

MIZUHO FINANCIAL GROUP INC
Form 6-K
September 13, 2016

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 September 2016

Commission File Number 001-33098

Mizuho Financial Group, Inc.

(Translation of registrant's name into English)

1-5-5 Otemachi

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-_____.

The information and exhibits set forth in this Form 6-K shall be deemed to be incorporated by reference into the prospectus forming a part of Mizuho Financial Group, Inc.'s Registration Statement on Form F-3 (File No. 333-213187) and to be a part of such prospectus from the date on which this report is furnished, to the extent not superseded by documents or reports subsequently filed or furnished.

EXHIBIT INDEX

| Exhibit | Description |
|----------------|--|
| 4.1 | Senior Indenture dated September 13, 2016 between Mizuho Financial Group, Inc. and The Bank of New York Mellon |
| 4.2 | Form of Fixed Rate Security (included in exhibit 4.1) |
| 4.3 | Form of Floating Rate Security (included in exhibit 4.1) |
| 5.1 | Opinion of Nagashima Ohno & Tsunematsu |
| 5.2 | Opinion of Simpson Thacher & Bartlett LLP |
| 23.1 | Consent of Nagashima Ohno & Tsunematsu (included in exhibit 5.1) |
| 23.2 | Consent of Simpson Thacher & Bartlett LLP (included in exhibit 5.2) |

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: September 13, 2016

Mizuho Financial Group, Inc.

By: /s/ Junichi Kato

Name: Junichi Kato

Title: Senior Managing Executive Officer /

Head of Global Markets Company