

NOMURA HOLDINGS INC
Form 6-K
June 30, 2015
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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 June 2015

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 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. Capitalization and Indebtedness as of March 31, 2015 and Ratio of Earnings to Fixed Charges and Computation Thereof for the Five Fiscal Years Ended March 31, 2015

The registrant hereby incorporates Exhibit 1 to this report on Form 6-K by reference (i) in the prospectus that is part of Registration Statement on Form F-3 (Registration No. 333-191250) of the registrant and Nomura America Finance, LLC, filed with the Securities and Exchange Commission (SEC) on September 19, 2013 and (ii) in the prospectus that is part of the Registration Statement on Form F-3 (Registration No. 333-186755) of the registrant, filed with the SEC on February 20, 2013.

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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: June 30, 2015

By: /s/ Hajime Ikeda
Hajime Ikeda
Senior Managing Director

Table of Contents**Exhibit 1****CAPITALIZATION AND INDEBTEDNESS**

The following table sets forth, on a U.S. GAAP basis, the consolidated capitalization and indebtedness of Nomura Holdings, Inc. (NHI) as of March 31, 2015. There has been no material change in NHI s capitalization and indebtedness since March 31, 2015.

	Millions of yen
	As of
	March 31, 2015
Short-term borrowings	¥ 662,256
Long-term borrowings	8,336,296
NHI shareholders' equity:	
Common stock	
Authorized 6,000,000,000 shares as of March 31, 2015	
Issued 3,822,562,601 shares as of March 31, 2015	
Outstanding 3,598,865,213 shares as of March 31, 2015	594,493
Additional paid-in capital	683,407
Retained earnings	1,437,940
Accumulated other comprehensive income (loss)	143,739
Total NHI shareholders' equity before treasury stock	2,859,579
Common stock held in treasury, at cost 223,697,388 shares as of March 31, 2015	(151,805)
Total NHI shareholders' equity	2,707,774
Noncontrolling interests	37,172
Total equity	2,744,946
Total capitalization and indebtedness	¥ 11,743,498

NHI enters into various guarantee arrangements in the form of standby letters of credit and other guarantees with third parties. The amount of potential future payments under these guarantee contracts outstanding was ¥9,494 million as of March 31, 2015.

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The following table sets forth the ratio of earnings to fixed charges and the amount of fixed charge deficiency of NHI for the five fiscal years ended March 31, 2015, in accordance with U.S. GAAP.

	Millions of yen				
	Fiscal year ended March 31				
	2011	2012	2013	2014	2015
Earnings:					
Pre-tax income before adjustment for income or loss from equity investees	¥ 81,653	¥ 79,242	¥ 219,133	¥ 323,808	¥ 303,730
Add: Fixed charges	254,794	315,901	266,313	274,774	326,412
Distributed income of equity investees	4,802	4,508	5,568	8,306	8,256
Earnings as defined	¥ 341,249	¥ 399,651	¥ 491,014	¥ 606,888	¥ 638,398
Fixed charges	¥ 254,794	¥ 315,901	¥ 266,313	¥ 274,774	¥ 326,412
Ratio of earnings to fixed charges ⁽¹⁾	1.3	1.3	1.8	2.2	2.0

- (1) For the purpose of calculating the ratio of earnings to fixed charges, earnings consist of pre-tax income (loss) before adjustment for income or loss from equity investees, plus (i) fixed charges and (ii) distributed income of equity investees. Fixed charges consist of interest expense. Fixed charges exclude premium and discount amortization as well as interest expense, which are included in Net gain (loss) on trading. Fixed charges also exclude interest within rent expense, which is insignificant.