

NOMURA HOLDINGS INC
Form 6-K
March 15, 2012
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FORM 6-K

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of

the Securities Exchange Act of 1934

Commission File Number: 1-15270

For the month of March 2012

NOMURA HOLDINGS, INC.

(Translation of registrant's name into English)

9-1, Nihonbashi 1-chome

Chuo-ku, Tokyo 103-8645

Japan

(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover 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):

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Information furnished on this form:

EXHIBIT

Exhibit Number

1. Nomura announces Secondary Distribution of Nomura Europe Finance N.V. JPY Fixed Rate Mandatory Early Redemption Nikkei 225 Exchange Traded Fund Exchangeable Notes due March 2015

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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: March 15, 2012

NOMURA HOLDINGS, INC.

By: /s/ Shinji Iwai
Shinji Iwai
Senior Managing Director

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Nomura announces Secondary Distribution of Nomura Europe Finance N.V. JPY Fixed Rate Mandatory Early Redemption Nikkei 225 Exchange Traded Fund Exchangeable Notes due March 2015

Tokyo, March 15, 2012 Nomura Holdings, Inc. today announced that Nomura Europe Finance N.V., a wholly owned subsidiary of Nomura Holdings, has finalized the terms of secondary distribution of its JPY Fixed Rate Mandatory Early Redemption Nikkei 225 Exchange Traded Fund Exchangeable Notes due March 2015 guaranteed by Nomura Holdings.

Outline of Notes

- | | |
|---------------------------------|---|
| 1. Aggregate Sale Price | 21.3 billion yen |
| 2. Sale Price per Note | 100.00% of face value |
| 3. Unit of Subscription | 1 million yen |
| 4. Subscription Period | From March 16, 2012, to March 26, 2012 |
| 5. Settlement Date in Japan | March 27, 2012 |
| 6. Beneficiary Interest | Nikkei 225 Exchange Traded Fund (Security Code:1321) |
| 7. Dates of Payment of Interest | March 26, June 26, September 26 and December 26 each year |
| 8. Interest Rate | 3.80% per annum |
| 9. Maturity Date | March 26, 2015 |
| 10. Automatic Early Redemption | If the Fund Share Price is greater than or equal to the Trigger Price on any Automatic Early Redemption Determination Date, the Notes will automatically be redeemed by NEF in whole but not in part at the Automatic Early Redemption Amount (together with the interest accrued) on the Automatic Early Redemption Date immediately following such Automatic Early Redemption Determination Date. |

11. Redemption Amount
- Trigger Price = Strike Price x 105%
- The Final Redemption Amount shall be:
- (i) if the Calculation Agent determines that (a) on each and every Exchange Business Day during the Reference Period, the Fund Share Reference Price is greater than the Knock-in Price or; (b) the Final Fund Share Price is greater than or equal to the Strike Price, which shall be payable on the Maturity Date;

JPY 1 million per nominal amount

- (ii) if the Calculation Agent determines that (a) on any Exchange Business Day during the Reference Period, the Fund Share Reference Price is equal to or less than the Knock-in Price and; (b) the Final Fund Share Price is less than the Strike Price, which shall be transferable and payable on the Transfer Date;

the Fund Redemption Amount (Please see Note)

Knock-in Price = Strike Price x 60%

The Automatic Early Redemption Amount shall be:

if the Fund Share Price is greater than or equal to the Trigger Price on any Automatic Early Redemption Determination Date;

JPY 1 million per nominal amount

The purpose of this press release is to make a general public announcement concerning the secondary distribution of Nomura Europe Finance N.V. JPY Fixed Rate Mandatory Early Redemption Nikkei 225 Exchange Traded Fund Exchangeable Notes due March 2015. It has not been prepared for the purpose of an offer of, or solicitation of an offer to buy or subscribe for, securities of Nomura Holdings, Inc. The above-referenced securities will not be or have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements thereunder.

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12. Security or Guarantee Payment of the principal of, interest on, and other amounts in respect of, the Notes are guaranteed by Nomura Holdings, Inc.
13. Ratings With respect to the Notes, no Issuer-requested credit rating is/will be provided or made available for public inspection by the credit rating firms registered pursuant to Article 66-27 of the Financial Instruments and Exchange Law.
- Note: Fund Redemption Amount Cash Portion (if any). means certain number of beneficiary interests of Nikkei 225 Exchange Traded Fund (Security Code 1321) and

ends

For further information please contact:

| Name | Company | Telephone |
|-------------|--------------------------------------|------------------|
| Joey Wu | Nomura Holdings, Inc. | 81-3-3278-0591 |
| Keiko Sugai | Group Corporate Communications Dept. | |
| Nomura | | |

Nomura is a leading financial services group and the preeminent Asian-based investment bank with worldwide reach. Nomura provides a broad range of innovative solutions tailored to the specific requirements of individual, institutional, corporate and government clients through an international network in over 30 countries. Based in Tokyo and with regional headquarters in Hong Kong, London, and New York, Nomura employs over 27,000 staff worldwide. Nomura's unique understanding of Asia enables the company to make a difference for clients through three business divisions: retail, asset management, and wholesale (global markets and investment banking). For further information about Nomura, please visit www.nomura.com.

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