

MIZUHO FINANCIAL GROUP INC
Form 6-K
May 23, 2011

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 2011

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 23, 2011

Mizuho Financial Group, Inc.

By: /s/ Takeo Nakano

Name: Takeo Nakano

Title: Managing Director / CFO

May 23, 2011

To whom it may concern

Corporate Name : Mizuho Financial Group, Inc.
Representative : Takashi Tsukamoto, President & CEO
Head Office : 5-1, Marunouchi 2-chome
Chiyoda-ku, Tokyo, Japan
Code Number : 8411 (TSE 1st Sec., OSE 1st Sec.)
Re: Management Changes for the Mizuho Financial Group

Mizuho Financial Group, Inc. hereby announces changes in the directors, corporate auditors and executive officers of the following entities within the Group :

Mizuho Financial Group, Inc.

Mizuho Bank, Ltd.

Mizuho Corporate Bank, Ltd.

Tel: +81-(0)3-5224-2026
Public Relations Office
Corporate Communications
Mizuho Financial Group, Inc.

[Mizuho Financial Group, Inc. (MHFG)]

| Name | New Position (effective as of June 21, 2011) | Current Position |
|-----------------------|---|--|
| Mr. Takashi Tsukamoto | Chairman | President & CEO (Representative Director) |
| Mr. Yasuhiro Sato | President & CEO (Representative Director) | Director |
| Mr. Junichi Nishizawa | Deputy President (Representative Director) | Mizuho Corporate Bank, Ltd. Managing Director and Managing Executive Officer Chief Risk Officer, Chief Human Resources Officer |
| Mr. Mitsuaki Tsuchiya | Deputy President | Deputy President - Executive Officer |
| Mr. Isao Imai | Head of Internal Audit Group Corporate Auditor | Head of Internal Audit Group Counsel of TMI Associates |
| Mr. Satoru Nishibori | Retired | Director |
| Mr. Yukio Nozaki | Retired | Corporate Auditor |

1. The appointment of Messrs. Yasuhiro Sato, Junichi Nishizawa and Mitsuaki Tsuchiya as directors and the appointment of Mr. Isao Imai as corporate auditor are subject to approval at the regular general meeting of shareholders of MHFG to be held on June 21, 2011. Mr. Imai qualifies as an outside corporate auditor under the Company Law of Japan. Due to the new changes in the directors of MHFG, we have changed the nominee of Representative Director, even though Mr. Tsuchiya was once announced on March 7 to be Representative Director.
2. It is expected that Mr. Tsukamoto will take his office as Chairman and Mr. Sato will take his office as President and CEO after the close of the regular general meeting of shareholders.

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[New Representative Director, Director and Corporate Auditor Nominees]

(Nominees are subject to approval by the regular general meeting of shareholders to be held on June 21, 2011)

| | | |
|---------------------|---------------|--|
| Name | Yasuhiro Sato | |
| Date of Birth | Apr.15, 1952 | |
| Education | Mar. 1976 | Graduated from Faculty of Economics, the University of |
| Business Experience | | Tokyo Joined in Apr. 1976 Executive Officer, Senior Corporate Officer of International Banking Unit of Mizuho Corporate Bank, Ltd. Managing Executive Officer Managing Director, Head of Corporate Banking Unit Deputy President (Representative Director), Chief Auditor President and CEO (Representative Director) (current) Director of Mizuho Financial Group, Inc. (current) |

Number of Shares of our common stock owned (as of May 23, 2011) : 23,280

| | | |
|---------------------|-------------------|---|
| Name | Junichi Nishizawa | |
| Date of Birth | June 12, 1956 | |
| Education | Mar. 1980 | Graduated from Faculty of Law, the University of Tokyo |
| Business Experience | | Joined in Apr. 1980 General Manager of Human Resources Division of Mizuho Bank, Ltd. Executive Officer, General Manager of Nagoya-chuo Corporate Banking Department of Nagoya-chuo Branch Managing Executive Officer, Chief Risk Officer and Chief Human Resources Officer of Mizuho Corporate Bank, Ltd. Managing Director, Chief Risk Officer and Chief Human Resources Officer (current) |

Number of Shares of our common stock owned (as of May 23, 2011) : 176,900

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| | | |
|---------------------|-------------------|--|
| Name | Mitsuaki Tsuchiya | |
| Date of Birth | May 1, 1954 | |
| Education | Mar. 1977 | Graduated from Faculty of Economics, the University of Tokyo |
| Business Experience | | Joined in Apr. 1977 Executive Officer, General Manager of Executive Secretariat of Mizuho Corporate Bank, Ltd. Managing Executive Officer Deputy President-Executive Officer of Mizuho Trust & Banking Co., Ltd. Deputy President (Representative Director) Director (current) Deputy President - Executive Officer, Head of Internal Audit Group of Mizuho Financial Group, Inc. |

| | | |
|---------------------|---------------|---|
| Name | Isao Imai | |
| Date of Birth | Dec. 26, 1939 | |
| Education | Mar. 1962 | Graduated from Faculty of Law, Kyoto University |
| Business Experience | Apr. 1964 | Assistant Judge of the Tokyo District Court President of the Sendai High Court President of the Tokyo High Court Justice of the Supreme Court Resigned from judge Registered as attorney at law (Daiichi Tokyo Bar Association) Counsel of TMI Associates (current) |

[Mizuho Bank, Ltd. (MHBK)]

| Name | New Position (effective as of June 20, 2011) | Current Position |
|-----------------------|--|---|
| Mr. Takashi Tsukamoto | President & CEO (Representative Director) | Mizuho Financial Group, Inc. President & CEO (Representative Director) |
| Mr. Satoru Nishibori | Retired | President & CEO (Representative Director) |
| Mr. Tadayuki Hagiwara | Retired | Managing Executive Officer IT & System Group, Operations Group, Customer Satisfaction Division |

The appointment of Mr. Takashi Tsukamoto as director is subject to approval at the regular general meeting of shareholders of MHBK to be held on June 20, 2011.

[Mizuho Corporate Bank, Ltd. (MHCB)]

| Name | New Position (effective as of June 20, 2011) | Current Position |
|------------------|--|----------------------------------|
| Mr. Isao Imai | Corporate Auditor | Counsel of TMI Associates |
| Mr. Yukio Nozaki | Retired | Corporate Auditor |

The appointment of Mr. Isao Imai as corporate auditor is subject to approval at the regular general meeting of shareholders of MHCB to be held on June 20, 2011.

Mr. Imai qualifies as an outside corporate auditor under the Company Law of Japan.