

NOMURA HOLDINGS INC  
Form 6-K  
November 05, 2012  
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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 November 2012**

## **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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Information furnished on this form:

**EXHIBIT**

Exhibit Number

1. Supplement for Financial Highlights Six months ended September 30, 2012

The registrant hereby incorporates Exhibit 1 to this report on Form 6-K by reference in the prospectus that is part of the 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 on September 30, 2010.

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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: November 5, 2012

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

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**Presentation of Financial and Other Information**

As used in this Form 6-K, references to "Nomura" are to Nomura Holdings, Inc. and its consolidated entities. References to "NHI" are to Nomura Holdings, Inc.

Unless otherwise stated, references in this Form 6-K to "yen" are to Japanese yen. Amounts shown in this Form 6-K have been rounded to the nearest indicated digit unless otherwise specified. In tables and paragraphs with rounded figures, sums may not add up due to rounding.

Except as otherwise indicated, all financial information with respect to Nomura presented in this Form 6-K is presented on an unaudited consolidated basis in accordance with U.S. generally accepted accounting principles.

**Supplement for Financial Highlights – Six months ended September 30, 2012**

Nomura reported net revenue of 770.9 billion yen, income before income taxes of 55.1 billion yen, and net income attributable to NHI shareholders of 4.7 billion yen for six months ended September 30, 2012. Basic-Net income attributable to NHI shareholders per share was 1.28 yen and Diluted-Net income attributable to NHI shareholders per share was 1.25 yen. Annualized return on shareholders' equity was 0.4%.

**i.) Financial position**

As of September 30, 2012, Nomura's total capital ratio<sup>2</sup> was 17.2% and its Tier 1 capital ratio<sup>2</sup> was 15.1%. Nomura had total assets of 35.4 trillion yen, a decrease of 303.0 billion yen compared to March 31, 2012, primarily due to decreases in Securities borrowed, Cash and cash equivalents, and Time deposits. Total liabilities as of September 30, 2012 were 33.0 trillion yen, a decrease of 301.3 billion yen compared to March 31, 2012, primarily due to decreases in Trading liabilities, Payables to other than customers, and Long-term borrowings. Total equity as of September 30, 2012 was 2.4 trillion yen, a decrease of 1.7 billion yen compared to March 31, 2012. Leverage ratio as of September 30, 2012 was 16.9 times and adjusted leverage ratio<sup>3</sup> was 10.6 times.

<sup>1</sup> Annualized return on shareholders' equity is a ratio of net income (loss) attributable to NHI shareholders to total NHI shareholders' equity multiplied by two.

<sup>2</sup> These ratios represent preliminary estimates as of the date of this supplement release and may be revised in Nomura's Quarterly Securities Report on Form 6-K for the period ended September 30, 2012.

NHI has been assigned as *saishu shitei oyagaisha* (a Final Designated Parent Company) who must calculate consolidated capital adequacy ratios according to the Establishment of standards on sufficiency of capital stock of a final designated parent company and its subsidiary entities, etc. compared to the assets held thereby (2010 FSA Regulatory Notice No.130; Capital Adequacy Notice on Final Designated Parent Company hereinafter) in April 2011. Nomura calculates Basel 2.5 based consolidated regulatory capital adequacy ratio in accordance with the Capital Adequacy Notice on Final Designated Parent Company.

<sup>3</sup> Adjusted leverage ratio is a non-GAAP financial measure that Nomura considers to be a useful measure that Nomura and investors use to assess financial position. Adjusted leverage ratio equals total assets less securities purchased under agreements to resell and securities borrowed divided by total NHI shareholders' equity.

**Table of Contents****ii.) Expenses**

Non-interest expenses for six months ended September 30, 2012 increased by 11.5% from the same period in the prior fiscal year to 715.9 billion yen.

**iii.) Capital and Other Balance Sheet Metrics**

As of September 30, 2012, total NHI shareholders' equity was 2.1 trillion yen, which represented a decrease of 10.6 billion yen compared to March 31, 2012.

Level 3 assets (net)<sup>4</sup> were approximately 0.7 trillion yen as of September 30, 2012.

**iv.) Value at Risk**

Value at risk<sup>5</sup> as of September 30, 2012 was 7.1 billion yen, which represents a 1.4% decrease compared to March 31, 2012.

**v.) Cash Dividends**

|                        | 2012 | For the year ended March 31<br>2013<br>(Yen amounts) | 2013 (Plan) |
|------------------------|------|--|-------------|
| Dividends per share    |      |  |             |
| dividends record dates |      |  |             |
| At June 30             |      |  |             |
| At September 30        | 4.00 | 2.00   |             |
| At December 31         |      |  |             |
| At March 31            | 2.00 |  | Unconfirmed |
| For the year           | 6.00 |  | Unconfirmed |

**vi.) Number of employees**

As of September 30, 2012, Nomura had 34,815 employees globally (Japan: 22,020, Europe: 3,940, Americas: 2,425, Asia-Pacific (including Powai office in India): 6,430).

<sup>4</sup> This amount represents a preliminary estimate as of the date of this supplement release and may be revised in Nomura's Quarterly Securities Report on Form 6-K for the period ended September 30, 2012.

Level 3 assets (net) is a non-GAAP financial measure that Nomura considers to be a useful measure that Nomura and investors use to assess financial position. The level 3 assets (net) equals level 3 assets after netting off derivative assets and liabilities.

<sup>5</sup> Value at risk is defined at 99% confidence level. The time horizon for our outstanding portfolio is 1 day. Inter-product price fluctuations are considered.

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**Six months ended September 30, 2012 - Business Highlights**

Net revenue was 770.9 billion yen, an increase of 22.0% from the same period in the prior fiscal year. Non-interest expenses were 715.9 billion yen, an increase of 11.5% compared to the same period in the prior fiscal year. Income before income taxes was 55.1 billion yen.

Net revenue in Retail was 163.5 billion yen, a decrease of 8.2% from the same period in the prior fiscal year. The primary factor for the decrease in net revenue was decreasing commissions for distribution of investment trusts and brokerage commissions.

Net revenue in Asset Management was 31.9 billion yen, a decrease of 8.4% compared to the same period in the prior fiscal year. Assets under management as of September 30, 2012 were 22.7 trillion yen, a decrease of 1.9 trillion yen from 24.6 trillion yen as of March 31, 2012.

Net revenue in Wholesale was 259.0 billion yen, an increase of 16.9% compared to the same period in the prior fiscal year. The primary factor for the increase in net revenue was an increase in net gain on trading.

Nomura maintained Tier 1 capital ratio<sup>6</sup> of 15.1% as of September 30, 2012.

<sup>6</sup> This ratio represents a preliminary estimate as of the date of this supplement release and may be revised in Nomura's Quarterly Securities Report on Form 6-K for the period ended September 30, 2012.

NHI has been assigned as *saishu shitei oyagaisha* (a Final Designated Parent Company) who must calculate consolidated regulatory capital adequacy ratio according to the Establishment of standards on sufficiency of capital stock of a final designated parent company and its subsidiary entities, etc. compared to the assets held thereby (2010 FSA Regulatory Notice No.130; Capital Adequacy Notice on Final Designated Parent Company hereinafter) in April 2011. Nomura calculates Basel 2.5 based consolidated regulatory capital adequacy ratio in accordance with the Capital Adequacy Notice on Final Designated Parent Company.

**Table of Contents****Business Segment Information****Retail**

Net revenue in Retail for six months ended September 30, 2012 was 163.5 billion yen, an 8.2% decrease from the same period in the prior fiscal year. The primary factor for the decrease in net revenue was decreasing commissions for distribution of investment trusts and brokerage commissions due to challenging market conditions negatively affecting the risk appetite of investors. Non-interest expenses decreased by 3.5% to 140.3 billion yen. As a result, income before income taxes decreased by 29.3% to 23.2 billion yen.

Retail client assets as of September 30, 2012 were 67.3 trillion yen, comprised of 33.4 trillion yen in equities, 6.3 trillion yen in foreign currency bonds, 12.7 trillion yen in domestic bonds including CBs and Warrants, 7.0 trillion yen in stock investment trusts, 4.2 trillion yen in bond investment trusts, 1.4 trillion yen in overseas mutual funds, and 2.3 trillion yen in other<sup>7</sup>.

**Operating Results of Retail**

|                                   | Billions of yen<br>For the six months ended |                           | % Change<br>(B-A)/(A) |
|-----------------------------------|---|---------------------------|-----------------------|
|                                   | September 30,<br>2011<br>(A)                | September 30,<br>2012 (B) |                       |
| Net revenue                       | 178.2                                       | 163.5                     | (8.2)                 |
| Non-interest expenses             | 145.4                                       | 140.3                     | (3.5)                 |
| Income (loss) before income taxes | 32.7  | 23.2                      | (29.3)                |

**Asset Management**

Net revenue decreased by 8.4% from the same period in the prior fiscal year to 31.9 billion yen. Non-interest expenses decreased by 3.1% to 21.9 billion yen. As a result, income before income taxes decreased by 18.3% to 9.9 billion yen. Assets under management were 22.7 trillion yen as of September 30, 2012, decreased by 1.9 trillion yen from March 31, 2012.

In addition, Nomura Asset Management's share of public investment trust market in Japan as of September 30, 2012 was 22.1%<sup>9</sup>. Market share in Japan for public stock investment trusts was 17%<sup>8,9</sup>, while market share for public bond investment trusts was 44%<sup>8,9</sup>.

**Operating Results of Asset Management**

|                                   | Billions of yen<br>For the six months ended |                           | % Change<br>(B-A)/(A) |
|-----------------------------------|---|---------------------------|-----------------------|
|                                   | September 30,<br>2011<br>(A)                | September 30,<br>2012 (B) |                       |
| Net revenue                       | 34.8  | 31.9                      | (8.4)                 |
| Non-interest expenses             | 22.6  | 21.9                      | (3.1)                 |
| Income (loss) before income taxes | 12.2  | 9.9                       | (18.3)                |

<sup>7</sup> Includes annuity insurance.

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- <sup>8</sup> Nomura Asset Management Co., Ltd. only.
- <sup>9</sup> Source: The Investment Trusts Association, Japan.



**Table of Contents****Wholesale**

Net revenue increased by 16.9% to 259.0 billion yen (160.0 billion yen from Fixed Income, 69.2 billion yen from Equities, and 29.7 billion yen from Investment Banking) from the same period in the prior fiscal year. The primary factor for the increase in net revenue was an increase in net gain on trading. In particular, net revenue of our Fixed Income business was a main driver of the increase in net revenue for Wholesale. Non-interest expenses decreased by 13.2% to 267.3 billion yen. As a result, loss before income taxes was 8.4 billion yen.

**Operating Results of Wholesale**

|                                   | Billions of yen<br>For the six months ended |                           | % Change  |
|-----------------------------------|---|---------------------------|-----------|
|                                   | September 30,<br>2011 (A)                   | September 30,<br>2012 (B) | (B-A)/(A) |
| Net revenue                       | 221.5                                       | 259.0                     | 16.9      |
| Non-interest expenses             | 308.1                                       | 267.3                     | (13.2)    |
| Income (loss) before income taxes | (86.6)                                      | (8.4)                     |           |

Note: Certain prior period amounts have been reclassified, in accordance with the realignment in April 2012.

**Other Operating Results**

Net revenue was 310.6 billion yen. Income before income taxes was 24.3 billion yen.

**Other Operating Results**

|                                   | Billions of yen<br>For the six months ended |                           | % Change  |
|-----------------------------------|---|---------------------------|-----------|
|                                   | September 30,<br>2011 (A)                   | September 30,<br>2012 (B) | (B-A)/(A) |
| Net revenue                       | 201.1                                       | 310.6                     | 54.4      |
| Non-interest expenses             | 166.1                                       | 286.2                     | 72.4      |
| Income (loss) before income taxes | 35.0  | 24.3                      | (30.6)    |

Note: Certain prior period amounts have been reclassified, in accordance with the realignment in April 2012.

**Table of Contents****Segment Information    Operating Segment**

The following table shows business segment information and reconciliation items to the consolidated statements of income.

|  | Millions of yen<br>For the six months ended |                           | % Change  |
|--|---|---------------------------|-----------|
|  | September 30,<br>2011 (A)                   | September 30,<br>2012 (B) | (B-A)/(A) |
| <b>Net revenue</b>   |   |                           |           |
| Business segment information:  |   |                           |           |
| Retail   | 178,169                                     | 163,497                   | (8.2)     |
| Asset Management   | 34,794                                      | 31,857                    | (8.4)     |
| Wholesale  | 221,532                                     | 258,977                   | 16.9      |
| Subtotal   | 434,495                                     | 454,331                   | 4.6       |
| Other  | 201,098                                     | 310,570                   | 54.4      |
| Net revenue  | 635,593                                     | 764,901                   | 20.3      |
| Reconciliation items:  |   |                           |           |
| Unrealized gain (loss) on investments in equity securities held for operating purposes | (3,639)                                     | 6,032                     |           |
| Net revenue  | 631,954                                     | 770,933                   | 22.0      |
| <b>Non-interest expenses</b>   |   |                           |           |
| Business segment information:  |   |                           |           |
| Retail   | 145,426                                     | 140,347                   | (3.5)     |
| Asset Management   | 22,635                                      | 21,927                    | (3.1)     |
| Wholesale  | 308,103                                     | 267,335                   | (13.2)    |
| Subtotal   | 476,164                                     | 429,609                   | (9.8)     |
| Other  | 166,064                                     | 286,241                   | 72.4      |
| Non-interest expenses  | 642,228                                     | 715,850                   | 11.5      |
| Reconciliation items:  |   |                           |           |
| Unrealized gain (loss) on investments in equity securities held for operating purposes |   |                           |           |
| Non-interest expenses  | 642,228                                     | 715,850                   | 11.5      |
| <b>Income (loss) before income taxes</b>   |   |                           |           |
| Business segment information:  |   |                           |           |
| Retail   | 32,743                                      | 23,150                    | (29.3)    |
| Asset Management   | 12,159                                      | 9,930                     | (18.3)    |
| Wholesale  | (86,571)                                    | (8,358)                   |           |
| Subtotal   | (41,669)                                    | 24,722                    |           |
| Other *  | 35,034                                      | 24,329                    | (30.6)    |
| Income (loss) before income taxes  | (6,635)                                     | 49,051                    |           |

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|  |          |        |
|--|----------|--------|
| Reconciliation items:  |          |        |
| Unrealized gain (loss) on investments in equity securities held for operating purposes | (3,639)  | 6,032  |
| Income (loss) before income taxes  | (10,274) | 55,083 |

\* **Major components**

Transactions between operating segments are recorded within segment results on commercial terms and conditions, and are eliminated in Other .

The following table presents the major components of income (loss) before income taxes in Other .

|  | Millions of yen                                       |                           | % Change<br>(B-A)/(A) |
|--|---|---------------------------|-----------------------|
|  | For the six months ended<br>September 30,<br>2011 (A) | September 30,<br>2012 (B) |                       |
| Net gain (loss) related to economic hedging transactions                             | 2,716   | (267)                     |                       |
| Realized gain (loss) on investments in equity securities held for operating purposes | 498   | (123)                     |                       |
| Equity in earnings of affiliates   | 5,445   | 4,619                     | (15.2)                |
| Corporate items  | 4,002   | (420)                     |                       |
| Other  | 22,373  | 20,520                    | (8.3)                 |
| Total  | 35,034  | 24,329                    | (30.6)                |

Note: Certain reclassifications of previously reported amounts have been made to conform to the current presentation.

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

The following table sets forth the ratio of earnings to fixed charges of Nomura for six months ended September 30, 2012, in accordance with U.S. GAAP.

|   | <b>Millions of yen</b>          |                |
|---|---------------------------------|----------------|
|   | <b>For the six months ended</b> |                |
|   | <b>September 30, 2012</b>       |                |
| <b>Earnings:</b>  |                                 |                |
| Pre-tax income (loss) from continuing operations before adjustment for income or loss from equity investees | ¥                               | 49,268         |
| Add: Fixed charges  |                                 | 129,886        |
| Distributed income of equity investees  |                                 | 2,581          |
| <b>Earnings as defined</b>  | <b>¥</b>                        | <b>181,735</b> |
| Fixed charges   | ¥                               | 129,886        |
| Ratio of earnings to fixed charges <sup>10</sup>  |                                 | 1.4            |

<sup>10</sup> 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.

**Table of Contents****CAPITALIZATION AND INDEBTEDNESS<sup>11</sup>**

The following table sets forth, on a U.S. GAAP basis, the consolidated capitalization and indebtedness of Nomura as of September 30, 2012. There has been no material change in Nomura's capitalization and indebtedness since September 30, 2012.

|  | <b>Millions of yen<br/>September 30, 2012</b> |
|--|---|
| Short-term borrowings  | ¥ 866,417                                     |
| Long-term borrowings   | 8,086,510                                     |
| NHI shareholders' equity:  |   |
| Common stock   |   |
| Authorized 6,000,000,000 shares as of September 30, 2012                           |   |
| Issued 3,822,562,601 shares as of September 30, 2012                               |   |
| Outstanding 3,694,938,473 shares as of September 30, 2012                          | 594,493                                       |
| Additional paid-in capital   | 690,135                                       |
| Retained earnings  | 1,056,255                                     |
| Accumulated other comprehensive income (loss)                                      | (163,862)                                     |
| <b>Total NHI shareholders' equity before treasury stock</b>                        | <b>2,177,021</b>                              |
| Common stock held in treasury, at cost 127,624,128 shares as of September 30, 2012 | (80,414)                                      |
| <b>Total NHI shareholders' equity</b>  | <b>2,096,607</b>                              |
| Noncontrolling interests   | 290,840                                       |
| <b>Total equity</b>  | <b>2,387,447</b>                              |
| <b>Total capitalization and indebtedness</b>                                       | <b>¥ 11,340,374</b>                           |

<sup>11</sup> Nomura 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 as of September 30, 2012 was ¥28,919 million.

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The review process of the quarterly consolidated financial statements for this period has not been completed by the independent auditors at the point of disclosing this Supplement for Financial Highlights. As a result of such review, certain of the information set forth herein could be subject to revision, possibly material, in Nomura's Quarterly Securities Report on Form 6-K for the period ended September 30, 2012.