for this fiscal year has not been completed by the independent auditors at the point of disclosing this Supplement for Financial Highlights. As a result of such audit, certain of the information set forth herein could be subject to revision, possibly material, in Nomura's Annual Report on Form 20-F for the year ended March 31, 2013.

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Recent Developments

Banca Monte dei Paschi di Siena SpA (MPS) issued a claim, dated March 1, 2013, in the Italian Courts against two former directors of MPS and Nomura International plc (NIP). MPS alleges that the former directors improperly caused MPS to enter into certain structured financial transactions with NIP in 2009 (the Transactions) and alleges that NIP is jointly liable for the unlawful conduct of MPS 's former directors. MPS claims damages of not less than EUR 700 million. An investigation has also been commenced by the Public Prosecutor 's office in Siena, Italy into various allegations against MPS and certain of its former directors, including in relation to the Transactions. Starting on April 15, 2013, the Public Prosecutor in Siena issued seizure orders in relation to the Transactions seeking to seize the Transactions and approximately EUR 1.9 billion of assets said to be held or receivable in various NIP and Nomura Bank International plc (NBI) accounts in, or managed through, Italy and alleging that the Transactions involved offenses under Italian law. NBI was informed on April 23, 2013 that a seizure order had been effected over a small amount of cash and certain receivables in Italy. On April 26, 2013, the relevant Italian criminal judge issued an order declining to validate the various seizure orders issued by the Public Prosecutor. Accordingly, on the same date, the Public Prosecutor ordered the immediate restitution of all assets subject to seizure. NIP and NBI are indirectly wholly owned subsidiaries of Nomura Holdings, Inc.