

MIZUHO FINANCIAL GROUP INC  
Form 6-K  
May 23, 2011

**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 May 2011**

**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: May 23, 2011

Mizuho Financial Group, Inc.

By: /s/ Takeo Nakano

Name: Takeo Nakano

Title: Managing Director / CFO

May 23, 2011

To whom it may concern

Corporate Name : Mizuho Financial Group, Inc.  
Representative : Takashi Tsukamoto, President & CEO  
Head Office : 5-1, Marunouchi 2-chome  
Chiyoda-ku, Tokyo, Japan  
Code Number : 8411 (TSE 1st Sec., OSE 1st Sec.)  
Re: Management Changes for the Mizuho Financial Group

Mizuho Financial Group, Inc. hereby announces changes in the directors, corporate auditors and executive officers of the following entities within the Group :

Mizuho Financial Group, Inc.

Mizuho Bank, Ltd.

Mizuho Corporate Bank, Ltd.

Tel: +81-(0)3-5224-2026  
Public Relations Office  
Corporate Communications  
Mizuho Financial Group, Inc.

[Mizuho Financial Group, Inc. (MHFG)]

Name	New Position (effective as of June 21, 2011)	Current Position
Mr. Takashi Tsukamoto	Chairman	President & CEO  (Representative Director)
Mr. Yasuhiro Sato	President & CEO  (Representative Director)	Director
Mr. Junichi Nishizawa	Deputy President  (Representative Director)	Mizuho Corporate Bank, Ltd.  Managing Director and Managing Executive Officer  Chief Risk Officer,  Chief Human Resources Officer
Mr. Mitsuaki Tsuchiya	Deputy President	Deputy President - Executive Officer
Mr. Isao Imai	Head of Internal Audit Group Corporate Auditor	Head of Internal Audit Group Counsel of  TMI Associates
Mr. Satoru Nishibori	Retired	Director
Mr. Yukio Nozaki	Retired	Corporate Auditor

1. The appointment of Messrs. Yasuhiro Sato, Junichi Nishizawa and Mitsuaki Tsuchiya as directors and the appointment of Mr. Isao Imai as corporate auditor are subject to approval at the regular general meeting of shareholders of MHFG to be held on June 21, 2011. Mr. Imai qualifies as an outside corporate auditor under the Company Law of Japan. Due to the new changes in the directors of MHFG, we have changed the nominee of Representative Director, even though Mr. Tsuchiya was once announced on March 7 to be Representative Director.
2. It is expected that Mr. Tsukamoto will take his office as Chairman and Mr. Sato will take his office as President and CEO after the close of the regular general meeting of shareholders.

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[New Representative Director, Director and Corporate Auditor Nominees]

(Nominees are subject to approval by the regular general meeting of shareholders to be held on June 21, 2011)

Name	Yasuhiro Sato	
Date of Birth	Apr.15, 1952	
Education	Mar. 1976	Graduated from Faculty of Economics, the University of
Business Experience		Tokyo Joined in Apr. 1976
		Executive Officer, Senior Corporate Officer of
		International Banking Unit of Mizuho Corporate Bank, Ltd.
		Managing Executive Officer
		Managing Director, Head of Corporate Banking Unit
		Deputy President (Representative Director), Chief Auditor
		President and CEO (Representative Director) (current)
		Director of Mizuho Financial Group, Inc. (current)

Number of Shares of our common stock owned (as of May 23, 2011) : 23,280

Name	Junichi Nishizawa	
Date of Birth	June 12, 1956	
Education	Mar. 1980	Graduated from Faculty of Law, the University of Tokyo
Business Experience		Joined in Apr. 1980
		General Manager of Human Resources Division of
		Mizuho Bank, Ltd.
		Executive Officer, General Manager of Nagoya-chuo
		Corporate Banking Department of Nagoya-chuo Branch
		Managing Executive Officer, Chief Risk Officer and Chief
		Human Resources Officer of Mizuho Corporate Bank, Ltd.
		Managing Director, Chief Risk Officer and Chief Human
		Resources Officer (current)

Number of Shares of our common stock owned (as of May 23, 2011) : 176,900

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Name	Mitsuaki Tsuchiya	
Date of Birth	May 1, 1954	
Education	Mar. 1977	Graduated from Faculty of Economics, the University of
Business Experience		Tokyo Joined in Apr. 1977  Executive Officer, General Manager of Executive Secretariat of Mizuho Corporate Bank, Ltd.  Managing Executive Officer  Deputy President-Executive Officer of Mizuho Trust & Banking Co., Ltd.  Deputy President (Representative Director)  Director (current)  Deputy President - Executive Officer, Head of Internal Audit Group of Mizuho Financial Group, Inc.

Name	Isao Imai	
Date of Birth	Dec. 26, 1939	
Education	Mar. 1962	Graduated from Faculty of Law, Kyoto University
Business Experience	Apr. 1964	Assistant Judge of the Tokyo District Court President of the Sendai High Court  President of the Tokyo High Court  Justice of the Supreme Court  Resigned from judge  Registered as attorney at law (Daiichi Tokyo Bar Association)  Counsel of TMI Associates (current)

[Mizuho Bank, Ltd. (MHBK)]

Name	New Position (effective as of June 20, 2011)	Current Position
Mr. Takashi Tsukamoto	President & CEO  (Representative Director)	Mizuho Financial Group, Inc.  President & CEO  (Representative Director)
Mr. Satoru Nishibori	Retired	President & CEO  (Representative Director)
Mr. Tadayuki Hagiwara	Retired	Managing Executive Officer  IT & System Group,  Operations Group,  Customer Satisfaction Division

The appointment of Mr. Takashi Tsukamoto as director is subject to approval at the regular general meeting of shareholders of MHBK to be held on June 20, 2011.

[Mizuho Corporate Bank, Ltd. (MHCB)]

Name	New Position (effective as of June 20, 2011)	Current Position
Mr. Isao Imai	Corporate Auditor	Counsel of  TMI Associates
Mr. Yukio Nozaki	Retired	Corporate Auditor

The appointment of Mr. Isao Imai as corporate auditor is subject to approval at the regular general meeting of shareholders of MHCB to be held on June 20, 2011.

Mr. Imai qualifies as an outside corporate auditor under the Company Law of Japan.