

MIZUHO FINANCIAL GROUP INC  
Form 6-K  
February 14, 2012

**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 February 2012**

**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: February 14, 2012

Mizuho Financial Group, Inc.

By: /s/ Takeo Nakano

Name: Takeo Nakano

Title: Managing Director / CFO

## 1. QUARTERLY CONSOLIDATED FINANCIAL STATEMENTS

## (1) CONSOLIDATED BALANCE SHEET

|   | <i>Millions of yen</i>         |                    |
|---|--------------------------------|--------------------|
|   | <b>As of December 31, 2011</b> |                    |
| <b>Assets</b>   |                                |                    |
| Cash and Due from Banks   | ¥                              | 7,315,542          |
| Call Loans and Bills Purchased                                    |                                | 267,110            |
| Receivables under Resale Agreements                               |                                | 8,085,665          |
| Guarantee Deposits Paid under Securities Borrowing Transactions   |                                | 5,722,472          |
| Other Debt Purchased  |                                | 1,580,429          |
| Trading Assets  |                                | 14,083,298         |
| Money Held in Trust   |                                | 77,658             |
| Securities  | *2                             | 45,571,999         |
| Loans and Bills Discounted  | *1                             | 65,194,184         |
| Foreign Exchange Assets   |                                | 1,076,483          |
| Derivatives other than for Trading Assets                         |                                | 4,827,364          |
| Other Assets  |                                | 2,759,507          |
| Tangible Fixed Assets   |                                | 922,124            |
| Intangible Fixed Assets   |                                | 489,535            |
| Deferred Tax Assets   |                                | 417,590            |
| Customers' Liabilities for Acceptances and Guarantees             |                                | 3,717,733          |
| Reserves for Possible Losses on Loans                             |                                | (722,228)          |
| Reserve for Possible Losses on Investments                        |                                | (15)               |
| <b>Total Assets</b>   |                                | <b>161,386,458</b> |
| <b>Liabilities</b>  |                                |                    |
| Deposits  |                                | 76,738,401         |
| Negotiable Certificates of Deposit                                |                                | 12,580,767         |
| Debentures  |                                | 12,314             |
| Call Money and Bills Sold   |                                | 5,959,092          |
| Payables under Repurchase Agreements                              |                                | 12,411,956         |
| Guarantee Deposits Received under Securities Lending Transactions |                                | 7,244,965          |
| Commercial Paper  |                                | 353,363            |
| Trading Liabilities   |                                | 8,106,421          |
| Borrowed Money  |                                | 12,791,065         |
| Foreign Exchange Liabilities                                      |                                | 202,888            |
| Short-term Bonds  |                                | 619,497            |
| Bonds and Notes   |                                | 4,806,101          |
| Due to Trust Accounts   |                                | 1,034,663          |
| Derivatives other than for Trading Liabilities                    |                                | 4,308,200          |
| Other Liabilities   |                                | 3,820,008          |
| Reserve for Bonus Payments  |                                | 16,112             |
| Reserve for Employee Retirement Benefits                          |                                | 35,781             |
| Reserve for Director and Corporate Auditor Retirement Benefits    |                                | 2,157              |
| Reserve for Possible Losses on Sales of Loans                     |                                | 320                |
| Reserve for Contingencies   |                                | 15,110             |
| Reserve for Reimbursement of Deposits                             |                                | 15,118             |
| Reserve for Reimbursement of Debentures                           |                                | 17,798             |
| Reserves under Special Laws                                       |                                | 1,214              |
| Deferred Tax Liabilities  |                                | 13,460             |
| Deferred Tax Liabilities for Revaluation Reserve for Land         |                                | 83,639             |
| Acceptances and Guarantees  |                                | 3,717,733          |
| <b>Total Liabilities</b>  |                                | <b>154,908,154</b> |

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|   |                      |
|---|----------------------|
| <b>Net Assets</b>                                   |                      |
| Common Stock and Preferred Stock                    | 2,254,972            |
| Capital Surplus                                     | 1,109,780            |
| Retained Earnings                                   | 1,190,870            |
| Treasury Stock                                      | (7,130)              |
| <b>Total Shareholders' Equity</b>                   | <b>4,548,493</b>     |
| Net Unrealized Gains (Losses) on Other Securities   | (158,971)            |
| Deferred Gains or Losses on Hedges                  | 84,443               |
| Revaluation Reserve for Land                        | 145,352              |
| Foreign Currency Translation Adjustments            | (107,305)            |
| <b>Total Accumulated Other Comprehensive Income</b> | <b>(36,481)</b>      |
| Stock Acquisition Rights                            | 2,162                |
| Minority Interests                                  | 1,964,129            |
| <b>Total Net Assets</b>                             | <b>6,478,303</b>     |
| <b>Total Liabilities and Net Assets</b>             | <b>¥ 161,386,458</b> |

(2) CONSOLIDATED STATEMENT OF INCOME AND  
 CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

[CONSOLIDATED STATEMENT OF INCOME]

|  | <i>Millions of yen</i>                         |           |
|--|--|-----------|
|  | For the nine months ended<br>December 31, 2011 |           |
| <b>Ordinary Income</b>                                   | ¥  | 1,975,986 |
| Interest Income  |  | 1,033,547 |
| <i>Interest on Loans and Bills Discounted</i>            |  | 655,732   |
| <i>Interest and Dividends on Securities</i>              |  | 241,439   |
| Fiduciary Income   |  | 34,318    |
| Fee and Commission Income                                |  | 399,709   |
| Trading Income   |  | 121,296   |
| Other Operating Income                                   |  | 283,286   |
| Other Ordinary Income                                    | *1   | 103,828   |
| <b>Ordinary Expenses</b>                                 |  | 1,609,094 |
| Interest Expenses  |  | 243,917   |
| <i>Interest on Deposits</i>                              |  | 75,754    |
| <i>Interest on Debentures</i>                            |  | 372       |
| Fee and Commission Expenses                              |  | 84,475    |
| Other Operating Expenses                                 |  | 70,140    |
| General and Administrative Expenses                      |  | 956,090   |
| Other Ordinary Expenses                                  | *2   | 254,471   |
| <b>Ordinary Profits</b>                                  |  | 366,891   |
| <b>Extraordinary Gains</b>                               | *3   | 91,790    |
| <b>Extraordinary Losses</b>                              | *4   | 15,658    |
| <b>Income before Income Taxes and Minority Interests</b> |  | 443,022   |
| Income Taxes:  |  |           |
| Current  |  | 32,561    |
| Deferred   |  | 79,528    |
| Total Income Taxes                                       |  | 112,089   |
| <b>Income before Minority Interests</b>                  |  | 330,932   |
| <b>Minority Interests in Net Income</b>                  |  | 59,968    |
| <b>Net Income</b>  | ¥  | 270,963   |

**[CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME]**

|   | <i>Millions of yen</i>     |
|---|----------------------------|
|   | <b>For the nine months</b> |
|   | <b>ended</b>               |
|   | <b>December 31, 2011</b>   |
| Income before Minority Interests  | ¥ 330,932                  |
| Other Comprehensive Income  | (120,597)                  |
| Net Unrealized Gains (Losses) on Other Securities                                   | (143,497)                  |
| Deferred Gains or Losses on Hedges  | 15,915                     |
| Revaluation Reserve for Land  | 11,877                     |
| Foreign Currency Translation Adjustments  | (3,844)                    |
| Share of Other Comprehensive Income of Associates Accounted for Using Equity Method | (1,048)                    |
| Comprehensive Income  | 210,335                    |
| Comprehensive Income Attributable to Owners of the Parent                           | 157,808                    |
| Comprehensive Income Attributable to Minority Interests                             | 52,527                     |

**(CHANGES IN THE SCOPE OF CONSOLIDATION OR IN THE SCOPE OF THE APPLICATION OF THE EQUITY METHOD)**

For the nine months ended December 31, 2011

(1) Important changes in the scope of the Application of the Equity Method

From the third quarter, Joint Stock Commercial Bank for Foreign Trade of Vietnam was newly included in the scope of the equity method as an affiliate as a result of acquisition of stocks.

**(ADDITIONAL INFORMATION)**

For the nine months ended December 31, 2011

(1) Mizuho Financial Group has applied Accounting Standard for Accounting Changes and Error Corrections (ASBJ Statement No.24, December 4, 2009) and Guidance on Accounting Standard for Accounting Changes and Error Corrections (ASBJ Guidance No.24, December 4, 2009) beginning with the treatment of accounting changes and corrections of prior period errors that are made after the beginning of the first quarter of fiscal 2011.

Based on Practical Guidelines on Accounting Standards for Financial Instruments (JICPA Accounting Practice Committee Statement No.14), Reversal of Reserves for Possible Losses on Loans and Recovery on Written-off Claims have been recorded in Other Ordinary Income beginning with the third quarter of fiscal 2011. However, retrospective application was not made for the third quarter of fiscal 2010.

(2) One of our consolidated foreign securities subsidiaries has received requests for information from the US Securities and Exchange Commission concerning the structuring and offering of certain securitization transactions involving sub-prime mortgages. It has been responding to such requests.

**(NOTES)**

**(NOTES TO CONSOLIDATED BALANCE SHEET)**

Notes as of December 31, 2011

1. Loans and Bills Discounted includes the following:

|  |                   |
|--|-------------------|
| Loans to Bankrupt Obligors:              | ¥ 34,277 million  |
| Non-Accrual Delinquent Loans:            | ¥ 610,428 million |
| Loans Past Due for Three Months or More: | ¥ 20,356 million  |
| Restructured Loans:                      | ¥ 581,960 million |

The above amounts are gross amounts before deduction of amounts for the Reserves for Possible Losses on Loans.

2. Liabilities for guarantees on corporate bonds included in Securities, which were issued by private placement (Article 2, Paragraph 3 of the Financial Instruments and Exchange Law), amounted to ¥966,204 million.

**(NOTES TO CONSOLIDATED STATEMENT OF INCOME)**

For the nine months ended December 31, 2011

1. Other Ordinary Income includes gains on sales of stocks of ¥42,354 million and gains on recovery of written-off claims of ¥27,656 million.
2. Other Ordinary Expenses includes losses on impairment devaluation of stocks of ¥116,443 million.
3. Extraordinary Gains includes gains on negative goodwill of ¥91,180 million incurred as a result of turning the securities subsidiaries into wholly-owned subsidiaries.
4. Extraordinary Losses includes special retirement payment in the securities subsidiary of ¥10,009 million and losses on disposal of fixed assets of ¥3,541 million.

**(NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS)**

We have not prepared Consolidated Statement of Cash Flows for the nine months ended December 31, 2011. Depreciation (including Amortization of intangible fixed assets excluding goodwill) and Amortization of goodwill for the nine months ended December 31, 2011 are as follows:

|                          |                   |
|--------------------------|-------------------|
| Depreciation             | ¥ 122,959 million |
| Amortization of goodwill | ¥ 1,965 million   |

**(INFORMATION ON SHAREHOLDERS EQUITY)**

For the nine months ended December 31, 2011

1. Cash dividends distributed by MHFG are as follows:

| Resolution                                      | Type   | Cash Dividends (Millions of yen) | Cash Dividends per Share (Yen) | Record Date        | Effective Date   | Resource of Dividends |
|---|--|----------------------------------|--------------------------------|--------------------|------------------|-----------------------|
| June 21, 2011<br>Ordinary                       | Common Stock                                 | 130,659                          | 6                              | March 31, 2011     | June 21, 2011    | Retained earnings     |
| General Meeting of Shareholders                 | Eleventh Series Class XI Preferred Stock     | 8,337                            | 20                             | March 31, 2011     | June 21, 2011    | Retained earnings     |
|   | Thirteenth Series Class XIII Preferred Stock | 1,100                            | 30                             | March 31, 2011     | June 21, 2011    | Retained earnings     |
| November 14, 2011<br>Board of Directors Meeting | Common Stock                                 | 72,025                           | 3                              | September 30, 2011 | December 7, 2011 | Retained earnings     |
|   | Eleventh Series Class XI Preferred Stock     | 3,834                            | 10                             | September 30, 2011 | December 7, 2011 | Retained earnings     |
|   | Thirteenth Series Class XIII Preferred Stock | 550                              | 15                             | September 30, 2011 | December 7, 2011 | Retained earnings     |

**(BUSINESS SEGMENT INFORMATION)**

1. Gross profits (excluding the amounts of credit costs of trust accounts) and Net business profits or losses (excluding the amounts of credit costs of trust accounts, before reversal of (provision for) general reserve for losses on loans) by reportable segment

For the nine months ended December 31, 2011

| Global Corporate Group<br>MHC |                    |                          |         |          | Global Retail Group<br>MHBK |                      |                          |         |         | Global Asset<br>& Wealth<br>Management Group |        |          |         |         |
|-------------------------------|--------------------|--------------------------|---------|----------|-----------------------------|----------------------|--------------------------|---------|---------|--|--------|----------|---------|---------|
| Domestic                      | Inter-<br>national | Trading<br>and<br>others | MHSC    | Others   | Retail<br>banking           | Corporate<br>banking | Trading<br>and<br>others | MHIS    | Others  | MHTB   | Other  |          |         |         |
| 274,557                       | 117,100            | 71,400                   | 86,057  | (4,767)  | 59,201                      | 435,225              | 406,388                  | 180,400 | 188,600 | 37,388                                       | 498    | 28,338   | 31,953  | 31,229  |
| 236,741                       | 84,100             | 47,100                   | 105,541 | 87,526   | 35,727                      | 211,142              | 174,189                  | 24,300  | 85,000  | 64,889                                       | 30,431 | 6,520    | 93,513  | 58,966  |
| 511,298                       | 201,200            | 118,500                  | 191,598 | 82,758   | 94,929                      | 646,368              | 580,578                  | 204,700 | 273,600 | 102,278                                      | 30,930 | 34,859   | 125,466 | 90,195  |
| 175,840                       | 66,700             | 46,000                   | 63,140  | 112,053  | 53,028                      | 457,470              | 418,213                  | 183,400 | 167,400 | 67,413                                       | 30,615 | 8,642    | 88,173  | 58,666  |
|                               |                    |                          |         |          | (39,593)                    | (11,312)             |                          |         |         |  |        | (11,312) | (1,557) | (1,312) |
| 335,458                       | 134,500            | 72,500                   | 128,458 | (29,295) | 2,307                       | 177,584              | 162,365                  | 21,300  | 106,200 | 34,865                                       | 315    | 14,903   | 35,735  | 31,529  |

Notes:

- (1) Gross profits (excluding the amounts of credit costs of trust accounts) is reported instead of sales reported by general corporations.
  - (2) Others , Others , and Others include elimination of transactions between companies within the Global Corporate Group, the Global Retail Group, and the Global Asset & Wealth Management Group, respectively. Others includes elimination of transactions between the Global Groups.
2. The difference between total Net business profits (excluding the amounts of credit costs of trust accounts, before reversal of (provision for) general reserve for losses on loans) and the recorded amounts in Consolidated Statement of Income, and the contents of the difference (Matters relating to adjustment to difference).

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The total amount of the above net business profits (excluding the amounts of credit costs of trust accounts, before reversal of (provision for) general reserve for losses on loans) derived from internal management reporting and the amount of Income before income taxes and minority interests recorded in Consolidated Statement of Income are different.

The contents of the difference for the nine months ended December 31, 2011 are as follows:

|  | <i>Millions of yen</i> |
|--|------------------------|
| <b>Net business profits</b>  |                        |
| <b>(excluding the amounts of credit costs of trust accounts,</b>   |                        |
| <b>before reversal of (provision for) general reserve for losses on loans)</b>                                     | <b>Amount</b>          |
| Total amount of the above segment information  | 518,715                |
| Credit Costs of Trust Accounts   |                        |
| General and Administrative Expenses (non-recurring Losses)   | (57,557)               |
| Expenses related to Portfolio Problems (including reversal of (provision for) general reserve for losses on loans) | (27,784)               |
| Net Gains (Losses) related to Stocks   | (108,637)              |
| Net Extraordinary Gains (Losses)   | 76,131                 |
| Others   | 42,155                 |
| Income before income taxes and minority interests recorded in Consolidated Statement of Income                     | 443,022                |

**(NOTES TO SECURITIES)**

Notes as of December 31, 2011

In addition to Securities on the quarterly consolidated balance sheet, Negotiable Certificates of Deposit in Cash and Due from Banks, certain items in Other Debt Purchased and certain items in Other Assets are also included. Unlisted stocks and others, the fair values of which are extremely difficult to determine, are excluded.

## 1. Bonds Held to Maturity:

| <b>As of December 31, 2011</b> | <b>Amount on<br/>Consolidated<br/>BS</b> | <b>Fair Value</b>  | <b>Millions of yen<br/>Unrealized<br/>Gains/Losses<br/>(Net)</b> |
|--------------------------------|--|--------------------|--|
| Japanese Government Bonds      | ¥ 1,650,713                              | ¥ 1,663,555        | ¥ 12,841   |
| Japanese Corporate Bonds       | ¥ 1,001                                  | ¥ 1,003            | ¥ 1  |
| <b>Total</b>                   | <b>¥ 1,651,715</b>                       | <b>¥ 1,664,558</b> | <b>¥ 12,842</b>  |

Note: Fair value is primarily based on the market price at the consolidated balance sheet date.

## 2. Other Securities:

| <b>As of December 31, 2011</b>  | <b>Acquisition<br/>Cost</b> | <b>Amount on<br/>Consolidated BS</b> | <b>Millions of yen<br/>Unrealized<br/>Gains/Losses<br/>(Net)</b> |
|---------------------------------|-----------------------------|--------------------------------------|--|
| Japanese Stocks                 | ¥ 2,309,034                 | ¥ 2,232,263                          | ¥ (76,770)   |
| Japanese Bonds                  | 32,786,609                  | 32,832,677                           | 46,067   |
| Japanese Government Bonds       | 28,672,898                  | 28,717,018                           | 44,119   |
| Japanese Local Government Bonds | 259,341                     | 262,526                              | 3,184  |
| Japanese Corporate Bonds        | 3,854,369                   | 3,853,132                            | (1,237)  |
| Other                           | 9,307,704                   | 9,169,538                            | (138,166)  |
| Foreign Bonds                   | 7,107,679                   | 7,126,202                            | 18,523   |
| Other Debt Purchased            | 881,452                     | 877,628                              | (3,824)  |
| Other                           | 1,318,573                   | 1,165,707                            | (152,865)  |
| <b>Total</b>                    | <b>¥ 44,403,349</b>         | <b>¥ 44,234,479</b>                  | <b>¥ (168,869)</b>   |

- Notes:
- Net Unrealized Gains include ¥10,032 million (of loss), which was recognized in the consolidated statement of income by applying the fair-value hedge method and others.
  - Fair value of Japanese stocks is determined based on the average quoted market price over the month preceding the consolidated balance sheet date. Fair value of securities other than Japanese stocks is determined at the quoted market price, if available, or other reasonable value at the consolidated balance sheet date.
  - Certain Other Securities which have readily determinable fair value are devalued to the fair value, and the difference between the acquisition cost and the fair value is treated as the loss for the third quarter (impairment ( devaluation )), if the fair value (primarily the closing market price at the consolidated balance sheet date) has significantly deteriorated compared with the acquisition cost (including amortized cost), and unless it is deemed that there is a possibility of a recovery in the fair value. The amount of

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impairment ( devaluation ) for the third quarter was ¥122,755 million.

The criteria for determining whether a security s fair value has significantly deteriorated are outlined as follows:

Securities whose fair value is 50% or less of the acquisition cost;

Securities whose fair value exceeds 50% but is 70% or less of the acquisition cost and the quoted market price maintains a certain level or lower.

4. Floating-rate Japanese Government Bonds

For Floating-rate Japanese Government Bonds within Securities, based on our determination that current market prices may not reflect the fair value due to the extremely limited volume of actual transactions, our domestic consolidated banking subsidiaries and a domestic consolidated trust banking subsidiary have applied reasonably calculated prices as the book value at the end of the third quarter.

In deriving the reasonably calculated prices, we used the Discounted Cash Flow Method as well as other methods. The price decision variables include the yield of 10-year Japanese Government Bonds and the volatilities of interest rate swap options for 10-year Japanese Government Bonds as underlying assets.

5. Securitization Products

With respect to the credit investments in securitization products made as an alternative to loans by the European and North American offices of our domestic consolidated banking subsidiaries, given the current situation in which the volume of actual transactions is extremely limited and there exists a considerable gap between the offers and bids of sellers and buyers, we determined that valuations obtained from brokers and information vendors cannot be deemed to be the fair value, and we applied reasonably calculated prices based on the reasonable estimates of our management as fair value.

In deriving reasonably calculated prices based on the reasonable estimates of our management mentioned above, we used the Discounted Cash Flow Method. The price decision variables include default rates, recovery rates, pre-payment rates and discount rates, and the subject Securities included Residential Mortgage-Backed Securities, Collateralized Loan Obligations, Commercial Mortgage-Backed Securities and other Asset Backed Securities.

**(NOTES TO MONEY HELD IN TRUST)**

Notes as of December 31, 2011

1. Money Held in Trust Held to Maturity:

There was no Money Held in Trust held to maturity.

2. Other in Money Held in Trust (other than for investment purposes and held to maturity purposes)

| <b>As of December 31, 2011</b> | <b>Acquisition<br/>Cost</b> | <b>Amount on<br/>Consolidated BS</b> | <i>Millions of yen</i><br><b>Unrealized<br/>Gains/Losses<br/>(Net)</b> |
|--------------------------------|-----------------------------|--------------------------------------|--|
| Other in Money Held in Trust   | ¥ 993                       | ¥ 908                                | ¥ (84)   |

Note: Fair value of Other is determined at the quoted market price, if available, or other reasonable value at the consolidated balance sheet date and other.

**(SUBSEQUENT EVENTS)**

There is no applicable information.