

NOMURA HOLDINGS INC

Form 424B2

March 07, 2013

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee⁽¹⁾
\$1,200,000,000 2.00% Notes due 2016	\$ 1,200,000,000	\$ 163,680
\$300,000,000 Floating Rate Notes due 2016	\$ 300,000,000	\$ 40,920

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

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**Filed Pursuant to Rule 424(b)(2)
Registration Statement No. 333-186755**

Pricing Supplement No. 2 dated March 6, 2013 to the Prospectus

Supplement dated February 20, 2013 and the Prospectus dated February 20, 2013

Nomura Holdings, Inc.

\$1,200,000,000 2.00% Notes due 2016

\$300,000,000 Floating Rate Notes due 2016

Medium-Term Notes, Series A

We will pay you interest on the 2.00% notes (the 2.00% Notes) on March 13 and September 13 of each year, beginning on September 13, 2013, at an annual rate of 2.00%.

We will pay you interest on the floating rate notes (the Floating Rate Notes) on March 13, June 13, September 13 and December 13 of each year, beginning on June 13, 2013, at a rate of 3 month Libor +145 basis points.

The notes will not be redeemable prior to maturity, except as set forth under Description of Senior Debt Securities Redemption and Repayment Optional Tax Redemption in the accompanying prospectus, and will not be subject to any sinking fund. The notes will be issued only in registered form in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

The notes will be listed for trading on the Professional Securities Market of the London Stock Exchange.

See Risk Factors beginning on page S-1 of the accompanying prospectus supplement and page 3 of the accompanying prospectus for a discussion of certain factors you should consider before investing in the notes.

Price to	Underwriting Discounts and	Proceeds, before expenses, to Nomura
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	Public ⁽¹⁾	Commissions	Holdings, Inc.
Per 2.00% Note	99.664%	0.25%	99.414%
Per Floating Rate Note	99.83%	0.25%	99.58%
Total	\$ 1,495,458,000	\$ 3,750,000	\$ 1,491,708,000

(1) Plus accrued interest from and including March 13, 2013, if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this pricing supplement. Any representation to the contrary is a criminal offense.

The notes are not bank deposits and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency, nor are they obligations of, or guaranteed by, a bank.

The notes will be ready for delivery in book-entry form through the book-entry delivery system of The Depository Trust Company for the accounts of its participants, including Clearstream Banking, *société anonyme*, and Euroclear Bank S.A./N.V., on or about March 13, 2013.

The underwriters for this offering, including Nomura Securities International, Inc. or any other of our affiliates, may use this pricing supplement and the accompanying prospectus supplement and prospectus in a market-making transaction in the notes after their initial sale. *Unless we or the relevant underwriter informs the purchaser otherwise in the confirmation of sale, this pricing supplement and the accompanying prospectus supplement and prospectus are being used in a market-making transaction.*

Sole Bookrunner

Nomura

Co-Managers

Citigroup

Credit Agricole CIB

Natixis

RBS

Pricing Supplement dated March 6, 2013.

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No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this pricing supplement and the accompanying prospectus supplement and prospectus. You must not rely on any unauthorized information or representations. This pricing supplement and the accompanying prospectus supplement and prospectus are an offer to sell only the securities they describe, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this pricing supplement is current only as of its date.

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*Please note that in this section entitled *Specific Terms of the Notes*, references to *Nomura Holdings, Inc.*, *we*, *our* and *us* mean only *Nomura Holdings, Inc.* and do not include its consolidated subsidiaries, unless the context requires otherwise.*

This pricing supplement No. 2 dated March 6, 2013, the prospectus supplement dated February 20, 2013 and the prospectus dated February 20, 2013 relating to the notes should be read together. Terms used but not defined in this pricing supplement have the meanings given to them in the accompanying prospectus supplement or prospectus, as applicable, unless the context requires otherwise.

The notes are separate series of our senior debt securities under our Medium-Term Notes, Series A program governed by our amended and restated senior debt indenture, dated as of January 12, 2011, or the indenture, between us and Deutsche Bank Trust Company Americas, as trustee. This pricing supplement summarizes specific terms that will apply to the notes. The terms of the notes described here supplement those described in the accompanying prospectus supplement and prospectus and, if the terms described here are inconsistent with those described there, the terms described in this pricing supplement are controlling.

Terms of the \$1,200,000,000 2.00% Notes due 2016, Medium-Term Notes, Series A

Issuer:	Nomura Holdings, Inc.
Issue:	\$1,200,000,000 2.00% Notes due 2016
Type of securities:	Senior unsecured fixed-rate notes
Principal amount:	\$1,200,000,000
Original issue date:	March 13, 2013
Settlement date:	March 13, 2013 (T+5)
Trade date:	March 6, 2013
Maturity date:	September 13, 2016
Interest rate:	2.00% per annum
Interest payment dates:	March 13 and September 13, commencing on September 13, 2013
Regular record dates:	March 6 and September 6 of each year
Day count convention:	30/360
Business day:	New York
Business day convention:	Following unadjusted
Denominations:	\$2,000 and integral multiples of \$1,000 in excess thereof
Currency:	U.S. dollars
Listing:	Professional Securities Market of the London Stock Exchange
Redemption:	Not redeemable prior to maturity, except as set forth under <i>Description of Senior Debt Securities Redemption and Repayment Optional Tax Redemption</i> in the accompanying prospectus.

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ERISA:

As described under "Certain Benefit Plan Investor Considerations" in the accompanying prospectus supplement and "Benefit Plan Investor Considerations" in the accompanying prospectus.

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CUSIP:	65535HAD1
ISIN:	US65535HAD17
Common code:	089934699
Form of notes:	The notes will be issued in book-entry form and represented by one or more global notes.
Trustee, paying agent and security registrar:	Deutsche Bank Trust Company Americas
Clearance and settlement:	The Depository Trust Company, or DTC, including through its indirect participants Euroclear Bank S.A./N.V. and Clearstream Banking, <i>société anonyme</i> , as described under Legal Ownership and Book-Entry Issuance in the accompanying prospectus.
Underwriters:	Nomura Securities International, Inc., as sole bookrunner and Citigroup Global Markets Inc., Credit Agricole Securities (USA) Inc., Natixis Securities Americas LLC and RBS Securities Inc., as co-managers.

Terms of the \$300,000,000 Floating Rate Notes due 2016, Medium-Term Notes, Series A

Issuer:	Nomura Holdings, Inc.
Issue:	\$300,000,000 Floating Rate Notes due 2016
Type of securities:	Senior unsecured floating rate notes
Principal amount:	\$300,000,000
Original issue date:	March 13, 2013
Settlement date:	March 13, 2013 (T+5)
Trade date:	March 6, 2013
Maturity date:	September 13, 2016
Interest rate index:	3-month Libor
Re-offer spread to index:	+145 basis points
Interest payment dates:	March 13, June 13, September 13 and December 13, commencing on June 13, 2013
Regular record dates:	March 6, June 6, September 6 and December 6 of each year
Day count convention:	Actual/360
Business day:	New York
Business day convention:	Modified Following unadjusted
Denominations:	\$2,000 and integral multiples of \$1,000 in excess thereof
Currency:	U.S. dollars
Listing:	Professional Securities Market of the London Stock Exchange
Redemption:	Not redeemable prior to maturity, except as set forth under Description of Senior Debt Securities Redemption and Repayment Optional Tax Redemption in the accompanying prospectus.

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ERISA:	As described under "Certain Benefit Plan Investor Considerations" in the accompanying prospectus supplement and "Benefit Plan Investor Considerations" in the accompanying prospectus.
CUSIP:	65535HAE9
ISIN:	US65535HAE99
Common code:	089934656
Form of notes:	The notes will be issued in book-entry form and represented by one or more global notes.
Trustee, calculation agent, paying agent and security registrar:	Deutsche Bank Trust Company Americas
Clearance and settlement:	The Depository Trust Company, or DTC, including through its indirect participants Euroclear Bank S.A./N.V. and Clearstream Banking, <i>société anonyme</i> , as described under "Legal Ownership and Book-Entry Issuance" in the accompanying prospectus.
Underwriters:	Nomura Securities International, Inc., as sole bookrunner and Citigroup Global Markets Inc., Credit Agricole Securities (USA) Inc., Natixis Securities Americas LLC and RBS Securities Inc., as co-managers.

ADDITIONAL INFORMATION ABOUT THE NOTES

Book-Entry System

We will issue the notes as global notes registered in the name of DTC, or its nominee. The sale of the notes will settle in immediately available funds through DTC. See "Legal Ownership and Book-Entry Issuance" in the accompanying prospectus. Investors may hold interests in global notes through organizations that participate, directly or indirectly, in the DTC system.

Japanese Taxation

See "Taxation - Japanese Taxation" in the accompanying prospectus for a summary of principal Japanese tax consequences of owning the notes.

United States Taxation

See "Taxation - United States Taxation" in the accompanying prospectus for a description of material United States federal income tax consequences of owning the notes.

SUPPLEMENTAL PLAN OF DISTRIBUTION (CONFLICTS OF INTEREST)

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Nomura Holdings, Inc. and the underwriters for this offering named below have entered into a terms agreement and a distribution agreement with respect to the notes. Subject to certain conditions, each underwriter named below has severally agreed to purchase the principal amount of notes indicated in the following table.

Underwriter	Principal Amount of 2.00% Notes due 2016	Principal Amount of Floating Rate Notes
Nomura Securities International, Inc.	\$ 1,104,000,000	\$ 276,000,000
Citigroup Global Markets Inc.	24,000,000	6,000,000
Credit Agricole Securities (USA) Inc.	24,000,000	6,000,000
Natixis Securities Americas LLC	24,000,000	6,000,000
RBS Securities Inc.	24,000,000	6,000,000
Total	\$ 1,200,000,000	\$ 300,000,000

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Notes sold by the underwriters to the public will initially be offered at the price to public set forth on the front cover page of this pricing supplement. The underwriters intend to purchase the notes from us at a purchase price equal to the price to public set forth on the front cover page of this pricing supplement less discounts and commissions of 0.25% of the principal amount of the 2.00% Notes and the Floating Rate Notes. If all of the offered notes are not sold at the price to public set forth on the front cover page of this pricing supplement, the underwriters may change the offering price and the other selling terms.

The information about the price to public and net proceeds to Nomura Holdings, Inc. on the front cover page of this pricing supplement relates only to the initial sale of the notes. If you have purchased notes in a market-making transaction by the underwriters, including Nomura Securities International, Inc. or any other affiliate of Nomura Holdings, Inc. after the initial sale, information about the price and date of sale to you will be provided in a separate confirmation of sale.

We estimate that our share of the total offering expenses, excluding the underwriting discounts and commissions, will be approximately \$1,695,600, including \$204,600 in registration fees with the Securities and Exchange Commission, \$780,000 in rating agency fees, \$11,000 in printing fees, \$650,000 in legal and accounting fees and \$50,000 in other miscellaneous expenses relating to the offering of the notes.

Although the notes will be listed for trading on the Professional Securities Market of the London Stock Exchange, the notes are a new issue of securities with no established trading market. Nomura Holdings, Inc. has been advised by the underwriters that they may make a market in the notes. However, the underwriters are not obligated to do so and may discontinue market-making at any time without notice. No assurance can be given as to the liquidity of the trading market for the notes or the development of an active public trading market.

Nomura Holdings, Inc. has agreed to indemnify the several underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

Certain of the underwriters and their affiliates have in the past provided, and may in the future from time to time provide, investment banking and general financing and banking services to Nomura Holdings, Inc. and its affiliates, for which they have in the past received, and may in the future receive, customary fees. Nomura Holdings, Inc. and its affiliates have in the past provided, and may in the future from time to time provide, similar services to the underwriters and their affiliates on customary terms and for customary fees.

It is expected that delivery of the notes will be made against payment therefor on or about March 13, 2013, which is the fifth business day following the date hereof (such settlement cycle being referred to as T+5). Under Rule 15c6-1 under the Exchange Act trades in the secondary market generally are required to settle in three business days unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the notes on the date of pricing will be required, by virtue of the fact that the notes initially will settle in T+5, to specify an alternative settlement cycle at the time of any such trade to prevent failed settlement. Purchasers of the notes who wish to trade the notes on the date of pricing should consult their own advisors.

Conflicts of Interest

Nomura Securities International, Inc. is an affiliate of Nomura Holdings, Inc. and, as a result, has a conflict of interest in this offering within the meaning of FINRA Rule 5121 adopted by the Financial Industry Regulatory Authority, Inc. (FINRA). Consequently, the offering is being conducted in compliance with the provisions of Rule 5121. Because the notes to be offered will be rated investment grade, pursuant to Rule

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5121, the appointment of a qualified independent underwriter is not necessary. In accordance with Rule 5121, Nomura Securities International, Inc. may not sell the notes to accounts over which it exercises discretionary authority without the specific prior written approval of the account holder.

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Prospectus Supplement
to Prospectus dated February 20, 2013.

Filed Pursuant to Rule 424(b)(2)
Registration Statement No. 333-186755

NOMURA HOLDINGS, INC.

Medium-Term Notes, Series A

Nomura Holdings, Inc. may offer and sell its medium-term notes, Series A, or the notes, from time to time. The specific terms of any notes that we offer and sell will be included in a term sheet, pricing supplement, underlying supplement and/or product supplement, as the case may be. We refer to such term sheets, pricing supplements, underlying supplements and product supplements generally as pricing supplements. The following terms may apply to the notes we offer and sell from time to time:

generally, stated maturity of 12 months or longer

fixed or floating interest rate, zero coupon or issued with original issue discount; a floating interest rate may be based on rates specified in the applicable pricing supplement

amount of principal or interest may be determined by reference to one or more underlying indices, commodities, securities or other measures or instruments

may be book-entry form only

may be subject to redemption at the option of Nomura Holdings, Inc. or repayment at the option of the holder

not amortized or subject to a sinking fund

interest on fixed rate or floating rate notes paid monthly, quarterly, semi-annually or annually

denominations of \$2,000 and integral multiples of \$1,000 in excess thereof, unless otherwise specified in the applicable pricing supplement

may be denominated in a currency other than U.S. dollars or in a composite currency

settlement in immediately available funds

We plan to list the notes for trading on the Professional Securities Market of the London Stock Exchange, unless otherwise specified in the applicable pricing supplement.

*See **Risk Factors** beginning on page S-1 of this prospectus supplement and page 3 of the base prospectus for a discussion of certain factors you should consider before investing in the notes.*

Neither the U.S. Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement, the base prospectus or any pricing supplement. Any representation to the contrary is a criminal offense.

The notes are not bank deposits and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency, nor are they obligations of, or guaranteed by, a bank.

We may sell the notes directly or through one or more agents or dealers, including the agent listed below. The agents are not required to sell any particular amount of the notes.

We may use this prospectus supplement in the initial sale of any notes. In addition, Nomura Securities International, Inc. or any other of our affiliates may use this prospectus supplement in a market-making transaction in any notes after their initial sale. ***Unless we or our agent informs the purchaser otherwise in the confirmation of sale, this prospectus supplement is being used in a market-making transaction.***

Nomura

Prospectus Supplement dated February 20, 2013.

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No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus supplement and the base prospectus. You must not rely on any unauthorized information or representations. This prospectus supplement and the base prospectus are an offer to sell only the securities they describe, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus supplement is current only as of its date.

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RISK FACTORS

Investing in the notes involves risks. You should consider carefully the risks relating to the notes described below, as well as the other information presented in, or incorporated by reference into, this prospectus supplement, the base prospectus or any relevant pricing supplement, before you decide whether to invest in the notes.

There are no prior markets for the notes and if markets develop, they may not be liquid

Although we plan to list the notes on the Professional Securities Market of the London Stock Exchange, there can be no assurance that any liquid markets for the notes will ever develop or be maintained. The agent has advised us that it currently intends to make a market in the notes of each series following the offering. However, the agent has no obligation to make a market in the notes and they may stop at any time. Further, there can be no assurance as to the liquidity of any markets that may develop for the notes or the prices at which you will be able to sell your notes, if at all. Future trading prices of the notes will depend on many factors, including:

prevailing interest rates;

our financial condition and results of operations;

the then-current ratings assigned to the notes;

the market for similar securities; and

general economic conditions.

Any trading markets that develop would be affected by many factors independent of and in addition to the foregoing, including the time remaining to the maturity of the notes; the outstanding amount of the notes; and the level, direction and volatility of market interest rates generally.

We are not restricted in our ability to dispose of our assets by the terms of the notes

The indenture governing the notes contains a negative pledge covenant that prohibits us from pledging assets to secure certain types of indebtedness, unless we make a similar pledge to secure the notes offered by any pricing supplement, this prospectus supplement and the base prospectus. However, we are generally permitted to sell or otherwise dispose of assets to another corporation or other entity under the terms of the notes. If we decide to dispose of a large amount of our assets, you will not be entitled to declare an acceleration of the maturity of the notes, and those assets will no longer be available to support the notes.

The indenture and the notes do not contain any restrictions on our ability to pay dividends, incur indebtedness or issue or repurchase securities and provide holders with limited protection in the event of a highly leveraged transaction or a change in control

The indenture and the notes do not contain any financial covenants or other restrictions on our ability to pay dividends on our shares of common stock, our ability to incur unsecured indebtedness, or our ability to issue new securities or repurchase our outstanding securities. In addition, the indenture and the notes do not contain any covenants or other provisions to afford protection to holders of the notes in the event of a highly leveraged transaction or change in control.

The notes may effectively be subordinated and do not entitle holders to receive specific security interests

We are a holding company with significant operations at the subsidiary level. The notes are unsecured obligations and will be structurally subordinated to debt obligations of our subsidiaries, as well as other obligations of our subsidiaries. A portion of our debt is secured by our assets. In addition, as is common with

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most Japanese corporations, our loan agreements relating to short-term and long-term debt with Japanese banks and some insurance companies require that we provide collateral for the benefit of the lenders at any time upon request by the lenders if it has become necessary to protect their loan receivables. Lenders whose loans constitute a majority of our indebtedness have the right to make such request. Although we have not received any requests of this kind from our lenders, there can be no assurance that our lenders will not request us to provide such collateral in the future. Most of these loan agreements, and some other loan agreements, contain rights of the lenders to offset cash deposits held by them against loans to us under specified circumstances. Whether the provisions in our loan agreements and debt arrangements described above can be enforced will depend upon factual circumstances. However, if they are enforced, the claims of these lenders and banks would have priority over our assets and would rank senior to the claims of holders of the notes.

We may choose to redeem the notes when prevailing interest rates are relatively low

If your notes are redeemable at our option, this means that we have the right, without your consent, to redeem or call all or a portion of your notes at any time, or at a specific point in time, as specified in the applicable pricing supplement. This does not mean that you have a similar right to require us to repay your notes. Where such redemption right exists, we may choose to redeem your notes when prevailing interest rates are lower than the rate then borne by your notes. In that case you would not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as the interest rate on the notes being redeemed. Any such redemption right of ours also may adversely impact your ability to sell your notes, and/or the price at which you could sell your notes, as the redemption date approaches. You should consult your own financial and legal advisors as to the risks of an investment in redeemable notes.

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USE OF PROCEEDS

We intend to use the net proceeds from the sales of notes to provide additional funds for our operations and for other general corporate purposes, unless otherwise described in the applicable pricing supplement.

We will receive the net proceeds only from sales of the notes made in connection with their original issuance. We have not received, and do not expect to receive, any proceeds from resales of the notes by Nomura Securities International, Inc. or any of our other affiliates in market-making transactions. We expect our affiliates to retain the proceeds of their market-making resales and not to pay the proceeds to us.

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DESCRIPTION OF NOTES

In this section, references to Nomura Holdings, Inc. , we , our and us refer only to Nomura Holdings, Inc. and not to its consolidated subsidiaries, while references to Nomura mean Nomura Holdings, Inc. together with its consolidated subsidiaries and affiliates. Also, references to holders mean those who own notes registered in their own names, on the books that we or the trustee maintain for this purpose, and not those who own beneficial interests in notes registered in street name or in notes issued in book-entry form through The Depository Trust Company or another depository. Owners of beneficial interests in the notes should read the section entitled Legal Ownership and Book-Entry Issuance in the base prospectus.

Information About Our Medium-Term Notes, Series A Program

The notes are a separate series of our debt securities. We summarize various terms that apply generally to our debt securities, including the notes, in the base prospectus under the caption Description of Senior Debt Securities . The following description of the notes supplements that description of the senior debt securities. Consequently, you should read this prospectus supplement together with the base prospectus in order to understand the general terms of the notes issued under our medium-term notes, Series A program. However, if terms used in this prospectus supplement are inconsistent with the base prospectus, this prospectus supplement controls with regard to the notes.

This section summarizes the material terms that will apply generally to notes issued under our medium-term notes, Series A program. The specific terms of your notes will be described in the applicable pricing supplement that will accompany this prospectus supplement and the base prospectus. Those terms will supplement and, if applicable, may modify or replace the general terms described in this prospectus supplement and in the base prospectus. If your pricing supplement is inconsistent with this prospectus supplement or the base prospectus, your pricing supplement will control with regard to your notes. Consequently, the statements we make in this prospectus supplement or in the base prospectus may not apply to your notes.

When we refer to your pricing supplement, we mean the pricing supplement describing the specific terms of the notes you purchase. When we refer to the base prospectus, we mean our prospectus dated February 20, 2013. Unless we say otherwise below, the terms we use in this prospectus supplement that we also use in the base prospectus have the meanings we give them in that document. Similarly, the terms we use in your pricing supplement that we also use in this prospectus supplement will have the meanings we give them in this document, unless we say otherwise in your pricing supplement.

The notes are new issues of securities with no established trading markets. We will issue the notes in book-entry form through The Depository Trust Company. Application has been made for the notes to be admitted to trading on the London Stock Exchange plc's Professional Securities Market.

Nomura Securities International, Inc. or any other of our affiliates may use this prospectus supplement in a market-making transaction in any notes after sale, including those notes previously issued under the original senior debt indenture. The terms and provisions of the original senior debt indenture and those of notes issued thereunder are substantially identical to those summarized below in this section.

The Notes Will Be Issued Under the Amended and Restated Senior Debt Indenture

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The notes issued under our medium-term notes, Series A program will be issued under an amended and restated senior debt indenture between us, as issuer, and Deutsche Bank Trust Company Americas, as trustee, a form of which is included as an exhibit to the registration statement of which the base prospectus is a part (which we refer to as the "indenture" in this prospectus supplement). The trustee has two main roles:

First, the trustee can enforce your rights against us if we default. There are limitations on the extent to which the trustee acts on your behalf, which we describe under "Description of Senior Debt Securities - Default, Remedies and Waiver of Default" in the base prospectus.