

Mizuho Securities Co. Ltd.  
Form CB  
May 31, 2011

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

Washington, D.C. 20549

**Form CB**

**TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

Securities Act Rule 801 (Rights Offering)	..
Securities Act Rule 802 (Exchange Offer)	x
Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)	..
Exchange Act Rule 14d-1(c) (Third Party Tender Offer)	..
Exchange Act Rule 14e-2(d) (Subject Company Response)	..
Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8)	..

**Mizuho Shouken Kabushiki Kaisha**

(Name of Subject Company)

**Mizuho Securities Co., Ltd.**

(Translation of Subject Company's Name into English (if applicable))

**Japan**

(Jurisdiction of Subject Company's Incorporation or Organization)

**Mizuho Financial Group, Inc.**

(Name of Person(s) Furnishing Form)

**Common Stock**

(Title of Class of Subject Securities)

Edgar Filing: Mizuho Securities Co. Ltd. - Form CB

**Not applicable**

(CUSIP Number of Class of Securities (if applicable))

**Mizuho Financial Group, Inc.**

**Attn: Hiroshi Komada**

**Deputy General Manager, Financial Planning**

**5-1, Marunouchi 2-chome**

**Chiyoda-ku, Tokyo 100-8333**

**Japan**

**+81-3-5224-1111**

(Name, Address (including zip code) and Telephone Number (including area code) of

Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

**Not applicable**

(Date Tender Offer/Rights Offering Commenced)

**PART I INFORMATION SENT TO SECURITY HOLDERS**

**Item 1. Home Jurisdiction Documents**

- (a) See Exhibit 1.
- (b) Not applicable.

**Item 2. Informational Legends**

Included in Document Attached as Exhibit 1

**PART II INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS**

- (1) Not applicable.
- (2) Not applicable.
- (3) Not applicable.

**PART III CONSENT TO SERVICE OF PROCESS**

- (1) Form F-X filed concurrently with Form CB.
- (2) Not applicable.

**PART IV SIGNATURES**

After due inquiry and the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct

Mizuho Financial Group, Inc.

By: /s/ Takeo Nakano  
Name: Takeo Nakano

Title: Managing Director / CFO

Date: May 31, 2011