

MIZUHO FINANCIAL GROUP INC  
Form 6-K  
June 22, 2010

**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 June 2010**

**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: June 22, 2010

Mizuho Financial Group, Inc.

By: /s/ Takeo Nakano

Name: Takeo Nakano

Title: Managing Director / CFO

[Translation]

June 22, 2010

To Shareholders

Takashi Tsukamoto

President & CEO

Mizuho Financial Group, Inc.

5-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo

**NOTICE OF RESOLUTIONS OF**

**THE 8TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Sirs/Madams:

Notice is hereby given that the report was given and the resolutions were adopted or rejected at the 8th Ordinary General Meeting of Shareholders of Mizuho Financial Group, Inc. (the Company) held on the date hereof as set forth below.

Description

Report Item: Report on the Business Report for the 8th fiscal year (from April 1, 2009 to March 31, 2010), on the consolidated financial statements, the financial statements and on the Results of Audit of the Consolidated Financial Statements by the Independent Auditors and the Board of Corporate Auditors

The details of the above were reported.

Matters to be Resolved:

<Company's Proposals (Proposals 1 through 3)>

Proposal 1: Disposal of surplus

This proposal was resolved and approved as originally proposed.

The amount of dividends on common stock at the end of this fiscal year was determined to be JPY 8 per share.

The amount of dividends on each class of preferred stock at the end of this fiscal year was also determined to be the respective prescribed dividend amounts.

Proposal 2: Appointment of three (3) Directors

Mr. Takashi Tsukamoto, Director, has been reappointed to reassume his office and Messrs. Setsu Onishi and Takeo Nakano, two (2) Directors in total, have each been newly appointed to assume the office of Director.

Proposal 3: Appointment of two (2) Corporate Auditors

Mr. Masahiro Seki, Corporate Auditor, has been reappointed to reassume his office and Mr. Shuzo Haimoto has been newly appointed to assume the office of Corporate Auditor.

Mr. Masahiro Seki is an outside corporate auditor as provided for in Article 2, Item 16 of the Company Law of Japan.

<Shareholders Proposals (Proposals 4 and 5)>

Proposal 4: Amendment to the Articles of Incorporation (Prohibition of financing for MBO to be made at a low price)

This proposal was rejected.

Proposal 5: Amendment to the Articles of Incorporation (Disclosure of compensation paid to each officer)

This proposal was rejected.

-End-

#### **Re: Payment of Dividends**

Dividends shall be paid by either of the following methods.

- To receive dividends with a dividend voucher:

Please find the payment method described on the Dividend Voucher enclosed herewith and receive dividends at a counter of the Japan Post Bank Co., Ltd. or a post office, etc., nearest you.

\* If you would like dividends to be sent to your account from next time, please make the necessary arrangements by contacting the securities company with which you have an account.

- If you have designated a transfer account:

Please see the dividend-related documents enclosed herewith.