

NOMURA HOLDINGS INC  
Form S-8 POS  
October 27, 2016

As filed with the Securities and Exchange Commission on October 27, 2016

Registration Statement No. 333-173244

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8**

**REGISTRATION STATEMENT UNDER THE**  
**SECURITIES ACT OF 1933**

**NOMURA HORUDINGUSU KABUSHIKI KAISHA**

(Exact Name of Registrant as Specified in Its Charter)

**NOMURA HOLDINGS, INC.**

(Translation of Registrant's name into English)

**Japan**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**None**  
(I.R.S. Employer  
Identification No.)

**9-1, Nihonbashi 1-chome**

**Chuo-ku, Tokyo, 103-8645**

**Japan**

**(81-3-5255-1000)**

(Address of Principal Executive Offices)

**Stock Acquisition Rights (No. 28) of Nomura Holdings, Inc.**

**Stock Acquisition Rights (No. 29) of Nomura Holdings, Inc.**

**Stock Acquisition Rights (No. 30) of Nomura Holdings, Inc.**

**Stock Acquisition Rights (No. 31) of Nomura Holdings, Inc.**

**Stock Acquisition Rights (No. 32) of Nomura Holdings, Inc.**

**Stock Acquisition Rights (No. 33) of Nomura Holdings, Inc.**

(Full Title of the Plan)

**Nomura Securities International, Inc.**

**Worldwide Plaza, 309 West 49<sup>th</sup> Street**

**New York, New York 10019-7316**

**(212-667-9000)**

(Name, Address and Telephone Number of Agent for Service)



**EXPLANATORY NOTE**

Nomura Holdings, Inc. (the Registrant ) is hereby filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to amend the Registration Statement on Form S-8 filed on April 1, 2011 (File No. 333-173244) (the Registration Statement ) to deregister certain shares of the Registrant's common stock relating to options issued under the Stock Acquisition Rights (No. 28), Stock Acquisition Rights (No. 29), Stock Acquisition Rights (No. 30), Stock Acquisition Rights (No. 31), Stock Acquisition Rights (No. 32) and Stock Acquisition Rights (No. 33) of Nomura Holdings, Inc.

A total of 12,322,700 shares were registered under the Registration Statement (7,662,700 shares relating to the options under the Stock Acquisition Rights (No. 28) of Nomura Holdings, Inc., 481,100 shares relating to the options under the Stock Acquisition Rights (No. 29) of Nomura Holdings, Inc., 1,075,300 shares relating to the options under the Stock Acquisition Rights (No. 30) of Nomura Holdings, Inc., 176,000 shares relating to the options under the Stock Acquisition Rights (No. 31) of Nomura Holdings, Inc., 2,349,500 shares relating to the options under the Stock Acquisition Rights (No. 32) of Nomura Holdings, Inc. and 578,100 shares relating to the options under the Stock Acquisition Rights (No. 33) of Nomura Holdings, Inc.).

Of the 1,075,300 shares relating to the options under the Stock Acquisition Rights (No. 30) of Nomura Holdings, Inc., 18,700 shares remained unsold at the termination of the exercise period for the options issued under the Stock Acquisition Rights (No. 30) of Nomura Holdings, Inc. on June 16, 2016. Of the 176,000 shares relating to the options under the Stock Acquisition Rights (No. 31) of Nomura Holdings, Inc., 116,000 shares remained unsold at the termination of the exercise period for the options issued under the Stock Acquisition Rights (No. 31) of Nomura Holdings, Inc. on August 5, 2016. Of the 2,349,500 shares relating to the options under the Stock Acquisition Rights (No. 32) of Nomura Holdings, Inc., 1,934,500 shares remained unsold at the termination of the exercise period for the options issued under the Stock Acquisition Rights (No. 32) of Nomura Holdings, Inc. on August 5, 2016. No shares remained unsold at the termination of the exercise period for the options issued under either the Stock Acquisition Rights (No. 28) of Nomura Holdings, Inc., the Stock Acquisition Rights (No. 29) of Nomura Holdings, Inc. or the Stock Acquisition Rights (No. 33) of Nomura Holdings, Inc.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Tokyo, Japan as of October 27, 2016.

**NOMURA HOLDINGS, INC.**

By: /s/ Koji Nagai

Name: Koji Nagai

Title: Representative Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Registration Statement has been signed below by the following persons on behalf of Registrant and in the capacities indicated as of October 27, 2016.

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| Signature                | Title  |
|--------------------------|--|
| /s/ Nobuyuki Koga        | Director   |
| Nobuyuki Koga            | Chairman of the Board of Directors   |
| /s/ Koji Nagai           | Director   |
| Koji Nagai               | Representative Executive Officer<br>(Principal Executive Officer)                                |
| /s/ Tetsu Ozaki          | Director   |
| Tetsu Ozaki              | Representative Executive Officer   |
| /s/ Hisato Miyashita     | Director   |
| Hisato Miyashita         |  |
| /s/ David Benson         | Director   |
| David Benson             |  |
| /s/ Takao Kusakari       | Director   |
| Takao Kusakari           |  |
| /s/ Hiroshi Kimura       | Director   |
| Hiroshi Kimura           |  |
| /s/ Noriaki Shimazaki    | Director   |
| Noriaki Shimazaki        |  |
| /s/ Toshinori Kanemoto   | Director   |
| Toshinori Kanemoto       |  |
| /s/ Dame Clara Furse     | Director   |
| Dame Clara Furse         |  |
| /s/ Michael Lim Choo San | Director   |
| Michael Lim Choo San     |  |
| /s/ Takumi Kitamura      | Chief Financial Officer  |
| Takumi Kitamura          | Executive Managing Director<br>(Principal Financial Officer and<br>Principal Accounting Officer) |

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/s/ David Findlay

Senior Managing Director

David Findlay

(Authorized Representative in the United States)