

NOMURA HOLDINGS INC

Form 6-K

July 15, 2005

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## **FORM 6-K**

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# **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**

Supplement for the month of July 2005.

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## **NOMURA HOLDINGS, INC.**

(Translation of registrant's name into English)

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**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):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant 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  is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

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Information furnished on this form:

**EXHIBIT**

Exhibit Number

1. [Nomura Holdings Announces Issuance of Stock Acquisition Rights for Stock Option Plan]

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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 15, 2005

By: /s/ Tetsu Ozaki

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Tetsu Ozaki  
Senior Managing Director

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**Tokyo, July 15th, 2005**

**Nomura Holdings Announces Issuance of Stock Acquisition Rights for Stock Option Plan**

Nomura Holdings, Inc. (the Company) announced today that the Executive Management Board\* has approved the issuance of stock acquisition rights in conjunction with the Company stock option plan. The issuance is in accordance with both Articles 280-20 and 280-21 of the Commercial Code of Japan as well as a resolution passed at the 101<sup>st</sup> Annual General Meeting of Shareholders held on June 28, 2005. The stock acquisition rights will be used as a means of both enhancing performance-based incentives for directors, executive officers and employees of Company and its subsidiaries, as well as in order to acquire talented personnel. Complete details of the issuance are found on the following pages.

The number of stock acquisition rights to be granted to individual directors and executive officers of the Company shall be in accordance with the applicable Compensation Committee resolution.

\* The Executive Management Board consists of a number of executive officers and, via Board of Directors resolution, decides important business matters including the issuance of stock acquisition rights.

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**Ends**

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**For further information please contact:**

<b><u>Name</u></b>	<b><u>Company</u></b>	<b><u>Telephone</u></b>
Koichiro Ide	Nomura Securities Co., Ltd	81-3-3278-0591
Shuji Sato	Corporate Communications Dept.,	
Mitch Hayes	Nomura Group Headquarters	
Larry Heiman		

**Notes to editors:**

**The Nomura Group**

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Nomura is a global financial services group dedicated to providing a broad range of financial services for individual, institutional, corporate and government clients. The Group offers a diverse line of competitive products and value-added financial and advisory solutions through its global headquarters in Tokyo, 133 branches in Japan, and an international network in 28 countries; with regional headquarters in Hong Kong, London, and New York. The Group's business activities include investment consultation and brokerage services for retail investors in Japan, and, on a global basis, brokerage services, securities underwriting, investment banking advisory services, merchant banking, and asset management. For further information about Nomura please visit our website at [www.nomura.com](http://www.nomura.com).

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**Details of Stock Acquisition Rights Plan B**

1. Issue Date of Stock Acquisition Rights

July 25, 2005

2. Total Number of Stock Acquisition Rights to be Issued

2,760 stock acquisition rights

(The number of shares per stock acquisition right shall be 100 shares)

3. Issue Price of Stock Acquisition Rights

0 yen

4. Type / Number of Shares Under Stock Acquisition Rights

276,000 shares of the Company's common stock

In the event that the shares are split or consolidated after the issuance of the stock acquisition rights, the number of shares for the unexercised stock acquisition rights at the time of the stock-split or stock-consolidation shall be adjusted in accordance with the following formula. Any fraction less than one (1) share resulting from the adjustment shall be disregarded.

$$\text{Adjusted Number of Shares} = \frac{\text{Number of Shares Before Adjustment}}{\text{Ratio of Split or Consolidation}} \times$$

In addition to the above, after the issuance of the stock acquisition rights, in the event of a merger of the Company with another company, company split or capital reduction of the Company or in any other similar event where an adjustment of the number of shares shall be required, the Company may appropriately adjust the number of the shares to a reasonable extent.

5. Amount to be Paid Upon Exercise of Stock Acquisition Rights

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The amount to be paid upon exercise of the stock acquisition rights (the Exercise Price ) shall be one (1) yen per share.



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6. Total Issue Price of Shares Issuable upon Full Exercise of Stock Acquisition Rights

276,000 yen

7. Amount Credited in Stated Capital of Issue Price

The amount credited in the stated capital of the issue price per share is one (1) yen.

8. Exercise Period of Stock Acquisition Rights

From July 26, 2007 to July 25, 2012

9. Conditions for the Exercise of Stock Acquisition Rights

(1) Stock acquisition rights may not be exercised partly.

(2) The holder of stock acquisition rights (the Optionee ) must satisfy all of the following conditions:

i) The Optionee maintains the position of director, executive officer or employee of the Company or a company (hereinafter referred to as the Company's Subsidiary ), a majority of whose outstanding shares or interests (only limited to those with voting rights) are held directly or indirectly by the Company, during the time between the grant of the stock acquisition rights and the commencement of the exercise period. The Optionee is deemed to maintain the position of a director, executive officer or employee of the Company or the Company's Subsidiary in cases where the Optionee loses this position on account of either of the following situations:

a) When the Optionee is a director or executive officer of the Company or the Company's Subsidiary: retirement from office on account of the expiration of the Optionee's term of office or other similar reasons; or

b) When The Optionee is an employee of the Company or the Company's Subsidiary: retirement due to the attainment of retirement age, transfer by order of the Company or the Company's Subsidiary, retirement mainly due to sickness or injuries arising in the conduct of business, discharge for a compelling business reason, or other similar reasons.

ii) The Optionee, at the time of exercising the stock acquisition rights, does not fall within either of the following categories:

a) The Company or the Company's Subsidiary determines in accordance with their Employment Regulations to dismiss the Optionee by suggestion or disciplinary procedures; or

b) There is any other reason similar to a).

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- (3) Regarding successors of the Optionee, the Optionee must have satisfied both conditions in 2. i) and ii) above immediately prior to the occurrence of succession.

### 10. Events and Conditions for Cancellation of Stock Acquisition Rights

The Company may, at any time, cancel without any compensation when the Company has acquired the unexercised stock acquisition rights.

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11. Restriction on Transfer of Stock Acquisition Rights

Approval of the Board of Directors shall be required for transfer of the stock acquisition rights.

12. Certificates of Stock Acquisition Rights

Certificates of stock acquisition rights shall be issued only upon the request of Optionees.

13. Number of Stock Acquisition Rights Holders

A total of 9 employees of the Company's subsidiaries.

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**Details of Stock Acquisition Rights Plan A**

1. Issue Date of Stock Acquisition Rights

July 25, 2005

2. Total Number of Stock Acquisition Rights to be Issued

17,630 stock acquisition rights

(The number of shares per stock acquisition right shall be 100 shares)

3. Issue Price of Stock Acquisition Rights

0 yen

4. Type / Number of Shares Under Stock Acquisition Rights

1,763,000 shares of the Company's common stock

In the event that the shares are split or consolidated after the issuance of the stock acquisition rights, the number of shares for the unexercised stock acquisition rights at the time of the stock-split or stock-consolidation shall be adjusted in accordance with the following formula. Any fraction less than one (1) share resulting from the adjustment shall be disregarded.

$$\text{Adjusted Number of Shares} = \frac{\text{Number of Shares Before Adjustment}}{\text{Ratio of Split or Consolidation}} \times$$

In the event that new shares are issued or the treasury shares are disposed of at a price below the market price (excluding any case of the exercise of stock acquisition rights and the exercise of stock subscription rights), the number of shares for the unexercised stock acquisition rights at the time of the issuance of new shares or disposition of shares shall be adjusted in accordance with the following formula. Any fractions less than one (1) share shall be disregarded.

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$$\text{Adjusted Number of Shares} = \frac{\text{Number of Shares Before Adjustment}}{\text{Exercise Price Before Adjustment}} \times \text{Adjusted Exercise Price}$$

Please refer to 5. for the adjusted exercise price.

In addition to the above, after the issuance of the stock acquisition rights, in the event of a merger of the Company with another company, company split or capital reduction of the Company or in any other similar event where an adjustment of the number of shares shall be required, the Company may appropriately adjusted the number of the shares to a reasonable extent.

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5. Amount to be Paid Upon Exercise of Stock Acquisition Rights

The amount to be paid upon exercise of the stock acquisition rights (the Exercise Price ) shall be the amount which is equal to the product of (i) the higher price of either the average of the daily closing prices of common stock of the Company in regular transactions at the Tokyo Stock Exchange in June, 2005 (excluding dates on which no trade is made) or the closing price of the issue date (if there is no closing price on the issue date, the most recent closing price prior to the issue date shall apply), and (ii) multiplied by 1.05. Any fraction less than one (1) yen shall be rounded up to the nearest yen.

In the event that the shares are split or consolidated after the issuance of the stock acquisition rights, the Exercise Price shall be adjusted in accordance with the following formula, and any fraction less than one (1) yen resulting from the adjustment shall be rounded up to the nearest yen.

$$\text{Adjusted Exercise Price} = \frac{\text{Exercise Price Before Adjustment}}{\text{Ratio of Split or Consolidation}} \times 1$$

In the event that new shares are issued or shares are disposed of at a price below the market price (excluding any case of the exercise of stock acquisition rights and any request for purchasing additional less-than-a-full-unit shares), the Exercise Price shall be adjusted in accordance with the following formula, and any fraction less than one (1) yen resulting from the adjustment shall be rounded up to the nearest yen.

$$\text{Adjusted Exercise Price} = \frac{\text{Exercise Price Before Adjustment} \times \left( \frac{\text{Number of Outstanding Shares}}{\text{Number of (Outstanding + Newly Issued) Shares}} + \frac{\text{Number of Newly Issued Shares}}{\text{Number of (Outstanding + Newly Issued) Shares}} \times \frac{\text{Paid-in Amount per Share}}{\text{Market Price per Share}} \right)}{1}$$

Regarding the above formula, in the event that the Company sells its treasury shares, the Number of Newly Issued Shares shall be replaced by the Number of Treasury Shares Sold .

In addition to the above, after the issuance of the stock acquisition rights, in the event of a merger of the Company with another company, a company split or capital reduction of the Company or in any other similar case where an adjustment of the Exercise Price shall be required, the Company may appropriately adjust the Exercise Price shall be appropriately adjusted to a reasonable extent.

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6. Total Issue Price of Shares Issuable upon Full Exercise of Stock Acquisition Rights

To be determined on July 25, 2005.

7. Amount Credited in Stated Capital of Issue Price

The amount credited in the stated capital of the issue price per share is equal to the amount of the Exercise Price (or the adjusted amount per share when adjusted) multiplied by 0.5, and any fraction less than one (1) yen as a result of this calculation shall be rounded up to the nearest yen.

8. Exercise Period of Stock Acquisition Rights

From July 1, 2007 to June 30, 2012

9. Conditions for the Exercise of Stock Acquisition Rights

- (1) Stock acquisition rights may not be exercised partly.
- (2) The holder of stock acquisition rights (the Optionee ) must satisfy all of the following conditions:
  - i) The Optionee maintains the position of director, executive officer or employee of the Company or a company (hereinafter referred to as the Company's Subsidiary ), a majority of whose outstanding shares or interests (only limited to those with voting rights) are held directly or indirectly by the Company, during the time between the grant of the stock acquisition rights and exercise of the stock acquisition rights. The Optionee is deemed to maintain the position of a director, executive officer or employee of the Company or the Company's Subsidiary in cases where the Optionee loses this position on account of either of the following situations:
    - a) When the Optionee is a director or executive officer of the Company or the Company's Subsidiary: retirement from office on account of the expiration of the Optionee's term of office or other similar reasons; or
    - b) When the Optionee is an employee of the Company or the Company's Subsidiary: retirement due to the attainment of retirement age, transfer by order of the Company or the Company's Subsidiary, retirement mainly due to sickness or injuries arising out of duty, discharge for a compelling business reason, or other similar reasons.
  - ii) The Optionee, at the time of exercising the stock acquisition rights, does not fall within either of the following categories:
    - a) The Company or the Company's Subsidiary determines in accordance with their Employment Regulations to dismiss the Optionee by suggestion or disciplinary procedures; or

- b) There is any other reason similar to a).
- (3) Regarding successors of the Optionee, the Optionee must have satisfied both conditions in 2. i) and ii) above immediately prior to the occurrence of succession.



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10. Events and Conditions for Cancellation of Stock Acquisition Rights

The Company may, at any time, cancel without any compensation when the Company has acquired the unexercised stock acquisition rights.

11. Restriction on Transfer of Stock Acquisition Rights

Approval of the Board of Directors shall be required for transfer of the stock acquisition rights.

12. Certificates of Stock Acquisition Rights

Certificates of stock acquisition rights shall be issued only upon the request of Optionees.

13. Number of Stock Acquisition Rights Holders

A total of 486 directors, executive officers and employees of the Company and its subsidiaries.