

MITSUBISHI UFJ FINANCIAL GROUP INC

Form 6-K

August 26, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 6-K**

**Report of Foreign Issuer**

**Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

**For the month of August, 2008**

**MITSUBISHI UFJ FINANCIAL GROUP, INC.**

(Translation of registrant's name into English)

**7-1, Marunouchi 2-chome, Chiyoda-ku**

**Tokyo 100-8330, Japan**

(Address of principal executive offices)

**[Indicate by check mark whether the registrant files or  
will file annual reports under cover Form 20-F or Form 40-F.]**

Form 20-F   X        Form 40-F       

**[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   X

**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: August 26, 2008

Mitsubishi UFJ Financial Group, Inc.

By: /S/ Ryutaro Kusama

Name: Ryutaro Kusama

Title: Chief Manager, General Affairs  
Corporate Administration Division

**Notice concerning Change of Subsidiary**

**Tokyo, August 26, 2008** Mitsubishi UFJ Financial Group, Inc. (MUFG) hereby announces that its special purpose company named MUFG Capital Finance 7 Limited, which was established in July, 2008 for the purpose of the issuance of preferred securities ( Non-dilutive Preferred Securities ), and the special purpose companies of MUFG's consolidated subsidiaries, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (BTMU) named BTMU Preferred Capital 7 Limited and Mitsubishi UFJ Trust and Banking Corporation (MUTB) named MUTB Preferred Capital Limited, which were respectively established in the same month, will increase their stated capital. As a result, MUFG Capital Finance 7 will become a Specified Subsidiary (*Tokutei Kogaisha*) of MUFG. The percentage of voting rights of each special purpose company directly or indirectly held by MUFG against the total number of voting rights will not change because the Non-dilutive Preferred Securities to be issued by each special purpose company are non-voting securities.

**1. Reason for the Change**

MUFG, BTMU and MUTB each hold all of the common shares of their respective special purpose companies mentioned above. Due to the payment for the Non-dilutive Preferred Securities, which is scheduled to occur on September 2, 2008, the amount of the stated capital of MUFG Capital Finance 7 Limited is expected to exceed 10% of the amount of the stated capital of MUFG. Therefore, MUFG Capital Finance 7 Limited is expected to become a Specified Subsidiary of MUFG .

**2. Profile of the Subsidiaries**

- (1) Special purpose company established by MUFG

|  |   |
|--|---|
| Name   | MUFG Capital Finance 7 Limited  |
| Location   | c/o Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands |
| Date of change   | September 2, 2008   |
| Details of business  | Issuance of Non-dilutive Preferred Securities, etc.   |
| Closing date of fiscal year  | January 24 of each year   |
| Number of directors and employees                                  | Three directors, no employees   |
| Stated capital   | JPY 222,000,500,000   |
| Total outstanding shares and preferred securities (Issue price per | 500,000 Common Shares<br>(JPY1,000 per share)   |
| Share / Security)  | 22,200 Preferred Securities<br>(JPY10,000,000 per security)   |
| Shareholders   | Common shares: 100% owned by MUFG<br><br>Preferred Securities: 100% owned by entities other than MUFG   |

(2) Special purpose company established by BTMU

|  |   |
|--|---|
| Name   | BTMU Preferred Capital 7 Limited  |
| Location   | c/o Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands   |
| Date of change   | September 2, 2008   |
| Details of business  | Issuance of Non-dilutive Preferred Securities, etc.   |
| Closing date of fiscal year  | January 24 of each year   |
| Number of directors and employees                                  | Three directors, no employees   |
| Stated capital   | JPY 122,005,500,000   |
| Total outstanding shares and preferred securities (Issue price per | 5,500,000 Common Shares<br>(JPY1,000 per share)   |
| Share / Security)  | 12,200 Preferred Securities<br>(JPY10,000,000 per security)   |
| Shareholders   | Common shares:100% owned by BTMU<br><br>Preferred Securities:100% owned by MUFG Capital Finance 7 Limited |

(3) Special purpose company established by MUTB

|  |  |
|--|--|
| Name   | MUTB Preferred Capital Limited   |
| Location   | c/o Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands            |
| Date of change   | September 2, 2008  |
| Details of business  | Issuance of Non-dilutive Preferred Securities, etc.  |
| Closing date of fiscal year  | January 24 of each year  |
| Number of directors and employees                                  | Three directors, no employees  |
| Stated capital   | JPY 100,004,500,000  |
| Total outstanding shares and preferred securities (Issue price per | 4,500,000 Common Shares<br>(JPY1,000 per share)  |
| Share / Security)  | 10,000 Preferred Securities<br>(JPY10,000,000 per security)  |
| Shareholders   | Common shares:100% owned by MUTB<br><br>Preferred Securities:100% owned by MUFG Capital Finance 7 Limited<br>* * * |

**Contact:**

Mitsubishi UFJ Financial Group, Inc.

Public Relations Division

Tel: 81-3-3240-7651

This press release has been prepared for the purpose of publicly announcing certain factual changes relating to the special purpose company and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. The preferred securities have not been and will not be registered under the U.S. Securities Act of 1933 (the 1933 Act ). This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any offer or sale of the preferred securities in the United States absent registration or an applicable exemption from the registration requirements under the 1933 Act.