

MIZUHO FINANCIAL GROUP INC  
Form 6-K  
January 31, 2008

**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 January, 2008.**

**Commission File Number 001-33098**

**Mizuho Financial Group, Inc.**

(Translation of registrant's name into English)

**5-5, Otemachi 1-chome**

**Chiyoda-ku, Tokyo 100-0004**

**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: January 31, 2008

Mizuho Financial Group, Inc.

By: /s/ Satoru Nishibori

Name: Satoru Nishibori

Title: Managing Director / CFO

January 31, 2008

To whom it may concern:

Mizuho Financial Group, Inc.

Mizuho Corporate Bank, Ltd.

Mizuho Securities Co., Ltd

**Third-Party Allocation of New Shares by Mizuho Securities Co., Ltd**

We hereby announce that the boards of directors of Mizuho Financial Group, Inc. and Mizuho Corporate Bank, Ltd. ( MHCB ) resolved today for MHCB to subscribe to a new share issuance through a third-party allocation by its subsidiary, Mizuho Securities Co., Ltd. ( MHSC ).

As with the third-party allocation of new shares conducted in December 2007, the purpose of this increase in capital by MHSC is to strengthen the capital base and business platform for the entire MHSC group.

Shinko Securities Co., Ltd. and MHSC will continue their negotiation of the terms of the Merger Agreement, including the merger ratio, based on the above increase in capital of MHSC.

- 1. Total Issue Amount : JPY 250 billion
- 2. Amount allocated to capital stock : JPY 125 billion
- 3. Name of allottee : MHCB (all shares)

<For inquiries on this matter, please contact>

Mizuho Financial Group, Inc. Corporate Communications

Public Relations Office

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Tel. 81-3-5252-6574

Mizuho Securities Co., Ltd Corporate Communications

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