

# FORM 6-K/A

## 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 May 2014**

### **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):

Information furnished on this form:

## **EXHIBIT**

### Exhibit Number

1. Correction to “Supplement for Financial Highlights – Year ended March 31, 2014”, furnished as Exhibit 1 to the report on Form 6-K on May 9, 2014.

The registrant hereby incorporates Exhibit 1 to this report on Form 6-K/A by reference in the prospectus that is part of the 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 on September 19, 2013.

EXPLANATORY NOTE: The registrant furnished with the Securities and Exchange Commission (the “SEC”) a report on Form 6-K on May 9, 2014. The registrant is furnishing this Form 6-K/A in order to amend certain information, including information under the headings “Share Buyback Program” and “CAPITALIZATION AND INDEBTEDNESS”, in Exhibit 1 “Supplement for Financial Highlights – Year ended March 31, 2014”, furnished on Form 6-K on May 9, 2014, as shown in Exhibit 1 to this report.

## 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: May 16, 2014

By: /s/ Hajime Ikeda  
Hajime Ikeda  
Managing Director

**Tokyo, May 16, 2014-** Nomura Holdings, Inc. is amending certain information in the “Supplement for Financial Highlights – Year ended March 2014”, issued on May 9, 2014, as shown below.

The correction is due to mistakenly calculating the number of shares of Nomura Holdings common stock as treasury stock from June 2013. Information under the headings “Share Buyback Program” and “CAPITALIZATION AND INDEBTNESS” has been corrected, as indicated in the bold, underlined text below.

## Share Buyback Program

### Original

Our Board of Directors approved a resolution to set up a share buyback program, pursuant to the company's articles of incorporation set out in accordance with Article 459-1 of the Companies Act of Japan.

The share buyback program will run from May 19, 2014 to July 25, 2014, and have an upper limit of 100 million shares of Nomura Holdings common stock, or 2.6 percent of outstanding shares, and also an upper limit of 70 billion yen in value. Of this, approximately 44 million shares are expected to be used for stock options. The shares will be purchased on the stock exchange via a trust bank.

Nomura plans to use the acquired treasury stock to issue shares upon the exercise of stock options and to raise capital efficiency and ensure a flexible capital management policy.

As of March 31, 2014, NHI had 3,822,562,601 outstanding shares including 104,927,439 shares as treasury stock.

### Corrected

Our Board of Directors approved a resolution to set up a share buyback program, pursuant to the company's articles of incorporation set out in accordance with Article 459-1 of the Companies Act of Japan.

The share buyback program will run from May 19, 2014 to July 25, 2014, and have an upper limit of 100 million shares of Nomura Holdings common stock, or 2.6 percent of outstanding shares, and also an upper limit of 70 billion yen in value. Of this, approximately 44 million shares are expected to be used for stock options. The shares will be purchased on the stock exchange via a trust bank.

Nomura plans to use the acquired treasury stock to issue shares upon the exercise of stock options and to raise capital efficiency and ensure a flexible capital management policy.

As of March 31, 2014, NHI had 3,822,562,601 outstanding shares including 104,932,139 shares as treasury stock.

## CAPITALIZATION AND INDEBTEDNESS<sup>10</sup>

### Original

The following table sets forth, on a U.S. GAAP basis, the consolidated capitalization and indebtedness of Nomura as of March 31, 2014. There has been no material change in Nomura's capitalization and indebtedness since March 31, 2014.

	Millions of yen
	As of March 31, 2014
Short-term borrowings	¥ 602,131
Long-term borrowings	8,227,063
NHI shareholders' equity:	
Common stock	
Authorized—6,000,000,000 shares as of March 31, 2014	
Issued—3,822,562,601 shares as of March 31, 2014	
Outstanding— <u>3,717,635,162</u> shares as of March 31, 2014	594,493
Additional paid-in capital	683,638
Retained earnings	1,287,003
Accumulated other comprehensive income (loss)	20,636
Total NHI shareholders' equity before treasury stock	2,585,770
Common stock held in treasury, at cost— <u>104,927,439</u> shares as of March 31, 2014	<u>(72,087)</u>
Total NHI shareholders' equity	<u>2,513,683</u>
Noncontrolling interests	39,533
Total equity	<u>2,553,216</u>
<b>Total capitalization and indebtedness</b>	<b>¥ <u>11,382,410</u></b>

<sup>10</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 March 31, 2014 was ¥11,509 million.

### Corrected

The following table sets forth, on a U.S. GAAP basis, the consolidated capitalization and indebtedness of Nomura as of March 31, 2014. There has been no material change in Nomura's capitalization and indebtedness since March 31, 2014.

	Millions of yen
	As of March 31, 2014
Short-term borrowings	¥ 602,131
Long-term borrowings	8,227,063
NHI shareholders' equity:	
Common stock	
Authorized—6,000,000,000 shares as of March 31, 2014	
Issued—3,822,562,601 shares as of March 31, 2014	
Outstanding— <u>3,717,630,462</u> shares as of March 31, 2014	594,493
Additional paid-in capital	683,638
Retained earnings	1,287,003
Accumulated other comprehensive income (loss)	20,636
Total NHI shareholders' equity before treasury stock	2,585,770
Common stock held in treasury, at cost— <u>104,932,139</u> shares as of March 31, 2014	<u>(72,090)</u>
Total NHI shareholders' equity	<u>2,513,680</u>
Noncontrolling interests	39,533
Total equity	<u>2,553,213</u>
<b>Total capitalization and indebtedness</b>	<b>¥ <u>11,382,407</u></b>

<sup>10</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 March 31, 2014 was ¥11,509 million.

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- The audit of the consolidated financial statements for this fiscal year has not been completed by the independent auditors at the point of disclosing this document. As a result of such audit, certain of the information set forth herein could be subject to revision, possibly material, in Nomura’s Annual Report on Form 20-F for the year ended March 31, 2014.