

NOMURA HOLDINGS INC  
Form 20-F/A  
July 29, 2011

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 20-F/A**

**(Amendment No. 1)**

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended March 31, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from            to

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
Date of event requiring this shell company report

Commission file number: 1-15270

# Nomura Horudingusu Kabushiki Kaisha

(Exact name of registrant as specified in its charter)

## Nomura Holdings, Inc.

(Translation of registrant's name into English)

9-1, Nihonbashi 1-chome

Chuo-ku, Tokyo 103-8645

Japan

(Jurisdiction of incorporation or organization)

Japan

(Address of principal executive offices)

Takumi Kitamura, 81-3-5255-1000, 81-3-3274-4496

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

### Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class  
Common Stock\*

Name of Each Exchange On Which Registered  
New York Stock Exchange

\* Not for trading, but only in connection with the registration of the American Depositary Shares, each representing one share of Common Stock.  
Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

### Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

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**Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.**

As of March 31, 2011, 3,600,886,932 shares of Common Stock were outstanding, including 45,807,732 shares represented by 45,807,732 American Depositary Shares.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.  Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP  International Financial Reporting Standards as issued  Other

by the International Accounting Standards Board

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.  Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

**Explanatory Note**

We are filing this amendment to our annual report on Form 20-F for the fiscal year ended March 31, 2011, to submit the Interactive Data File (as defined in Rule 11 of Regulation S-T) with respect to our audited consolidated financial statements for that fiscal year as an exhibit to such annual report pursuant to paragraph 101 under Instructions as to Exhibits of Form 20-F/A in accordance with Rule 405 of Regulation S-T.

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**INDEX OF EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| *1.1                      | Articles of Incorporation of the registrant (English translation)   |
| 1.2                       | Share Handling Regulations of the registrant (English translation) (incorporated by reference to the Registration Statement on Form S-8 (File No. 333-165925) filed on April 7, 2010)   |
| *1.3                      | Regulations of the Board of Directors of the registrant (English translation)   |
| 1.4                       | Regulations of the Nomination Committee (English translation) (incorporated by reference to the Annual Report on Form 20-F (File No. 001-15270) filed on June 30, 2009)   |
| 1.5                       | Regulations of the Audit Committee (English translation) (incorporated by reference to the Annual Report on Form 20-F (File No. 001-15270) filed on June 30, 2009)  |
| 1.6                       | Regulations of the Compensation Committee (English translation) (incorporated by reference to the Annual Report on Form 20-F (File No. 1-15270) filed on June 29, 2006)   |
| 2.1                       | Form of Deposit Agreement among the registrant, The Bank of New York Mellon as depository and all owners and holders from time to time of American Depositary Receipts, including the form of American Depositary Receipt (incorporated by reference to the Registration Statement on Form F-6 (File No. 333-166346) filed on April 28, 2010) |
| *4.1                      | Limitation of Liability Agreement (English translation)* <sup>1</sup>   |
| *4.2                      | Limitation of Liability Agreement* <sup>2</sup>   |
| 8.1                       | Subsidiaries of the registrant See Item 4.C. Information on the Company Organizational Structure.   |
| *11.1                     | Code of Ethics (English translation)  |
| *12.1                     | Certification of the principal executive officer required by 17 C.F.R. 240.13a-14(a)  |
| *12.2                     | Certification of the principal financial officer required by 17 C.F.R. 240.13a-14(a)  |
| *13.1                     | Certification of the chief executive officer required by 18 U.S.C. Section 1350   |
| *13.2                     | Certification of the chief financial officer required by 18 U.S.C. Section 1350   |
| *15.1                     | Consent of Ernst & Young ShinNihon LLC with respect to its report on the audit of the financial statements included in this annual report   |
| 101.INS                   | XBRL Instance Document  |
| 101.SCH                   | XBRL Taxonomy Extension Schema  |
| 101.CAL                   | XBRL Taxonomy Extension Calculation Linkbase  |
| 101.DEF                   | XBRL Taxonomy Extension Definition Linkbase   |
| 101.LAB                   | XBRL Taxonomy Extension Label Linkbase  |
| 101.PRE                   | XBRL Taxonomy Extension Presentation Linkbase.  |

\* Previously filed.

\*1 Nomura and each of Haruo Tsuji, Masahiro Sakane, Tsuguoki Fujinuma, Takao Kusakari and Toshinori Kanemoto entered into a Limitation of Liability Agreement, substantially in the form of this exhibit.

\*2 Nomura and each of Lord Colin Marshall, Dame Clara Furse and Michael Lim Choo San entered into a Limitation of Liability Agreement substantially in the form of this exhibit.

Nomura have not included as exhibits certain instruments with respect to our long-term debt. The amount of debt authorized under each such debt instrument does not exceed 10% of our total assets. We will furnish a copy of any such instrument to the SEC upon request.

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

NOMURA HOLDINGS, INC.

By: /s/ KENICHI WATANABE  
Name: Kenichi Watanabe  
Title: Group Chief Executive Officer

Date: July 29, 2011