

NOMURA HOLDINGS INC

Form 424B5

February 26, 2010

[Table of Contents](#)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Maximum Aggregate Offering Price	Amount of Registration Fee
\$1,500,000,000 5.00% Senior Notes due 2015	\$1,500,000,000	\$106,950 ⁽¹⁾
\$1,500,000,000 6.70% Senior Notes due 2020	\$1,500,000,000	\$106,950 ⁽¹⁾

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

Table of Contents

PROSPECTUS SUPPLEMENT
(to Prospectus dated February 24, 2010)

Filed Pursuant to Rule 424(b)(5)
Registration Statement No. 333-165049

Nomura Holdings, Inc.

\$1,500,000,000 5.00% Senior Notes due 2015

\$1,500,000,000 6.70% Senior Notes due 2020

We will pay interest on the \$1,500,000,000 5.00% senior notes due on March 4, 2015, or the 5-year notes, on March 4 and September 4 of each year, beginning on September 4, 2010, at an annual rate of 5.00%.

We will pay interest on the \$1,500,000,000 6.70% senior notes due on March 4, 2020, or the 10-year notes and, together with the 5-year notes, the notes, on March 4 and September 4 of each year, beginning on September 4, 2010, at an annual rate of 6.70%.

The notes will not be redeemable prior to maturity, except as set forth under **Description of Notes** **Optional Tax Redemption** in this prospectus supplement and **Description of Senior Debt Securities** **Redemption and Repayment** **Optional Tax Redemption** in the base prospectus, and will not be subject to any sinking fund. The notes will be issued only in registered form in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Approval in-principle has been received for the listing of the notes on the Singapore Exchange Securities Trading Limited, or the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained in this prospectus supplement. Admission of the notes to the Official List of the SGX-ST is not to be taken as an indication of our merits or the merits of the notes.

*See **Risk Factors** beginning on page S-5 of this prospectus supplement and page 3 of the base prospectus for a discussion of certain factors you should consider before investing in the notes.*

Price to Public

**Underwriting
Discounts and
Commissions**

**Proceeds, before
expenses, to
Nomura Holdings, Inc.**

Edgar Filing: NOMURA HOLDINGS INC - Form 424B5

Per 5-year note	99.686%	0.35%	99.336%
Per 10-year note	99.791%	0.45%	99.341%
Total	\$ 2,992,155,000	\$ 12,000,000	\$ 2,980,155,000

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or passed upon the accuracy or adequacy of this prospectus supplement or the base prospectus. Any representation to the contrary is a criminal offense.

The notes will be ready for delivery in book-entry form through the book-entry delivery system of The Depository Trust Company for the accounts of its participants, including Clearstream Banking, société anonyme, and Euroclear Bank S.A./N.V., on or about March 4, 2010.

Sole Bookrunner

Nomura Securities

Senior Co-Managers

BofA Merrill Lynch

Citi

Co-Managers

Deutsche Bank Securities

HSBC

J.P. Morgan

Mitsubishi UFJ Securities

UBS Investment Bank

Wells Fargo Securities

Prospectus Supplement dated February 25, 2010.

Table of Contents

TABLE OF CONTENTS

PROSPECTUS SUPPLEMENT

<u>SUMMARY</u>	S-1
<u>RISK FACTORS</u>	S-5
<u>CAPITALIZATION AND INDEBTEDNESS</u>	S-7
<u>USE OF PROCEEDS</u>	S-8
<u>EXCHANGE RATES</u>	S-9
<u>DESCRIPTION OF NOTES</u>	S-10
<u>BENEFIT PLAN INVESTOR CONSIDERATIONS</u>	S-13
<u>UNDERWRITING (CONFLICTS OF INTEREST)</u>	S-15
<u>VALIDITY OF THE NOTES</u>	S-20

PROSPECTUS

<u>SUMMARY</u>	1
<u>RISK FACTORS</u>	3
<u>USE OF PROCEEDS</u>	5
<u>RATIO OF EARNINGS TO FIXED CHARGES</u>	6
<u>NOMURA HOLDINGS, INC.</u>	7
<u>DESCRIPTION OF SENIOR DEBT SECURITIES</u>	8
<u>LEGAL OWNERSHIP AND BOOK-ENTRY ISSUANCE</u>	29
<u>TAXATION</u>	34
<u>PLAN OF DISTRIBUTION (CONFLICTS OF INTEREST)</u>	47
<u>VALIDITY OF THE SECURITIES</u>	50
<u>EXPERTS</u>	50
<u>ENFORCEMENT OF CIVIL LIABILITIES</u>	50
<u>CLEARANCE AND SETTLEMENT</u>	51
<u>BENEFIT PLAN INVESTOR CONSIDERATIONS</u>	55

You should rely only on the information contained in or incorporated by reference into this prospectus supplement and the base prospectus. We have not, and the underwriters have not, authorized anyone to provide you with information different from that contained in or incorporated by reference in this prospectus supplement or the base prospectus. We are offering to sell the notes only in jurisdictions where offers and sales are permitted. The information contained in or incorporated by reference in this prospectus supplement and the base prospectus is accurate only as of the date on the front of those documents, regardless of the time of delivery of the documents or any sale of the notes.

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of the notes and also adds to, updates and changes information contained in the base prospectus and the documents incorporated by reference in the prospectus supplement and the base prospectus. The second part, the base prospectus, provides more general information about debt securities we may offer from time to time. When we refer to the prospectus, we are referring to both parts of this document combined. If the description of the notes in the prospectus supplement differs from the description in the base prospectus, the description in the prospectus supplement supersedes the description in the base prospectus.

The term "Nomura" refers to Nomura Holdings, Inc. The terms "we," "our," and "us" refer to Nomura and, unless the context requires otherwise, will include Nomura's subsidiaries. References to "NHI" included in this prospectus supplement are to Nomura Holdings, Inc.

Nomura's financial statements, which are incorporated by reference into the prospectus, have been prepared in accordance with accounting principles generally accepted in the United States of America, which we refer to as U.S. GAAP. Nomura's financial statements are denominated in Japanese yen, the legal tender of Japan. When we refer to "yen" or "¥," we mean Japanese yen. When we refer to "\$," we mean U.S. dollars. When we refer to "S\$," we mean Singapore dollars. When we refer to "€," we mean euro.

FORWARD-LOOKING STATEMENTS

This prospectus supplement and the information incorporated by reference in this prospectus supplement include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. In addition, in the future we, and others on our behalf, may make statements that constitute forward-looking statements. You should not place undue reliance on these statements. Such forward-looking statements may include, without limitation, statements relating to the following:

our plans, objectives or goals;

our future economic performance or prospects;

the potential effect on our future performance of certain contingencies; and

assumptions underlying any such statements.

Words such as "believe," "anticipate," "expect," "intend" and "plan" and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. We do not intend to update these forward-looking statements except as may be required by applicable securities laws.

Edgar Filing: NOMURA HOLDINGS INC - Form 424B5

By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that predictions, forecasts, projections and other outcomes described or implied in forward-looking statements will not be achieved. We caution you that a number of important factors could cause results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. These factors include:

market and interest rate fluctuations;

the strength of the global economy in general and the strength of the economies of the countries in which we conduct our operations in particular;

the ability of counterparties to meet their obligations to us;

the effects of, and changes in, fiscal, monetary, trade and tax policies, and currency fluctuations;

S-iii

Table of Contents

political and social developments, including war, civil unrest or terrorist activity;

the possibility of foreign exchange controls, expropriation, nationalization or confiscation of assets in countries in which we conduct our operations;

changes in the monetary and interest rate policies of the Bank of Japan and other central banks;

the ability to maintain sufficient liquidity and access to capital markets;

operational factors such as systems failure, human error or the failure to properly implement procedures;

actions taken by regulators with respect to our business and practices in one or more of the countries in which we conduct our operations;

the effects of changes in laws, regulations or accounting policies or practices;

competition in geographic and business areas in which we conduct our operations;

the ability to retain and recruit qualified personnel;

the ability to increase market share and control expenses;

acquisitions, including the ability to integrate successfully acquired businesses; and

our success at managing the risks involved in the foregoing.

We caution you that the foregoing list of important factors is not exhaustive. When evaluating forward-looking statements, you should carefully consider the foregoing factors and other uncertainties and events, the risk factors and other information contained in or incorporated by reference in this prospectus supplement.

Table of Contents

SUMMARY

This summary does not contain all of the information that is important to you. You should read carefully the entire prospectus supplement, the base prospectus and the documents incorporated by reference herein or in the base prospectus for more information on us and recent transactions involving us.

Nomura Holdings, Inc.

We are one of the leading financial services firms in Japan and have worldwide operations. As of December 31, 2009, we operated offices in over 30 countries and regions including Japan, the United States, the United Kingdom, Singapore and Hong Kong. Our customers include individuals, corporations, financial institutions, governments and governmental agencies.

Our business consists of the following five business segments:

Retail principally investment consultation services to retail customers;

Global Markets principally fixed income and equity trading and asset finance businesses;

Investment Banking principally M&A advisory and corporate financing businesses;

Merchant Banking principally private equity investments; and

Asset Management principally development and management of investment trusts, and investment advisory services.

Our registered head office is located at 9-1, Nihonbashi 1-chome, Chuo-ku, Tokyo 103-8645, Japan. You can reach us by phone at +81-(3)-5255-1000 or by facsimile at +81-(3)-3274-4496. Our website is located at <http://www.nomura.com>. The information contained on our website is not part of this prospectus supplement or the base prospectus.

S-1

Table of Contents

The Offering

Please refer to the section "Description of Notes" beginning on page S-10 of this prospectus supplement and the section "Description of Senior Debt Securities" beginning on page 8 of the base prospectus for more information about the notes.

Issuer	Nomura Holdings, Inc.
Notes	\$1,500,000,000 aggregate principal amount of 5.00% senior notes due 2015. \$1,500,000,000 aggregate principal amount of 6.70% senior notes due 2020.
Maturity date	5-year notes: March 4, 2015. 10-year notes: March 4, 2020.
Issue price	5-year notes: 99.686% of the principal amount. 10-year notes: 99.791% of the principal amount.
Interest rate	The 5-year notes and the 10-year notes will bear interest at a rate of 5.00% and 6.70%, respectively, per annum.
Interest payment dates	Every March 4 and September 4, commencing on September 4, 2010.
Calculation of interest	Interest on the notes will be calculated on the basis of a 360-day year consisting of twelve 30-day months.
Ranking	The notes will rank at least equally with all of our existing and future unsecured and (subject to the provisions set forth under "Description of Senior Debt Securities" Restriction on Certain Liens" in the base prospectus) unsecured obligations save for obligations in respect of national and local taxes and certain other statutory exceptions.
Additional amounts	All payments of principal of and interest on the notes will be made without withholding or deduction for or on account of any taxes in Japan unless such withholding or deduction is required by law. Payments of interest on the notes generally will be subject to Japanese withholding tax unless the beneficial owner of the notes establishes that the notes are held by or for the account of a beneficial owner that is not a Japanese corporation or an individual resident of Japan for Japanese tax purposes. See "Taxation" Japanese Taxation" in

the base prospectus. If any such withholding or deduction is required by Japanese law, we will pay such additional amounts, subject to certain exceptions, as will result in the payment of amounts otherwise receivable absent any such withholding or deduction. See [Description of Notes Additional Amounts](#) in this prospectus supplement and [Description of Senior Debt Securities Payment of Additional Amounts](#) in the base prospectus. References to principal and interest in respect of the notes include any additional amounts which may be payable in respect of the principal or interest.

Optional tax redemption

If, due to changes in Japanese withholding tax treatment occurring on or after the date of this prospectus supplement, we would be required to pay additional amounts as described under [Description of Senior Debt Securities Payment of Additional Amounts](#) in the base

Table of Contents

prospectus, we may redeem the notes of each series in whole, but not in part, at a redemption price equal to 100% of the principal amount of the notes plus accrued but unpaid interest through but not including the redemption date.

Use of proceeds We intend to use the proceeds from the sale of the notes for general corporate purposes.

Listing Approval in-principle has been received for the listing of the notes on the SGX-ST.

For so long as the notes are listed on the SGX-ST, the notes will be traded on the SGX-ST in a minimum board lot size of S\$200,000 (or its equivalent in foreign currencies).

Rating The notes are expected to be rated Baa2 by Moody's Investors Service and BBB+ by Standard & Poor's Rating Services.

Risk factors You should carefully consider all of the information in this prospectus supplement and the base prospectus, which includes information incorporated by reference. In particular, you should evaluate the specific factors under the Risk Factors sections beginning on page S-5 of this prospectus supplement and page 3 of the base prospectus for risks relating to an investment in the notes.

Book-entry issuance, settlement and clearance We will issue the notes of each series in fully registered form in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. Each series of notes will be represented by one or more global notes registered in the name of The Depository Trust Company, or DTC, or its nominee. You will hold beneficial interests in the notes through DTC and its direct and indirect participants, including Euroclear Bank S.A./N.V., or Euroclear, and Clearstream Banking, société anonyme, or Clearstream, and DTC and its direct and indirect participants will record your beneficial interest on their books. Settlement of the notes will occur through DTC in same day funds. See Clearance and Settlement in the base prospectus.

Covenants The indenture relating to the notes contains restrictions on our ability to incur liens and merge or transfer assets. For a more complete description see Description of Senior Debt Securities Restriction on Certain Liens in the base prospectus.

Further issuances We may from time to time without your consent create and issue further notes of either series having the same terms and conditions as the applicable series of notes. Such additional notes may have original issue discount for U.S. federal income tax purposes. See Description of Notes Further Issuances in this prospectus supplement.

Conflicts of Interest Nomura Securities International, Inc., or NSI, is an affiliate of ours and, as a result, has a conflict of interest in this offering within the meaning of NASD Rule 2720 adopted by the Financial Industry Regulatory Authority, Inc. (FINRA). Consequently, the offering is being conducted in compliance with the provisions of Rule 2720.

Table of Contents

Because the offering is of notes that are rated investment grade, pursuant to Rule 2720, the appointment of a qualified independent underwriter is not necessary. The net proceeds received from the sale of the notes will be used, in part, by NSI or one of its affiliates in connection with hedging our obligations under the notes. See Underwriting (Conflicts of Interest) in this prospectus supplement.

Trustee, paying agent and registrar

Deutsche Bank Trust Company Americas

Governing law

New York.

Security codes

CUSIP: 65535H AA7

ISIN: US65535HAA77

5-year notes:

Common Code: 049086431

10-year notes:

CUSIP: 65535H AB5

ISIN: US65535HAB50

Common Code: 049086512

S-4

Table of Contents

RISK FACTORS

Investing in the notes involves risks. You should consider carefully the risks relating to the notes described below, as well as the other information presented in, or incorporated by reference into, this prospectus supplement and the base prospectus, before you decide whether to invest in the notes.

Risks relating to the Notes

There are no prior markets for the notes and if markets develop, they may not be liquid

Although approval in-principle has been received for the listing of the notes on the SGX-ST, there can be no assurance that any liquid markets for the notes will ever develop or be maintained. The underwriters have advised us that they currently intend to make a market in the notes of each series following the offering. However, the underwriters have no obligation to make a market in the notes and they may stop at any time. Further, there can be no assurance as to the liquidity of any markets that may develop for the notes or the prices at which you will be able to sell your notes, if at all. Future trading prices of the notes will depend on many factors, including:

prevailing interest rates;

our financial condition and results of operations;

the then-current ratings assigned to the notes;

the market for similar securities; and

general economic conditions.

Any trading markets that develop would be affected by many factors independent of and in addition to the foregoing, including the time remaining to the maturity of the notes; the outstanding amount of the notes; and the level, direction and volatility of market interest rates generally.

We are not restricted in our ability to dispose of our assets by the terms of the notes

The indenture governing the notes contains a negative pledge covenant that prohibits us from pledging assets to secure certain types of indebtedness, unless we make a similar pledge to secure the notes offered by this prospectus supplement and the base prospectus. However, we are generally permitted to sell or otherwise dispose of assets to another corporation or other entity under the terms of the notes. If we decide to

dispose of a large amount of our assets, you will not be entitled to declare an acceleration of the maturity of the notes, and those assets will no longer be available to support the notes.

The indenture and the notes do not contain any restrictions on our ability to pay dividends, incur indebtedness or issue or repurchase securities and provide holders with limited protection in the event of a highly leveraged transaction or a change in control

The indenture and the notes do not contain any financial covenants or other restrictions on our ability to pay dividends on our shares of common stock, our ability to incur unsecured indebtedness, or our ability to issue new securities or repurchase our outstanding securities. In addition, the indenture and the notes do not contain any covenants or other provisions to afford protection to holders of the notes in the event of a highly leveraged transaction or change in control.

The ratings of the notes may change after the issuance of the notes and those changes may have an adverse effect on the market prices and liquidity of the notes

The notes are expected to receive a credit rating of Baa2 from Moody's Investors Service and a credit rating of BBB+ from Standard & Poor's Rating Services. Such ratings are limited in scope, and do not address all

Table of Contents

material risks relating to an investment in the notes, but reflect only the view of each rating agency at the time the rating is issued. There is no assurance that such credit ratings will remain in effect for any given period of time or that such ratings will not be lowered, suspended or withdrawn entirely by the rating agencies, if, in each rating agency's judgment, circumstances so warrant. A downgrade or potential downgrade in these ratings or the assignment of new ratings that are lower than existing ratings could adversely affect the prices and liquidity of the notes. A security rating is not a recommendation to buy, sell or hold the notes.

The notes may effectively be subordinated and do not entitle holders to receive specific security interests

The notes are unsecured obligations and will be structurally subordinated to debt obligations of our subsidiaries, as well as other obligations of our subsidiaries. A substantial portion of our outstanding long-term indebtedness at December 31, 2009 consisted of debt of our subsidiaries. See Description of Notes Structural Subordination .

A portion of our debt is secured by our assets. See Note 12 to the consolidated financial statements in our annual report on Form 20-F for the fiscal year ended March 31, 2009. In addition, as is common with most Japanese corporations, our loan agreements relating to short-term and long-term debt with Japanese banks and some insurance companies require that we provide collateral for the benefit of the lenders at any time upon request by the lenders if it has become necessary to protect their loan receivables. Lenders whose loans constitute a majority of our indebtedness have the right to make such request. Although we have not received any requests of this kind from our lenders, there can be no assurance that our lenders will not request us to provide such collateral in the future. Most of these loan agreements, and some other loan agreements, contain rights of the lenders to offset cash deposits held by them against loans to us under specified circumstances.

Whether the provisions in our loan agreements and debt arrangements described above can be enforced will depend upon factual circumstances. However, if they are enforced, the claims of these lenders and banks would have priority over our assets and would rank senior to the claims of holders of the notes.

Table of Contents**CAPITALIZATION AND INDEBTEDNESS**

The following table sets forth, on a U.S. GAAP basis, our actual capitalization and indebtedness as of December 31, 2009, and as adjusted to give effect to the issuance of the notes. Other than the changes which reflect the anticipated issuance of the notes and the application of the proceeds from the notes, there has been no material change in our capitalization and indebtedness since December 31, 2009.

	As of December 31, 2009	
	Actual	As adjusted
	(millions of yen) (unaudited)	
Short-term borrowings	¥ 1,236,673	¥ 1,236,673
Long-term borrowings	¥ 6,642,077	¥ 6,917,654
The 5-year notes being currently offered		137,716
The 10-year notes being currently offered		137,861
Shareholders' equity:		
Common stock		
Authorized 6,000,000,000 shares		
Issued 3,719,133,241 shares at December 31, 2009		
Outstanding 3,668,133,115 shares at December 31, 2009	594,493	594,493
Additional paid-in capital	635,509	635,509
Retained earnings	1,070,463	1,070,463
Accumulated other comprehensive loss	(120,958)	(120,958)
	2,179,507	2,179,507
Common stock held in treasury, at cost		
51,020,126 shares at December 31, 2009	(69,739)	(69,739)
Total NHI's shareholders' equity	2,109,768	2,109,768
Noncontrolling interests	13,537	13,537
Total equity	¥ 2,123,305	¥ 2,123,305
Total capitalization and indebtedness	¥ 10,002,055	¥ 10,277,632

Notes:

- (1) Information with respect to secured indebtedness as of December 31, 2009 is not available. For a discussion of secured indebtedness as of March 31, 2009, see Note 12 to the consolidated financial statements in our annual report on Form 20-F for the fiscal year ended March 31, 2009.
- (2) The outstanding amounts of guaranteed indebtedness as of December 31, 2009 are not available. As of March 31, 2009, our consolidated indebtedness was not guaranteed. For the purpose of this note, guaranteed means guarantees provided by third parties.
- (3) We and certain subsidiaries enter 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 December 31, 2009 is ¥9,919 million. For a discussion of our

Edgar Filing: NOMURA HOLDINGS INC - Form 424B5

guarantees as of March 31, 2009, see Note 20 to the consolidated financial statements in our annual report on Form 20-F for the fiscal year ended March 31, 2009.

- (4) U.S. dollar amounts have been translated at a rate of ¥92.1 per \$1.00.

S-7

Table of Contents

USE OF PROCEEDS

We estimate that the net proceeds (after deducting underwriting discounts and commissions and estimated offering expenses) from the sale of the notes will be approximately \$2,978.3 million. We will use the proceeds for general corporate purposes.

S-8

Table of Contents**EXCHANGE RATES**

The following table shows, for the periods indicated, certain information regarding the U.S. dollar/Japanese yen exchange rate, based on the noon buying rates in New York City for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York on the relevant dates in such period.

Year ended March 31,	High	Low	Average	Year End
2005	¥ 114.30	¥ 102.26	¥ 107.49	¥ 107.22
2006	120.93	104.41	113.15	117.48
2007	121.81	110.07	116.92	117.56
2008	124.09	96.88	114.31	99.85
2009	110.48	87.80	100.62	99.15
Calendar year 2009				
	High	Low		
August	¥ 99.75	¥ 92.82		
September	93.09	89.34		
October	92.04	88.44		
November	90.96	86.12		
December	93.08	86.62		
Calendar year 2010				
	High	Low		
January	¥ 93.31	¥ 89.41		
February (through February 22, 2010)	91.94	89.11		