

NOMURA HOLDINGS INC  
Form S-8 POS  
April 02, 2012

As filed with the Securities and Exchange Commission on April 2, 2012

Registration Statement No. 333-135430

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO.1 TO**  
**FORM S-8**

**REGISTRATION STATEMENT UNDER THE**  
**SECURITIES ACT OF 1933**

**NOMURA HORUDINGUSU KABUSHIKI KAISHA**

(Exact Name of Registrant as Specified in Its Charter)

**NOMURA HOLDINGS, INC.**

(Translation of Registrant's name into English)

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**Japan**  
(State or Other Jurisdiction of

**None**  
(I.R.S. Employer

Incorporation or Organization)

**9-1, Nihonbashi 1-chome**

Identification No.)

**Chuo-ku, Tokyo, 103-8645**

**Japan**

**(81-3-5255-1000)**

(Address of Principal Executive Offices)

## **Stock Acquisition Rights (No.4) of Nomura Holdings, Inc.**

(Full Title of the Plan)

**Nomura Securities International, Inc.**

**2 World Financial Center, Building B**

**New York, New York 10281-1198**

**(212-667-9300)**

(Name, Address and Telephone Number of Agent for Service)

**EXPLANATORY NOTE**

Nomura Holdings, Inc. (the Registrant ) is hereby filing this Post-Effective Amendment No.1 to Registration Statement on Form S-8 filed on June 29, 2006 (File No. 333-135430) (the Registration Statement ) to deregister shares of the Registrant s common stock relating to options issued under the Stock Acquisition Rights (No.4) of Nomura Holdings, Inc. (the Plan ).

A total of 1,592,000 shares were registered under the Registration Statement.

Of the 1,592,000 shares relating to the options under the Plan, 1,224,000 shares remained unsold at the termination of the exercise period for the options issued under the Plan on June 30, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Tokyo, Japan on April 2, 2012.

**NOMURA HOLDINGS, INC.**

By: /s/ Kenichi Watanabe  
Name: Kenichi Watanabe  
Title: Group CEO

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the following capacities on April 2, 2012.

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| Signature                | Title                              |
|--------------------------|------------------------------------|
| /s/ Nobuyuki Koga        | Chairman of the Board of Directors |
| Nobuyuki Koga            |                                    |
| /s/ Kenichi Watanabe     | Director                           |
| Kenichi Watanabe         | Group CEO                          |
|                          | (Principal Executive Officer)      |
| /s/ Takumi Shibata       | Director                           |
| Takumi Shibata           | Group COO                          |
| /s/ Haruo Tsuji          | Director                           |
| Haruo Tsuji              |                                    |
| /s/ Tsuguoki Fujinuma    | Director                           |
| Tsuguoki Fujinuma        |                                    |
| /s/ Masahiro Sakane      | Director                           |
| Masahiro Sakane          |                                    |
| /s/ Colin Marshall       | Director                           |
| Colin Marshall           |                                    |
| /s/ Clara Furse          | Director                           |
| Clara Furse              |                                    |
| /s/ Takao Kusakari       | Director                           |
| Takao Kusakari           |                                    |
| /s/ Toshinori Kanemoto   | Director                           |
| Toshinori Kanemoto       |                                    |
| /s/ Michael Lim Choo San | Director                           |
| Michael Lim Choo San     |                                    |
| /s/ Masanori Itatani     | Director                           |
| Masanori Itatani         |                                    |
| /s/ Masanori Nishimatsu  | Director                           |

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Masanori Nishimatsu

/s/ David Benson

Director

David Benson

/s/ Junko Nakagawa

Executive Managing Director and

Junko Nakagawa

Chief Financial Officer

(Principal Financial Officer and

Principal Accounting Officer)

/s/ Atsushi Yoshikawa

Executive Vice President

Atsushi Yoshikawa

Authorized Representative in the United States