

NOMURA HOLDINGS INC  
Form 6-K  
June 27, 2013  
Table of Contents

## **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 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)**

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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):

**Table of Contents**

Information furnished on this form:

**EXHIBIT**

Exhibit Number

1. Capitalization and Indebtedness as of March 31, 2013 and Ratio of Earnings to Fixed Charges and Computation Thereof for the Five Fiscal Years Ended March 31, 2013

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. 333-169682) of the registrant and Nomura America Finance, LLC, filed with the Securities and Exchange Commission ( SEC ) on September 30, 2010 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.

**Table of Contents**

**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 27, 2013

By: /s/ Eiji Miura  
Eiji Miura  
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, 2013. There has been no material change in NHI s capitalization and indebtedness since March 31, 2013.

	<b>Millions of yen</b>
	<b>As of</b>
	<b>March 31, 2013</b>
Short-term borrowings	¥ 738,445
Long-term borrowings	7,592,368
NHI shareholders' equity:	
Common stock	
Authorized 6,000,000,000 shares as of March 31, 2013	
Issued 3,822,562,601 shares as of March 31, 2013	
Outstanding 3,710,960,252 shares as of March 31, 2013	594,493
Additional paid-in capital	691,264
Retained earnings	1,136,523
Accumulated other comprehensive income (loss)	(57,395)
<b>Total NHI shareholders' equity before treasury stock</b>	<b>2,364,885</b>
Common stock held in treasury, at cost 111,602,349 shares as of March 31, 2013	(70,514)
<b>Total NHI shareholders' equity</b>	<b>2,294,371</b>
Noncontrolling interests	24,612
<b>Total equity</b>	<b>2,318,983</b>
<b>Total capitalization and indebtedness</b>	<b>¥ 10,649,796</b>

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 ¥9,084 million as of March 31, 2013.

**Table of Contents****RATIO OF EARNINGS TO FIXED CHARGES AND COMPUTATION THEREOF**

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, 2013, in accordance with U.S. GAAP.

	Millions of yen				
	Fiscal year ended March 31				
	2009	2010	2011	2012	2013
<b>Earnings:</b>					
Pre-tax income (loss) before adjustment for income or loss from equity investees	¥ (774,731)	¥ 92,323	¥ 81,653	¥ 79,242	¥ 219,133
Add: Fixed charges	351,884	205,929	254,794	315,901	266,313
Distributed income of equity investees	7,307	4,827	4,802	4,508	5,568
<b>Earnings as defined</b>	<b>¥ (415,540)</b>	<b>¥ 303,079</b>	<b>¥ 341,249</b>	<b>¥ 399,651</b>	<b>¥ 491,014</b>
Fixed charges	¥ 351,884	¥ 205,929	¥ 254,794	¥ 315,901	¥ 266,313
Ratio of earnings to fixed charges <sup>(1)</sup>		1.5	1.3	1.3	1.8
Fixed charge deficiency <sup>(2)</sup>	767,424				

- (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.
- (2) The earnings for the fiscal year ended March 31, 2009 was insufficient to cover fixed charges.