

MIZUHO FINANCIAL GROUP INC
Form 6-K
November 14, 2014

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 November 2014

Commission File Number 001-33098

Mizuho Financial Group, Inc.

(Translation of registrant's name into English)

5-5, Otemachi 1-chome

Chiyoda-ku, Tokyo 100-8176

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: November 14, 2014

Mizuho Financial Group, Inc.

By: /s/ Junichi Shinbo

Name: Junichi Shinbo

Title: Managing Executive Officer / Group CFO

For Immediate Release:

Financial Statements for the Second Quarter of Fiscal 2014

(Six months ended September 30, 2014)

<Under Japanese GAAP>

Company Name: **Mizuho Financial Group, Inc. (MHFG)** November 14, 2014

Stock Code Number (Japan): 8411
 Stock Exchanges (Japan): Tokyo Stock Exchange (First Section)
 URL: <http://www.mizuho-fg.co.jp/english/>
 Representative: Yasuhiro Sato President & CEO
 For Inquiry: Yutaka Ueki General Manager of Accounting Phone: +81-3-6838-6101
 Filing of Shihanki Hokokusho (scheduled): November 27, 2014 Trading Accounts: Established
 Commencement of Dividend Payment (scheduled): December 5, 2014
 Supplementary Materials on Quarterly Results: Attached
 IR Conference on Quarterly Results: Scheduled

Amounts less than one million yen are rounded down.

1. Financial Highlights for the Second Quarter (First Half) of Fiscal 2014 (for the six months ended September 30, 2014)**(1) Consolidated Results of Operations**

	(%: Changes from the previous first half)					
	Ordinary Income		Ordinary Profits		Net Income	
	¥ million	%	¥ million	%	¥ million	%
1H F2014	1,512,631	(1.8)	537,895	(5.1)	355,290	(17.3)
1H F2013	1,540,570	6.4	567,377	98.5	429,745	133.2

Note: Comprehensive Income:

1H F2014: ¥744,808 million, 43.2%; 1H F2013 ¥519,875 million, 186.0%

	Net Income per Share of Common Stock	Diluted Net Income per Share of Common Stock
	¥	¥
1H F2014	14.51	14.00
1H F2013	17.62	16.92

(2) Consolidated Financial Conditions

	Total Assets	Total Net Assets	Own Capital Ratio
	¥ million	¥ million	%
1H F2014	187,487,454	8,714,469	3.7
Fiscal 2013	175,822,885	8,304,549	3.6

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Reference: Own Capital:

As of September 30, 2014: ¥7,095,651 million; As of March 31, 2014 ¥6,457,311 million

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

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

2. Cash Dividends for Shareholders of Common Stock

	Annual Cash Dividends per Share					Total ¥
	First Quarter-end ¥	Second Quarter-end ¥	Third Quarter-end ¥	Fiscal Year-end ¥		
	Fiscal 2013		3.00		3.50	
Fiscal 2014		3.50				
Fiscal 2014 (estimate)				3.50	7.00	

- Notes: 1. Revision of the latest announced estimates for cash dividends for shareholders of common stock: No
 2. Please refer to the following Cash Dividends for Shareholders of Classified Stock for cash dividends for shareholders of classified stock (unlisted), the rights of which are different from those of common stock.

3. Consolidated Earnings Estimates for Fiscal 2014 (for the fiscal year ending March 31, 2015)

	Net Income		Net Income per Share of Common Stock
	¥ million	%	¥
	Fiscal 2014	550,000	(20.1)

(%: Changes from the previous fiscal year)

- Notes: 1. Revision of the latest announced earnings estimates for fiscal 2014: No
 2. The number of shares of common stock used in the above calculation is based on the following:
 The average of the average number of shares during the 1H Fiscal 2014 and the number of shares as of September 30, 2014 (which is expected to be the average number of shares during the 2H of fiscal 2014) is used.
 It does not take into account any increase in the number of shares of common stock due to requests for acquisition (conversion) of the Eleventh Series Class XI Preferred Stock in the 2H of fiscal 2014.

*** Notes**

(1) Changes in Significant Subsidiaries during the Period (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 (1) Changes in Accounting Policies and Accounting Estimates / Restatements on page 1-2 of the attachment.

(3) Issued Shares of Common Stock

Period-end issued shares (including treasury stock):	As of September 30, 2014	24,392,920,767 shares	As of March 31, 2014	24,263,885,187 shares
Period-end treasury stock:	As of September 30, 2014	12,713,374 shares	As of March 31, 2014	13,817,747 shares
Average number of outstanding shares:	1st Half of Fiscal 2014	24,279,780,308 shares	1st Half of Fiscal 2013	24,172,771,769 shares

Non-consolidated Financial Statements

1. Financial Highlights for the Second Quarter (First Half) of Fiscal 2014 (for the six months ended September 30, 2014)

(1) Non-Consolidated Results of Operations

(%: Changes from the previous first half)

	Operating Income		Operating Profits		Ordinary Profits		Net Income		
	¥ million	%	¥ million	%	¥ million	%	¥ million	%	
1H F2014	360,988	19.9	347,948	20.0	346,784	20.8	346,230	20.9	
1H F2013	300,911	21.6	289,938	22.4	287,028	22.4	286,290	22.3	
	Net Income per Share of Common Stock								
		¥							
1H F2014	14.14								
1H F2013	11.69								

(2) Non-Consolidated Financial Conditions

	Total Assets ¥ million	Total Net Assets ¥ million	Own Capital Ratio %
1H F2014	6,369,419	5,164,784	81.0
Fiscal 2013	6,251,324	4,900,417	78.3

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Reference: Own Capital:

As of September 30, 2014: ¥5,162,759 million; As of March 31, 2014: ¥4,897,237 million
(Presentation of Implementation Status of Interim Review Procedure)

The semi-annual audit procedure of consolidated and non-consolidated interim 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), which is 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.

MHFG is a specified business company under Cabinet Office Ordinance on Disclosure of Corporate Information, etc. Article 17-15 clause 2 and prepares the interim consolidated and interim non-consolidated financial statements in the second quarter.

Cash Dividends for Shareholders of Classified Stock

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

	Annual Cash Dividends per Share					Total ¥
	First Quarter-end ¥	Second Quarter-end ¥	Third Quarter-end ¥	Fiscal Year-end ¥		
Eleventh Series Class XI Preferred Stock						
Fiscal 2013			10.00		10.00	20.00
Fiscal 2014			10.00			
Fiscal 2014 (estimate)					10.00	20.00

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øSELECTED FINANCIAL INFORMATION For the Second Quarter (First Half) of Fiscal 2014	
[Note to XBRL]	

Please note that the names of the English accounts contained in XBRL data, which are available through EDINET and TDNet, may be different from those of the English accounts in our financial statements.

An MHFG IR conference for institutional investors and analysts is scheduled for November 20, 2014 (Thursday). The IR conference presentation materials and audio archive will be available for use by individual investors in the IR Information section of the Mizuho Financial Group HP immediately after the conference.

1. Matters Related to Summary Information (Notes)

(1) Changes in Accounting Policies and Accounting Estimates / Restatements (Changes in accounting policies)

Mizuho Financial Group has applied Accounting Standard for Retirement Benefits (ASBJ Statement No. 26, May 17, 2012) (hereinafter, the Accounting Standard) and Guidance on Accounting Standard for Retirement Benefits (ASBJ Guidance No. 25, May 17, 2012) (hereinafter, the Guidance), in terms of regulations stipulated in the text of the Accounting Standard, Paragraph 35 and the Guidance, Paragraph 67, beginning with this interim period ended September 30, 2014. We have reviewed the calculation methods of retirement benefit obligations and service cost, changed the method of attributing the expected retirement benefits to periods of service from a straight-line basis to a benefit formula basis, and changed the method of determining the discount rate from the method using the discount rate based on the average period up to the estimated timing of the benefit payment and another period to the method using different discount rates according to the estimated timing of each benefit payment.

The Accounting Standard and the Guidance have been applied in accordance with the transitional treatment stipulated in the Accounting Standard, Paragraph 37, and the amount of financial impact resulting from the change in the calculation method of retirement benefit obligations and service cost was added to or deducted from retained earnings at the beginning of this interim period ended September 30, 2014.

As a result of this, Net Defined Benefit Asset increased by ¥19,795 million, Net Defined Benefit Liability decreased by ¥2,787 million, Retained Earnings increased by ¥16,107 million and Minority Interests increased by ¥573 million at the beginning of this interim period ended September 30, 2014. Ordinary Profits and Income before Income Taxes and Minority Interests for the six months ended September 30, 2014 increased by ¥4,108 million, respectively.

2. Interim Consolidated Financial Statements**(1) Consolidated Balance Sheets**

	As of March 31, 2014	Millions of yen As of September 30, 2014
Assets		
Cash and Due from Banks	¥ 20,610,276	¥ 23,260,682
Call Loans and Bills Purchased	467,758	459,627
Receivables under Resale Agreements	8,349,528	9,522,012
Guarantee Deposits Paid under Securities Borrowing Transactions	5,010,740	5,052,663
Other Debt Purchased	3,263,057	2,987,066
Trading Assets	11,469,811	14,814,203
Money Held in Trust	168,369	161,215
Securities	43,997,517	45,882,148
Loans and Bills Discounted	69,301,405	70,193,539
Foreign Exchange Assets	1,576,167	1,637,857
Derivatives other than for Trading Assets	2,820,468	3,463,332
Other Assets	2,840,720	3,701,827
Tangible Fixed Assets	925,266	911,529
Intangible Fixed Assets	531,501	565,180
Net Defined Benefit Asset	413,073	462,781
Deferred Tax Assets	104,909	42,004
Customers Liabilities for Acceptances and Guarantees	4,588,646	4,894,301
Reserves for Possible Losses on Loans	(616,307)	(524,517)
Reserve for Possible Losses on Investments	(27)	(3)
Total Assets	¥ 175,822,885	¥ 187,487,454

Mizuho Financial Group, Inc.

	<i>Millions of yen</i>	
	As of March 31, 2014	As of September 30, 2014
Liabilities		