

NOMURA HOLDINGS INC  
Form S-8 POS  
March 30, 2016

As filed with the Securities and Exchange Commission on March 30, 2016

Registration Statement No. 333-165925

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT UNDER THE**  
**SECURITIES ACT OF 1933**

**NOMURA HORUDINGUSU KABUSHIKI KAISHA**

(Exact Name of Registrant as Specified in Its Charter)

**NOMURA HOLDINGS, INC.**

(Translation of Registrant's name into English)

**Japan**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**None**  
(I.R.S. Employer  
Identification No.)

**9-1, Nihonbashi 1-chome**

**Chuo-ku, Tokyo, 103-8645**

**Japan**

**(81-3-5255-1000)**

(Address of Principal Executive Offices)

**Stock Acquisition Rights (No. 19) of Nomura Holdings, Inc.**

**Stock Acquisition Rights (No. 20) of Nomura Holdings, Inc.**

**Stock Acquisition Rights (No. 21) of Nomura Holdings, Inc.**

**Stock Acquisition Rights (No. 22) of Nomura Holdings, Inc.**

**Stock Acquisition Rights (No. 23) of Nomura Holdings, Inc.**

**Stock Acquisition Rights (No. 24) of Nomura Holdings, Inc.**

**Stock Acquisition Rights (No. 25) of Nomura Holdings, Inc.**

**Stock Acquisition Rights (No. 26) of Nomura Holdings, Inc.**

**Stock Acquisition Rights (No. 27) of Nomura Holdings, Inc.**

(Full Title of the Plan)

**Nomura Securities International, Inc.**

**Worldwide Plaza, 309 West 49<sup>th</sup> Street**

**New York, New York 10019-7316**

**(212-667-9000)**

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(Name, Address and Telephone Number of Agent for Service)

**EXPLANATORY NOTE**

Nomura Holdings, Inc. (the Registrant ) is hereby filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to amend the Registration Statement on Form S-8 filed on April 7, 2010 (File No. 333-165925) (the Registration Statement ) to deregister certain shares of the Registrant's common stock relating to options issued under the Stock Acquisition Rights (No. 19), Stock Acquisition Rights (No. 20), Stock Acquisition Rights (No. 21), Stock Acquisition Rights (No. 22), Stock Acquisition Rights (No. 23), Stock Acquisition Rights (No. 24), Stock Acquisition Rights (No. 25), Stock Acquisition Rights (No. 26) and Stock Acquisition Rights (No. 27) of Nomura Holdings, Inc.

A total of 9,945,400 shares were registered under the Registration Statement (6,248,400 shares relating to the options under the Stock Acquisition Rights (No. 19) of Nomura Holdings, Inc., 152,300 shares relating to the options under the Stock Acquisition Rights (No. 20) of Nomura Holdings, Inc., 768,200 shares relating to the options under the Stock Acquisition Rights (No. 21) of Nomura Holdings, Inc., 110,000 shares relating to the options under the Stock Acquisition Rights (No. 22) of Nomura Holdings, Inc., 1,966,000 shares relating to the options under the Stock Acquisition Rights (No. 23) of Nomura Holdings, Inc., 6,000 shares relating to the options under the Stock Acquisition Rights (No. 24) of Nomura Holdings, Inc., 3,000 shares relating to the options under the Stock Acquisition Rights (No. 25) of Nomura Holdings, Inc., 15,600 shares relating to the options under the Stock Acquisition Rights (No. 26) of Nomura Holdings, Inc. and 675,900 shares relating to the options under the Stock Acquisition Rights (No. 27) of Nomura Holdings, Inc.).

Of the 6,248,400 shares relating to the options under the Stock Acquisition Rights (No. 19) of Nomura Holdings, Inc., 1,400 shares remained unsold at the termination of the exercise period for the options issued under the Stock Acquisition Rights (No. 19) of Nomura Holdings, Inc. on April 23, 2015. Of the 768,200 shares relating to the options under the Stock Acquisition Rights (No. 21) of Nomura Holdings, Inc., 500 shares remained unsold at the termination of the exercise period for the options issued under the Stock Acquisition Rights (No. 21) of Nomura Holdings, Inc. on June 23, 2015. Of the 110,000 shares relating to the options under the Stock Acquisition Rights (No. 22) of Nomura Holdings, Inc., 110,000 shares remained unsold at the termination of the exercise period for the options issued under the Stock Acquisition Rights (No. 22) of Nomura Holdings, Inc. on August 5, 2015. Of the 1,966,000 shares relating to the options under the Stock Acquisition Rights (No. 23) of Nomura Holdings, Inc., 1,856,000 shares remained unsold at the termination of the exercise period for the options issued under the Stock Acquisition Rights (No. 23) of Nomura Holdings, Inc. on August 5, 2015. No shares remained unsold at the termination of the exercise period for the options issued under either the Stock Acquisition Rights (No. 20) of Nomura Holdings, Inc., the Stock Acquisition Rights (No. 24) of Nomura Holdings, Inc., the Stock Acquisition Rights (No. 25) of Nomura Holdings, Inc., the Stock Acquisition Rights (No. 26) of Nomura Holdings, Inc. or the Stock Acquisition Rights (No. 27) of Nomura Holdings, Inc.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Tokyo, Japan as of March 30, 2016.

**NOMURA HOLDINGS, INC.**

By: /s/ Koji Nagai

Name: Koji Nagai

Title: Representative Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Registration Statement has been signed below by the following persons on behalf of Registrant and in the capacities indicated as of March 30, 2016.

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Signature	Title
/s/ Nobuyuki Koga	Director
Nobuyuki Koga	Chairman of the Board of Directors
/s/ Koji Nagai	Director
Koji Nagai	Representative Executive Officer (Principal Executive Officer)
/s/ Atsushi Yoshikawa	Director
Atsushi Yoshikawa	Representative Executive Officer
/s/ Hiroyuki Suzuki	Director
Hiroyuki Suzuki	
/s/ David Benson	Director
David Benson	
/s/ Masahiro Sakane	Director
Masahiro Sakane	
/s/ Takao Kusakari	Director
Takao Kusakari	
/s/ Tsuguoki Fujinuma	Director
Tsuguoki Fujinuma	
/s/ Toshinori Kanemoto	Director
Toshinori Kanemoto	
/s/ Hiroshi Kimura	Director
Hiroshi Kimura	
/s/ Dame Clara Furse	Director
Dame Clara Furse	
/s/ Michael Lim Choo San	Director
Michael Lim Choo San	
/s/ Takumi Kitamura	Managing Director
Takumi Kitamura	(Principal Financial Officer and

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Principal Accounting Officer)

/s/ David Findlay

Senior Managing Director

David Findlay

(Authorized Representative in the United States)