

NOMURA HOLDINGS INC  
Form 6-K  
July 29, 2013  
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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 July 2013

## **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)

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   X        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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On June 27, 2013, Nomura Holdings, Inc. filed its Annual Securities Report for the year ended March 31, 2013 with the Director of the Kanto Local Finance Bureau of the Ministry of Finance pursuant to the Financial Instruments and Exchange Act.

Information furnished on this form:

**EXHIBITS**

**Exhibit Number**

1. English translation of certain items disclosed in the Annual Securities Report pursuant to the Financial Instruments and Exchange Act for the fiscal year ended March 31, 2013.
2. English translation of Management's Report on Internal Control Over Financial Reporting and Confirmation Letter.

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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.

NOMURA HOLDINGS, INC.

Date: July 29, 2013

By: /s/ Eiji Miura  
Eiji Miura  
Senior Managing Director

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**EXHIBIT 1**

Annual Securities Report Pursuant to the Financial Instruments and Exchange Act for the Fiscal Year Ended March 31, 2013

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An English translation of the underlined items above is included below.

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(1) Selected consolidated financial data for the latest five fiscal years.

<b>Year ended March 31</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Total revenue (Mil yen)	664,511	1,356,751	1,385,492	1,851,760	2,079,943
Net revenue (Mil yen)	312,627	1,150,822	1,130,698	1,535,859	1,813,631
Income (loss) before income taxes (Mil yen)	(780,265)	105,247	93,255	84,957	237,730
Net income (loss) attributable to Nomura Holdings, Inc. ( NHI ) shareholders (Mil yen)	(708,192)	67,798	28,661	11,583	107,234
Comprehensive income (loss) attributable to NHI shareholders (Mil yen)	(755,518)	77,103	8,097	(3,870)	194,988
Total equity (Mil yen)	1,551,546	2,133,014	2,091,636	2,389,137	2,318,983
Total assets (Mil yen)	24,837,848	32,230,428	36,692,990	35,697,312	37,942,439
Shareholders' equity per share (Yen)	590.99	579.70	578.40	575.20	618.27
Net income (loss) attributable to NHI common shareholders per share - basic (Yen)	(364.69)	21.68	7.90	3.18	29.04
Net income (loss) attributable to NHI common shareholders per share - diluted (Yen)	(366.16)	21.59	7.86	3.14	28.37
Total NHI shareholders' equity as a percentage of total assets (%)	6.2	6.6	5.7	5.9	6.0
Return on shareholders' equity (%)	(40.15)	3.70	1.36	0.55	4.87
Price/earnings ratio (times)		31.78	55.06	115.09	19.87
Cash flows from operating activities (Mil yen)	(712,629)	(1,500,770)	(235,090)	290,863	549,501
Cash flows from investing activities (Mil yen)	(98,905)	(269,643)	(423,214)	9,942	(160,486)
Cash flows from financing activities (Mil yen)	999,760	2,176,530	1,284,243	(844,311)	(701,623)
Cash and cash equivalents at end of the year (Mil yen)	613,566	1,020,647	1,620,340	1,070,520	805,087
Number of staffs	25,626	26,374	26,871	34,395	27,956
[Average number of temporary staffs, excluded from above]	[4,997]	[4,728]	[4,199]	[7,313]	[6,372]

- 1 The selected financial data of Nomura Holdings, Inc. and its consolidated subsidiaries ( Nomura ) were stated in accordance with the accounting principles generally accepted in the United States of America ( U.S. GAAP ).
- 2 *Shareholders' equity per share, Total NHI shareholders' equity as a percentage of total assets, Return on shareholders' equity* are calculated with Total NHI shareholders' equity.
- 3 Price/earnings ratio (times) is not stated for the year ended March 31, 2009 due to net loss.
- 4 The consumption tax and local consumption tax on taxable transaction are accounted for based on the tax exclusion method.
- 5 Certain contract employees are included in Number of staffs.

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- 6 In accordance with the updated guidance for accounting and reporting of noncontrolling interests in financial statements, included in ASC 810, *Consolidation* ( ASC 810 ), ( updated noncontrolling interests guidance ), the consolidated balance sheets and consolidated statements of operations as of and for the years ended March 31, 2008 and 2009 have been reclassified. Such reclassification has been made in *Income (loss) before income taxes* and *Total equity*. The amounts previously reported are as follows:

<b>Year ended March 31</b>	<b>2009</b>
Income (loss) before income taxes (Mil yen)	(779,046)
Total equity (Mil yen)	1,539,396

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(2) Selected stand alone financial data for the latest five fiscal years

<b>Year ended March 31,</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Operating revenue (Mil yen)	340,071	220,873	219,875	270,521	278,523
Ordinary income (Mil yen)	127,181	29,121	11,690	52,526	67,577
Net income (loss) (Mil yen)	(393,712)	12,083	(15,094)	32,879	42,210
Common stock (Mil yen)	321,765	594,493	594,493	594,493	594,493
Number of issued shares (1,000 shares)	2,661,093	3,719,133	3,719,133	3,822,563	3,822,563
Shareholders' equity (Mil yen)	1,244,082	1,806,307	1,764,894	1,841,400	1,875,723
Total assets (Mil yen)	3,681,507	4,566,078	5,278,581	5,438,184	5,775,850
Shareholders' equity per share (Yen)	466.99	485.62	481.23	488.38	492.88
Dividend per share (Yen)	25.50	8.00	8.00	6.00	8.00
The first quarter	8.50				
The second quarter	8.50	4.00	4.00	4.00	2.00
The third quarter	8.50				
The end of a term (the fourth quarter)		4.00	4.00	2.00	6.00
Net income (loss) per share (Yen)	(202.62)	3.86	(4.16)	9.02	11.42
Net income per share - diluted (Yen)		3.83		8.93	11.16
Shareholders' equity as a percentage of total assets (%)	33.1	39.0	32.8	32.9	31.7
Return on shareholders' equity (%)	(29.95)	0.81	(0.86)	1.87	2.33
Price/earnings ratio (times)		178.36		40.59	50.52
Payout ratio (%)		213.61		66.89	70.32
Dividend on shareholders' equity (%)	4.00	1.45	1.66	1.23	1.62
Number of staffs	52	50	65	162	146
[Average number of temporary staffs, excluded from above]	[ ]	[ ]	[ ]	[ ]	[ ]

- 1 The consumption tax and local consumption tax on taxable transactions are accounted for based on the tax exclusion method.
- 2 Nomura Holdings, Inc. (hereinafter "the Company") paid quarterly dividend payments in the year ended March 31, 2009.
- 3 No dividend per share information is provided at the end of term (the fourth quarter) of the year ended March 31, 2009, as there was no dividend.
- 4 Number of staffs represents staffs who work at the Company.
- 5 No net income per share - diluted information was provided, as there was net loss per share, although there are dilutive shares for the years ended March 31, 2009 and 2011.
- 6 No payout ratio or dividend on shareholders' equity information was provided due to the net loss for the years ended March 31, 2009 and 2011.

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### **3. Business Overview.**

The Company and its 738 consolidated subsidiaries and variable interest entities primarily operate investment and financial services business focusing on securities business as their core business. Nomura provides wide-ranging services to customers for both of financing and investment through the operations in Japan and other major financial capital markets in the world. Such services include securities trading and brokerage, underwriting and distribution, arrangement of public offering and secondary distribution, arrangement of private placement, principal investment, asset management and other broker-dealer and financial business. There are also 18 companies accounted for under the equity method as at March 31, 2013.

The reporting of the business operations and results of the Company and its consolidated subsidiaries are based on business segments referred in Note 23 *Segment and geographic information* in our consolidated financial statements included in this Annual Securities Report. During the year ended March 31, 2013, shares in Nomura Real Estate Holdings, Inc. held by our consolidated subsidiary, Nomura Land and Building Co., Ltd. were partly sold. As a result, Nomura Real Estate Holdings, Inc. previously a consolidated subsidiary of the Company became an affiliate accounted for by the equity method. Please refer to the table below in the organizational structure listing the main companies by business segments.

### **Organizational Structure**

The following table lists Nomura Holdings, Inc. and its significant subsidiaries and affiliates by business segments.

Nomura Holdings, Inc.

#### ***Retail Division***

(Domestic)

Nomura Securities Co., Ltd. and others

#### ***Asset Management Division***

(Domestic)

Nomura Asset Management Co., Ltd. and others

#### ***Wholesale Division***

(Domestic)

Nomura Securities Co., Ltd.

Nomura Financial Products & Services, Inc. and others

(Overseas)

Nomura Holding America Inc.

Nomura Securities International, Inc.

Nomura America Mortgage Finance, LLC

Instinet, Inc.

Nomura Europe Holdings plc



Nomura International plc

Nomura Bank International plc

Nomura Principal Investment plc

Nomura Capital Markets plc

Nomura Asia Holding N.V.

Nomura International (Hong Kong) Limited

Nomura Singapore Limited and others

***Others***

(Domestic)

The Nomura Trust and Banking Co., Ltd.

Nomura Facilities, Inc.

Nomura Land and Building Co., Ltd.

Nomura Research Institute, Ltd.\*

JAFCO Co., Ltd.\*