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

**POST-EFFECTIVE AMENDMENT NO. 2 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. 39) of Nomura Holdings, Inc.

Stock Acquisition Rights (No. 40) 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

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**Nomura Securities International, Inc.
Worldwide Plaza, 309 West 49th 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. 2 to Form S-8 Registration Statement to amend the Registration Statement on Form S-8 filed on April 2, 2012 (File No. 333-180506) (the “Registration Statement”) to deregister certain shares of the Stock Acquisition Rights (No. 39) and the Stock Acquisition Rights (No. 40) of Nomura Holdings, Inc.

Under the Registration Statement, 2,843,000 shares were registered in connection with the options under Stock Acquisition Rights (No. 39) of Nomura Holdings Inc. and 19,762,800 shares were registered in connection with the options under Stock Acquisition Rights (No. 40) of Nomura Holdings, Inc.

Of the 2,843,000 shares relating to the options under the Stock Acquisition Rights (No. 39) of Nomura Holdings, Inc., 131,400 shares remained unsold at the termination of the exercise period for the options issued under the Stock Acquisition Rights (No. 39) of Nomura Holdings, Inc. on November 15, 2017. Of the 19,762,800 shares relating to the options under the Stock Acquisition Rights (No. 40) of Nomura Holdings, Inc., 38,600 shares remained unsold at the termination of the exercise period for the options issued under the Stock Acquisition Rights (No. 40) of Nomura Holdings, Inc. on May 24, 2018.

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. 2 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Tokyo, Japan as of November 29, 2018.

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. 2 to Registration Statement has been signed below by the following persons on behalf of Registrant and in the capacities indicated as of November 29, 2018.

Signature

Title

/s/ Nobuyuki Koga
Nobuyuki Koga

Director
Chairman of the Board of Directors

/s/ Koji Nagai
Koji Nagai

Director
Representative Executive Officer
(Principal Executive Officer)

/s/ Shoichi Nagamatsu
Shoichi Nagamatsu

Director
Representative Executive Officer

/s/ Hisato Miyashita
Hisato Miyashita

Director

/s/ Hiroshi Kimura
Hiroshi Kimura

Director

/s/ Kazuhiko Ishimura
Kazuhiko Ishimura

Director

/s/ Noriaki Shimazaki
Noriaki Shimazaki

Director

/s/ Mari Sono
Mari Sono

Director

/s/ Michael Lim Choo San
Michael Lim Choo San

Director

/s/ Laura Simone Unger
Laura Simone Unger

Director

/s/ Takumi Kitamura

Takumi Kitamura

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

/s/ Kentaro Okuda

Kentaro Okuda

Executive Managing Director
(Authorized Representative in the United States)