

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**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.19) of Nomura Holdings, Inc.**  
**Stock Acquisition Rights (No.20) of Nomura Holdings, Inc.**  
**Stock Acquisition Rights (No.21) of Nomura Holdings, Inc.**  
**Stock Acquisition Rights (No.22) of Nomura Holdings, Inc.**  
**Stock Acquisition Rights (No.23) of Nomura Holdings, Inc.**  
**Stock Acquisition Rights (No.24) of Nomura Holdings, Inc.**  
**Stock Acquisition Rights (No.25) of Nomura Holdings, Inc.**  
**Stock Acquisition Rights (No.26) of Nomura Holdings, Inc.**  
**Stock Acquisition Rights (No.27) of Nomura Holdings, Inc.**  
(Full Title of the Plan)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

**Nomura Securities International, Inc.**  
**2 World Financial Center, Building B**  
**New York, New York 10281-1198**  
**(212-667-9300)**

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

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock	9,945,400 shares (2)	\$ 14.48	\$ 30,217,868.00	\$ 2,154.58

- (1) Plus such indeterminate number of additional shares as may be offered and issued to prevent dilution resulting from stock splits or similar transactions in accordance with Rule 416 under the Securities Act of 1933, as amended.
- (2) Relates to 62,484 Stock Acquisition Rights issued under Stock Acquisition Rights (No.19) of Nomura Holdings, Inc., 1,523 Stock Acquisition Rights issued under Stock Acquisition Rights (No.20) of Nomura Holdings, Inc., 7,682 Stock Acquisition Rights issued under Stock Acquisition Rights (No.21) of Nomura Holdings, Inc., 1,100 Stock Acquisition Rights issued under Stock Acquisition Rights (No.22) of Nomura Holdings, Inc., 19,660 Stock Acquisition Rights issued under Stock Acquisition Rights (No.23) of Nomura Holdings, Inc., 60 Stock Acquisition Rights issued under Stock Acquisition Rights (No.24) of Nomura Holdings, Inc., 30 Stock Acquisition Rights issued under Stock Acquisition Rights (No.25) of Nomura Holdings, Inc., 156 Stock Acquisition Rights issued under Stock Acquisition Rights (No.26) of Nomura Holdings, Inc. and 6,759 Stock Acquisition Rights issued under Stock Acquisition Rights (No.27) of Nomura Holdings, Inc. The proposed maximum offering price per share was derived, pursuant to Rule 457(h) under the Securities Act of 1933, as amended, from the price at which a Stock Acquisition Right may be exercised (¥1 per share for Stock Acquisition Rights (No.19), ¥1 per share for Stock Acquisition Rights (No.20), ¥1 per share for Stock Acquisition Rights (No.21), ¥1,353 per share for Stock Acquisition Rights (No.22), ¥1,353 per share for Stock Acquisition Rights (No.23) and ¥1 per share for Stock Acquisition Rights (No.24), ¥1 per share for Stock Acquisition Rights (No.25), ¥1 per share for Stock Acquisition Rights (No.26), ¥1 per share for Stock Acquisition Rights (No.27) respectively), translated into dollars based on an exchange rate of ¥93.49 per dollar, as quoted at New York close on March 31, 2010 by Thomson Reuters and published in the website of Wall Street Journal.

## **PART I**

### **INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

#### **Item 1. Plan Information.**

All information required by Part I to be contained in the Section 10(a) prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the Note to Part I of Form S-8.

#### **Item 2. Registrant Information and Employee Plan Annual Information.**

All information required by Part I to be contained in the Section 10(a) prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act and the Note to Part I to Form S-8.

## **PART II**

### **INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

#### **Item 3. Incorporation of Documents by Reference.**

The following documents, or sections of documents, as applicable, filed by Nomura Holdings, Inc. (the "Registrant") with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference and made a part hereof:

(1) The Registrant's annual report on Form 20-F for the fiscal year ended March 31, 2009 filed by the Registrant with the Commission on June 30, 2009; and

(2) All other reports filed by the Registrant with the Commission pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") since March 31, 2009.

In addition, all reports filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

#### **Item 4. Description of Securities.**

Not applicable.

#### **Item 5. Interests of Named Experts and Counsel.**

Not applicable.

#### **Item 6. Indemnification of Directors and Officers.**

Article 330 and Article 402, Paragraph 3 of the Companies Act of Japan (the "Companies Act") make the provisions of Section 10, Chapter 2, Book III of the Civil Code of Japan applicable to the relationship between the

Registrant and its directors and executive officers, respectively. Section 10, among other things, provides in effect that:

(1) Any director or executive officer of a company may demand advance payment of expenses which are considered necessary for the management of the affairs of such company entrusted to him;

(2) If a director or an executive officer of a company has defrayed any expenses which are considered necessary for the management of the affairs of such company entrusted to him, he may demand reimbursement therefor and interest thereon after the date of payment from such company;

(3) If a director or an executive officer has assumed an obligation necessary for the management of the affairs of a company entrusted to him, he may require such company to perform it in his place or, if it is not due, to furnish adequate security; and

(4) If a director or an executive officer, without any fault on his part, sustains damage through the management of the affairs of a company entrusted to him, he may demand compensation therefor from such company.

The Registrant pursuant to Article 427, Paragraph 1 of the Companies Act has entered into agreements with its "Outside Directors" as defined in Article 2, Item 15 of the Companies Act under which, if such directors become liable for damages to the Registrant pursuant to Article 423, Paragraph 1 of the Companies Act, for any reason attributable to their duties performed in good faith and without gross negligence, such liability is limited to certain amounts. Such limitation is generally enforceable as between the Registrant and such directors under Japanese law. Such agreements may not be available for certain violations of U.S. federal securities law and may be determined by courts of the United States to be unenforceable in such circumstances.

#### **Item 7. Exemption from Registration Claimed.**

Not applicable.

#### **Item 8. Exhibits.\***

- |      |   |
|------|---|
| 4.1  | Articles of Incorporation of the Registrant (English translation) (incorporated by reference to the Registration Statement on Form F-3ASR (File No.333-165049) filed on February 24, 2010 |
| 4.2  | Share Handling Regulations of the Registrant (English translation)  |
| 15   | Acknowledgement Letter of Ernst & Young ShinNihon LLC   |
| 23.1 | Consent of Ernst & Young ShinNihon LLC  |
| 23.2 | Consent of Ernst & Young ShinNihon LLC  |
| 24.1 | Power of Attorney (included in the signature page)  |
| 24.2 | Power of Attorney   |

\* Exhibits required by Items 601(b)(5), 601(b)(15) and 601(b)(99) of Regulation S-K have been omitted because they are not applicable.

#### **Item 9. Undertakings.**

(1) The undersigned Registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered

would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however,* that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

- (b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (d) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities:

In a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424 (§230.424 of this chapter);
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and
- (iv) Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

(2) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification

is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## 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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Tokyo, Japan on April 7, 2010.

### NOMURA HOLDINGS, INC.

By: /s/ Kenichi Watanabe  
Name: Kenichi Watanabe  
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the following capacities on April 7, 2010.

Each person whose signature appears below authorizes Shinji Iwai, Senior Managing Director of the Registrant as attorney-in-fact, to sign any amendment, including post-effective amendments, to this registration statement on his behalf, individually and in each capacity stated below, and to file any such amendment.

Signature

Title

/s/ Junichi Ujiie

Junichi Ujiie

Chairman of the Board of Directors

/s/ Kenichi Watanabe

Kenichi Watanabe

Director  
President and Chief Executive Officer  
(Principal Executive Officer)

/s/ Takumi Shibata

Takumi Shibata

Director  
Deputy President and Chief Operating Officer

/s/ Masaharu Shibata

Masaharu Shibata

Director

/s/ Hideaki Kubori

Hideaki Kubori

Director

/s/ Haruo Tsuji

Haruo Tsuji

Director

/s/ Fumihide Nomura

Fumihide Nomura

Director

/s/ Tsuguoki Fujinuma

Tsuguoki Fujinuma

Director

/s/ Masahiro Sakane

Masahiro Sakane

Director

/s/ Masanori Itatani

Masanori Itatani

Director



/s/ Yoshifumi Kawabata  
Yoshifumi Kawabata

Director

/s/ Hajime Sawabe  
Hajime Sawabe

Director

/s/ Masafumi Nakada  
Masafumi Nakada

Executive Managing Director and  
Chief Financial Officer  
(Principal Financial Officer and  
Principal Accounting Officer)

/s/ Naoki Matsuba  
Naoki Matsuba

Senior Managing Director  
Authorized Representative in the United States

## EXHIBIT INDEX\*

<u>Number</u>	<u>Description</u>
4.1	Articles of Incorporation of the Registrant (English translation) (incorporated by reference to the Registration Statement on Form F-3ASR (File No.333-165049) filed on February 24, 2010)
4.2	Share Handling Regulations of the Registrant (English translation)
15	Acknowledgement Letter of Ernst & Young ShinNihon LLC
23.1	Consent of Ernst & Young ShinNihon LLC
23.2	Consent of Ernst & Young ShinNihon LLC
24.1	Power of Attorney (included in the signature page)
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\* Exhibits required by Items 601(b)(5), 601(b)(15) and 601(b)(99) of Regulation S-K have been omitted because they are not applicable.

(Translation)

**SHARE HANDLING REGULATIONS  
OF  
NOMURA HOLDINGS, INC.  
(Nomura Horudingusu Kabushiki Kaisha)**

**CHAPTER I**

**GENERAL PROVISIONS**

Article 1. (Purpose)

The handling business relating to the shares of the Company and the procedures for exercise of shareholders' right shall be governed by the provision set forth by Japan Securities Depository Center, Inc. (hereinafter referred to as "JASDEC") and the account management institutions including securities company, etc. (hereinafter referred to as "Securities Company, etc."), with which shareholders have their transfer accounts, and by the provision of Article 12 (Share Handling Regulations) of the Articles of Incorporation.

Article 2. (Share Registrar)

The share registrar of the Company and its handling place of business shall be as follows:

- (1) Share registrar  
Mitsubishi UFJ Trust and Banking Corporation  
4-5, Marunouchi 1-chome, Chiyoda-ku, Tokyo
- (2) Its handling place of business  
Securities Agency Department,  
Mitsubishi UFJ Trust and Banking Corporation  
4-5, Marunouchi 1-chome, Chiyoda-ku, Tokyo

**CHAPTER II**

**RECORDS TO THE REGISTER OF SHAREHOLDERS**

Article 3. (Records to the Register of Shareholders)

1. Any change of records in the register of shareholders shall be made by notices such as the notice of general shareholders from JASDEC (other than the notice (hereinafter referred to as the "Individual Shareholders Notice") as stipulated in Article 154, Paragraph 3 of the Law Concerning Book-Entry Transfer of Corporate Bonds, Stocks, etc. (hereinafter referred to as the "Transfer Law")).

2. Other than the case as set forth above, in issuance of new shares or in other cases as required by the relevant laws or ordinances, changes in the register of shareholders shall be made without notices from JASDEC.

3. Records in the register of shareholders shall be made with the characters and symbols designated by JASDEC.

Article 4. (Notification relating to the Register of Shareholders)

A shareholder shall register its name and address through Securities Company, etc. and JASDEC in accordance with the procedures provided by JASDEC. The same shall apply to any change thereof.

Article 5. (Representatives of Corporate Shareholders)

If a shareholder is a corporation, one (1) representative of such corporation shall be notified through Securities Company, etc. or JASDEC in accordance with the procedures as provided by JASDEC. The same shall apply to any change thereof.

Article 6. (Representatives of Joint Owned Shares)

Shareholders who jointly own shares shall appoint one (1) representative, and submit a notification thereof through Securities Company, etc. and JASDEC in accordance with the procedures as provided by JASDEC. The same shall apply to any change thereof.

Article 7. (Legal Representative)

A legal representative such as a person having parental authority or a guardian of a shareholder shall notify its name and address through Securities Company, etc. and JASDEC in accordance with the procedures as provided by JASDEC. The same shall apply to any change or removal thereof.

Article 8. (Notification of Address by Foreign Resident Shareholders, etc.)

A shareholder residing in a foreign country or its legal representative shall appoint its standing proxy in Japan, or designate a mailing address in Japan to receive notices. The name and address of the standing proxy or the mailing address to receive notices shall be notified through Securities Company, etc. and JASDEC in accordance with the procedures as provided by JASDEC. The same shall apply to any change or removal thereof.

Article 9. (Confirmation of Notification Made by way of JASDEC)

A notification by shareholders, which is submitted through Securities Company, etc. and JASDEC, shall be deemed as a notification from the shareholder.

Article 10. (Registered Pledges for Shares)

The provisions of this Chapter shall apply *mutatis mutandis* to the registered pledges for shares.

### **CHAPTER III**

#### **IDENTIFICATION OF SHAREHOLDERS**

Article 11. (Identification of Shareholders)

1. If a shareholder (including a shareholder to whom the Individual Shareholders Notice is given) claims or exercises other shareholder rights (hereinafter collectively referred to as the “Claims, etc.”), such shareholder shall attach or provide an evidence to support that the shareholder is the very person who made such Claims, etc. (hereinafter referred to as the “Evidencing Materials, etc.”), unless otherwise verified by the Company that the Claims, etc. were made by the said shareholder.

2. The Claims, etc. made by any shareholder to the Company through the Securities Company, etc. and JASDEC shall be deemed as the Claims, etc. made by such shareholder, and submission of the Evidencing Materials, etc is not required.

3. The Claims, etc. by a proxy shall be made pursuant to the provisions of the preceding two paragraphs with a letter of proxy attached thereto, bearing a signature or the name and seal of the shareholder. In such a letter of proxy, the name and address of a delegate shall be indicated.

4. Provisions of the preceding paragraphs 1 and 2 shall apply *mutatis mutandis* to the proxy.

### **CHAPTER IV**

#### **PROCEDURES FOR EXERCISING SHAREHOLDER’S RIGHTS, ETC.**

Article 12. (Minority Shareholders’ Right, etc.)

When a shareholder exercises his/her minority shareholders’ rights etc., defined in Article 147, Paragraph 4 of the Transfer Law, except as otherwise set forth herein, directly towards the Company, that shareholder shall make his request for such exercise by submitting a document bearing the signature or the name and seal along with making a request for an Individual Shareholder’s Notice.

Article 13. (Description of Shareholder Proposals in Reference Materials for General Meeting of Shareholders)

In the event a shareholder submits a proposal in the general meeting of shareholders, the length of the proposal shall be as follows, as determined by the Company in accordance with Article 93, Paragraph 1 of the Regulations for Enforcement of the Companies Act.

- (1) Reasons for proposal  
Four hundred (400) characters in length for each proposal
- (2) Matters to be included in reference materials for general meeting of shareholders concerning the proposal for election of officers  
Four hundred (400) characters in length for each candidate

Article 14. (Methods of Filing Requests)

When any shareholder exercises rights by an electronic method pursuant to laws or ordinances, such shareholder shall do so on the website of the Company (<http://www.nomuraholdings.com/jp/investor/shareholders/sstep.html>).

## CHAPTER V

### PURCHASE OF LESS-THAN-A-FULL-UNIT SHARES

Article 15. (Method of Requesting Purchase of Less-than-a-Full-Unit)

In case that purchase of less-than-a-full-unit shares is requested, such request shall be made through Securities Company, etc. and JASDEC in accordance with the procedures as provided by JASDEC.

Article 16. (Determination of Purchase Price)

1. The purchase price per share for a purchase request in accordance with the preceding Article 15 shall be the closing price per share at the Tokyo Stock Exchange, Inc. (“TSE”) on the day on which the purchase request is received at the Share Registrar’s handling place of business; provided, however, that if no sales of the share take place on the said day, or the said day fall on a holiday of the said stock exchange, the purchase price per share shall be the price per share settled at the first sale thereafter.

2. The purchase price shall be the amount obtained by multiplying the purchase price per share referred to in the preceding paragraph by the number of shares requested for purchase.

Article 17. (Payment of Purchase Price)

1. The Company shall pay the amount of the purchase price (hereinafter referred to as the “Purchase Price”) calculated pursuant to the preceding Article 16 after deduction of the handling fees set forth in Article 26, unless otherwise set forth thereby, the purchase price on the fourth business day from the following day on which the purchase price per share is determined in accordance with the procedure as provided by JASDAC; provided, however, that if the purchase price contains the right to dividend from surplus or stock split, etc., the Company shall pay the Purchase Price no later than the record date thereof.

2. A person requesting share purchase may request payment of the Purchase Price to be transferred to the bank deposit account designated by such person or in cash through Japan Post Bank Co., Ltd.

Article 18. (Transfer of Purchased Shares)

The less-than-a-full-unit shares requested for purchase shall be transferred to the transfer account of the Company on the date of payment or completion of the procedures for payment of the Purchase Price in accordance with the preceding Article 17.

## CHAPTER VI

### ADDITIONAL PURCHASE OF LESS-THAN-A-FULL-UNIT SHARES

#### Article 19. (Method of Requesting for Additional Purchase of Less-than-a-full-unit Shares)

In case that a shareholder who holds less-than-a-full-unit shares requests the Company to sell him / her shares in such number that will constitute one (1) unit when added to such less-than-a-unit shares (hereinafter referred to as the "Request for Additional Purchase"), such request shall be made through Securities Company, etc. and JASDEC in accordance with the procedures as provided by JASDEC.

#### Article 20. (Request for Additional Purchase in Excess of Available Treasury Shares)

If the aggregated number of shares requested in the Request for Additional Purchase on a same day exceeds the number of treasury shares available for transfer by the Company, none of the Request for Additional Purchase on the said day shall come into effect.

#### Article 21. (Effective Date of Request for Additional Purchase)

A Request for Additional Purchase shall come into effect on the day when the said Request for Additional Purchase is received at the Share Registrar's handling place of business.

#### Article 22. (Determination of Purchase Price)

1. The additional purchase price per share of less-than-a-full-unit share shall be the closing price on the TSE on the effective date of the Request for Additional Purchase; provided, however, that if no sales of the share take place on the said day, or the said day fall on a holiday of the said stock exchange, the purchase price per share shall be the price per share settled at the first sale thereafter.

2. The additional purchase price shall be the amount obtained by multiplying the additional purchase price per share referred to in the preceding paragraph by the number of shares requested for purchase.

#### Article 23. (Transfer of Additionally Purchased Shares)

Application for transfer of treasury shares to the shareholder's transfer account in a number equal to the number of shares subject to a Request for Additional Purchase shall be made on the day on which it has been confirmed that the sum calculated by adding the handling fees set forth in Article 26 to the additional purchase price has been remitted to the bank deposit account designated by the Company through Securities Company, etc. in accordance with the procedures as provided by JASDEC.

#### Article 24. (Period of Suspension for Additional Purchase Request)

1. The Company shall suspend the acceptance of Request for Additional Purchase every year from the period starting from the tenth business day prior to and ending on the respective dates listed below:

- (1) March 31;
- (2) June 30;
- (3) September 30;
- (4) December 31; and
- (5) Any other dates as provided by JASDEC, such as the record date of shareholders, etc.

2. Notwithstanding the preceding paragraph, the Company may, when it deems necessary, set additional periods for suspension of the acceptance of Request for Additional Purchase.

**CHAPTER VII**  
**SPECIAL TREATMENT OF SPECIAL ACCOUNT**

Article 25. (Special Treatment of Special Account)

Identification of a shareholder who opened a special account and other treatments related to the special account shall be in accordance with the procedures as provided by JASDEC as well as by the account management institution of the said special account.

**CHAPTER VIII**  
**HANDLING FEES**

Article 26. (Handling Fees)

Handling fees with respect to a purchase of less-than-one-unit shares pursuant to Article 15 and a Request for Additional Purchase of less-than-one-unit shares pursuant to Article 19 shall as follows:

An amount obtained in accordance with the following formula as equivalent to the brokerage commission for 100 shares, prorated according to the number of shares so purchased or additionally purchased, for each case of purchase.

(Formula)

The handling fee shall be measured through the way where at first, the purchase price per share determined under Article 16 or the additional purchase price per share determined under Article 22 shall be multiplied by 100 shares (the “assumed total amount”) and then calculated by using the following ratios to the assumed total amount.

The first 1,000,000 yen.....	1.150%
More than 1,000,000 yen to 5,000,000 yen (inclusive) .....	0.900%
More than 5,000,000 yen to 10,000,000 yen (inclusive) .....	0.700%
More than 10,000,000 yen to 30,000,000 yen (inclusive) .....	0.575%
More than 30,000,000 yen to 50,000,000 yen (inclusive) .....	0.375%

(If there is any fraction of 1 yen, it shall be disregarded.)

Provided, however, that if the amount so obtained per 100 shares falls under 2,500 yen, it shall be 2,500 yen.

2. Notwithstanding the preceding paragraph, the Executive Officers designated by the resolution of the Board of Directors are authorized to determine the period the Company does not charge handling fees for a purchase of less-than-a-full-unit shares or an additional purchase of shares up to a whole unit.

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*Supplementary Provision*

Article 1. (Enforcement)

These Regulations shall come into force as from January 5, 2009.

Article 2. (Amendment to the number of Article 1 in relation to the Amendment to the Articles of Incorporation)

When an article number of the Article 12 (Share Handling Regulations) of the Article of Incorporation is amended in the general meeting of shareholders, “Article 12” as provided in Article 1 shall refer to the amended article number.

Dates of Amendments

January 15, 2002  
June 26, 2003  
January 4, 2005  
June 28, 2006  
November 26, 2008

June 17, 2002  
June 25, 2004  
October 1, 2005  
June 27, 2007  
May 15, 2009

April 1, 2003  
October 1, 2004  
May 1, 2006  
September 25, 2008  
January 6, 2010



## EXHIBIT 15

April 7, 2010  
The Board of Directors  
Nomura Holdings, Inc.

We are aware of the incorporation by reference in this Registration Statement (Form S-8) of Nomura Holdings, Inc. pertaining to the Stock Acquisition Rights (No. 19), the Stock Acquisition Rights (No. 20), the Stock Acquisition Rights (No. 21), the Stock Acquisition Rights (No. 22), the Stock Acquisition Rights (No. 23), the Stock Acquisition Rights (No. 24), the Stock Acquisition Rights (No. 25), the Stock Acquisition Rights (No. 26) and the Stock Acquisition Rights (No. 27) of Nomura Holdings, Inc. of our report dated February 24, 2010 relating to the unaudited consolidated balance sheet of Nomura Holdings, Inc. and subsidiaries as of September 30, 2009, and the related unaudited consolidated statements of operations and comprehensive income for the three-month and six-month periods ended September 30, 2009 and 2008, and the unaudited consolidated statements of changes in equity and cash flows for the six-month periods ended September 30, 2009 and 2008 that are included in its Form 6-K filed with the Securities and Exchange Commission on February 24, 2010.

Under Rule 436(c) of the 1933 Act, our report is not a part of the registration statement prepared or certified by accountants within the meaning of Section 7 or 11 of the 1933 Act.

/s/ Ernst & Young ShinNihon LLC

**EXHIBIT 23.1**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Stock Acquisition Rights (No. 19), the Stock Acquisition Rights (No. 20), the Stock Acquisition Rights (No. 21), the Stock Acquisition Rights (No. 22), the Stock Acquisition Rights (No. 23), the Stock Acquisition Rights (No. 24), the Stock Acquisition Rights (No. 25), the Stock Acquisition Rights (No. 26) and the Stock Acquisition Rights (No. 27) of Nomura Holdings, Inc. of our reports dated June 29, 2009, with respect to the consolidated financial statements of Nomura Holdings, Inc., and the effectiveness of internal control over financial reporting of Nomura Holdings, Inc., included in its Annual Report (Form 20-F) for the year ended March 31, 2009, filed with the Securities and Exchange Commission.

/s/ Ernst & Young ShinNihon LLC

Tokyo, Japan  
April 7, 2010

**EXHIBIT 23.2**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Stock Acquisition Rights (No. 19), the Stock Acquisition Rights (No. 20), the Stock Acquisition Rights (No. 21), the Stock Acquisition Rights (No. 22), the Stock Acquisition Rights (No. 23), the Stock Acquisition Rights (No. 24), the Stock Acquisition Rights (No. 25), the Stock Acquisition Rights (No. 26) and the Stock Acquisition Rights (No. 27) of Nomura Holdings, Inc. of our report dated July 12, 2007, with respect to the consolidated financial statements of Nomura Land and Building Co., Ltd., included in its Annual Report (Form 20-F) for the year ended March 31, 2009, filed with the Securities and Exchange Commission.

/s/ Ernst & Young ShinNihon LLC

Tokyo, Japan  
April 7, 2010

**EXHIBIT 24.2**

**POWER OF ATTORNEY**

Nomura Holdings, Inc. (the "Company"), hereby constitutes and appoints Shinji Iwai, Senior Managing Director of the Company, its true and lawful attorney-in-fact, to sign any and all amendments, including post-effective amendments, to the Company's registration statement on Form S-8 relating to Stock Acquisition Rights (No.19) of Nomura Holdings, Inc., Stock Acquisition Rights (No.20) of Nomura Holdings, Inc., Stock Acquisition Rights (No.21) of Nomura Holdings, Inc., Stock Acquisition Rights (No.22) of Nomura Holdings, Inc., Stock Acquisition Rights (No.23) of Nomura Holdings, Inc. Stock Acquisition Rights (No.24) of Nomura Holdings, Inc. Stock Acquisition Rights (No.25) of Nomura Holdings, Inc., Stock Acquisition Rights (No.26) of Nomura Holdings, Inc. and Stock Acquisition Rights (No.27) of Nomura Holdings, Inc. and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission.

IN WITNESS WHEREOF, this power of attorney has been executed on behalf of the Company by its President and Chief Executive Officer thereunder duly authorized on the 7th day of April, 2010.

**NOMURA HOLDINGS, INC.**

By: /s/ Kenichi Watanabe  
Name: Kenichi Watanabe  
Title: President and Chief Executive Officer