

MIZUHO FINANCIAL GROUP INC
Form 6-K
May 13, 2016

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 May 2016

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: May 13, 2016

Mizuho Financial Group, Inc.

By: /s/ Koichi Iida

Name: Koichi Iida

Title: Managing Executive Officer / Group CFO

For Immediate Release:**Financial Statements for Fiscal 2015****<Under Japanese GAAP>**Company Name: **Mizuho Financial Group, Inc. (MHFG)**

Stock Code Number (Japan): 8411 May 13, 2016
 Stock Exchange (Japan): Tokyo Stock Exchange (First Section)
 URL: <http://www.mizuho-fg.co.jp/english/>
 Representative: Yasuhiro Sato President & CEO
 For Inquiry: Masahiro Kosugi General Manager of Accounting
 Phone: +81-3-6838-6101
 Ordinary General Meeting of Shareholders (scheduled): June 24, 2016
 Filing of Yuka Shoken Hokokusho to the Kanto Local Finance Bureau (scheduled): June 27, 2016 Commencement of Dividend Payment (scheduled): June 3, 2016
 Supplementary Materials on Annual Results: Attached Trading Accounts: Established
 IR Conference on Annual Results: Scheduled

Amounts less than one million yen are rounded down.

1. Financial Highlights for Fiscal 2015 (for the fiscal year ended March 31, 2016)**(1) Consolidated Results of Operations**

	Ordinary Income		Ordinary Profits		Profit Attributable to Owners of Parent	
	¥ million	%	¥ million	%	¥ million	%
Fiscal 2015	3,215,274	1.1	997,529	(1.3)	670,943	9.6
Fiscal 2014	3,180,225	8.6	1,010,867	2.3	611,935	(11.1)

(%: Changes from the previous fiscal year)

Note: Comprehensive Income:

Fiscal 2015 ¥304,594 million, (84.3)%; Fiscal 2014: ¥1,941,073 million, 133.0%

	Net Income per Share of Common Stock	Diluted Net Income per Share of Common Stock	Net Income on Own Capital	Ordinary Profits to Total Assets	Ordinary Profits to Ordinary Income
	¥	¥	%	%	%
Fiscal 2015	26.94	26.42	8.3	0.5	31.0
Fiscal 2014	24.91	24.10	8.6	0.5	31.7

Reference: Equity in Income from Investments in Affiliates:

Fiscal 2015: ¥24,299 million; Fiscal 2014: ¥15,052 million

(2) Consolidated Financial Conditions

Total Assets	Total Net Assets	Own Capital Ratio	Total Net Assets per Share of Common Stock
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	¥ million	¥ million	%	¥
Fiscal 2015	193,458,580	9,353,244	4.2	322.46
Fiscal 2014	189,684,749	9,800,538	4.3	322.86

Reference: Own Capital:

As of March 31, 2016 ¥8,167,813 million; As of March 31, 2015 ¥8,161,121 million

Note: Own Capital Ratio is calculated as follows: (Total Net Assets - Stock Acquisition Rights - Non-controlling Interests) / Total Assets × 100

Own Capital Ratio stated above is not calculated based on the public notice of Own Capital Ratio.

(3) Conditions of Consolidated Cash Flows

	Cash Flows from Operating Activities ¥ million	Cash Flows from Investing Activities ¥ million	Cash Flows from Financing Activities ¥ million	Cash and Cash Equivalents at the end of the fiscal year ¥ million
Fiscal 2015	4,104,197	3,687,897	(521,023)	35,089,122
Fiscal 2014	6,654,958	2,619,227	(903,401)	27,840,775

2. Cash Dividends for Shareholders of Common Stock

	Annual Cash Dividends per Share				Annual ¥	Total Cash Dividends (Total) ¥ million	Dividends Pay-out	
	First quarter-end ¥	Second quarter-end ¥	Third quarter-end ¥	Fiscal year-end ¥			Ratio (Consolidated basis) %	Dividends on Net Assets (Consolidated basis) %
	Fiscal 2014		3.50				4.00	7.50
Fiscal 2015		3.75		3.75	7.50	187,078	27.8	2.3
Fiscal 2016 (estimate)		3.75		3.75	7.50		31.6	

Note: Please refer to Cash Dividends for Shareholders of Classified Stock (unlisted) mentioned later, the rights of which are different from those of common stock.

3. Consolidated Earnings Estimates for Fiscal 2016 (for the fiscal year ending March 31, 2017)

(%: Changes from the corresponding period of the previous fiscal year)

	Profit Attributable to Owners of Parent ¥ million	%	Net Income per Share of Common Stock ¥
1H F2016			
Fiscal 2016	600,000	(10.5)	23.73

Note: The number of shares of common stock used in the above calculation is based on the number of shares of common stock as of March 31, 2016 and takes into account mandatory acquisition of the Eleventh Series Class XI Preferred Stock that is scheduled to be conducted on July 1, 2016.

Notes

(1) Changes in Significant Subsidiaries during the Fiscal Year (changes in specified subsidiaries accompanying changes in the scope of consolidation): No

(2) Changes in Accounting Policies and Accounting Estimates / Restatements

Changes in accounting policies due to revisions of accounting standards, etc.: Yes

Changes in accounting policies other than above: No

Changes in accounting estimates: No

Restatements: No

(Note) For more information, please refer to (7) Change in Accounting Policies on page 1-30 of the attachment.

(3) Issued Shares of Common Stock

Year-end issued shares (including treasury stock):	As of March 31, 2016	25,030,525,657 shares	As of March 31, 2015	24,621,897,967 shares
Year-end treasury stock:	As of March 31, 2016	10,929,211 shares	As of March 31, 2015	11,649,262 shares
Average number of outstanding shares:	Fiscal 2015	24,806,160,636 shares	Fiscal 2014	24,368,115,969 shares

(Reference) Non-Consolidated Financial Statements for Fiscal 2015

Financial Highlights for Fiscal 2015 (for the fiscal year ended March 31, 2016)

(1) Non-Consolidated Results of Operations

	Operating Income		Operating Profits		Ordinary Profits		Net Income	
	¥ million	%	¥ million	%	¥ million	%	¥ million	%
Fiscal 2015	333,500	(11.7)	302,436	(13.8)	296,562	(15.1)	304,389	(12.7)
Fiscal 2014	377,777	19.2	350,922	19.2	349,438	20.8	349,001	22.0

(%: Changes from the previous fiscal year)

	Net Income per Share of Common Stock	Diluted Net Income per Share of Common Stock
	¥	¥
Fiscal 2015	12.17	11.98
Fiscal 2014	14.11	13.74

(2) Non-Consolidated Financial Conditions

	Total Assets	Total Net Assets	Own Capital Ratio	Total Net Assets per Share of Common Stock
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	¥ million	¥ million	%	¥
Fiscal 2015	7,064,211	5,197,208	73.5	203.58
Fiscal 2014	6,603,104	5,096,205	77.1	198.15

Reference: Own Capital:

As of March 31, 2016: ¥5,194,445 million; As of March 31, 2015: ¥5,092,385 million

Note : Own Capital Ratio is calculated as follows: (Total Net Assets - Stock Acquisition Rights) / Total Assets × 100

Own Capital Ratio stated above is not calculated based on the public notice of Own Capital Ratio.

(Presentation of Implementation Status of Review Procedure)

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The audit procedure of consolidated and non-consolidated financial statements based on the Financial Instruments and Exchange Law has not been completed at the time of the disclosure of these Financial Statements.

This immediate release contains statements that constitute forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995, including estimates, forecasts, targets and plans. Such forward-looking statements do not represent any guarantee by management of future performance.

In many cases, but not all, we use such words as aim, anticipate, believe, endeavor, estimate, expect, intend, may, plan, probability, project, risk, seek, should, strive, target and similar expressions in relation to us or our management to identify forward-looking statements. You can also identify forward-looking statements by discussions of strategy, plans or intentions. These statements reflect our current views with respect to future events and are subject to risks, uncertainties and assumptions.

We may not be successful in implementing our business strategies, and management may fail to achieve its targets, for a wide range of possible reasons, including, without limitation: incurrence of significant credit-related costs; declines in the value of our securities portfolio; changes in interest rates; foreign currency fluctuations; decrease in the market liquidity of our assets; revised assumptions or other changes related to our pension plans; a decline in our deferred tax assets; the effect of financial transactions entered into for hedging and other similar purposes; failure to maintain required capital adequacy ratio levels; downgrades in our credit ratings; our ability to avoid reputational harm; our ability to implement our Medium-term Business Plan, realize the synergy effects of One MIZUHO, and implement other strategic initiatives and measures effectively; the effectiveness of our operational, legal and other risk management policies; the effect of changes in general economic conditions in Japan and elsewhere; and changes to applicable laws and regulations.

Further information regarding factors that could affect our financial condition and results of operations is included in Item 3.D. Key Information Risk Factors and Item 5. Operating and Financial Review and Prospects in our most recent Form 20-F filed with the U.S. Securities and Exchange Commission (SEC) and our report on Form 6-K furnished to the SEC on January 26, 2016, both of which are available in the Financial Information section of our web page at www.mizuho-fg.co.jp/english/ and also at the SEC's web site at www.sec.gov.

We do not intend to update our forward-looking statements. We are under no obligation, and disclaim any obligation, to update or alter our forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by the rules of the Tokyo Stock Exchange.

Cash Dividends for Shareholders of Classified Stock

Breakdown of cash dividends per share and total cash dividends related to classified stock, the rights of which are different from those of common stock, is as follows:

	Annual Cash Dividends per Share				Total Cash Dividends	
	First quarter	Second quarter	Third quarter	Fiscal year-end	Annual	(Annual) ¥ million
	¥	¥	¥	¥	¥	
Eleventh Series Class XI Preferred Stock						
Fiscal 2014		10.00		10.00	20.00	4,910
Fiscal 2015		10.00		10.00	20.00	2,429
Fiscal 2016 (estimate)						

Note: As for the Eleventh Series Class XI Preferred Stock that will not have been requested for acquisition by June 30, 2016, Mizuho Financial Group Inc. will acquire all of the relevant stock as of July 1, 2016 in accordance with the provisions of Article 20 of the Company's Articles of Incorporation and Article 15 of the Terms and Conditions of the Eleventh Series Class XI Preferred Stock. Accordingly, cash dividend payments related to the Eleventh Series Class XI Preferred Stock will not be made in fiscal 2016.

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