
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.)

13-1, Nihonbashi 1-chome
Chuo-ku, Tokyo, 103-8645
Japan
(81-3-5255-1000)
(Address of Principal Executive Offices)

Stock Acquisition Rights (No. 48) of Nomura Holdings, Inc.
Stock Acquisition Rights (No. 58) of Nomura Holdings, Inc.
Stock Acquisition Rights (No. 61) of Nomura Holdings, Inc.
Stock Acquisition Rights (No. 64) of Nomura Holdings, Inc.
Stock Acquisition Rights (No. 65) of Nomura Holdings, Inc.
Stock Acquisition Rights (No. 68) of Nomura Holdings, Inc.
Stock Acquisition Rights (No. 69) of Nomura Holdings, Inc.
Stock Acquisition Rights (No. 70) of Nomura Holdings, Inc.
Stock Acquisition Rights (No. 71) of Nomura Holdings, Inc.
Stock Acquisition Rights (No. 72) of Nomura Holdings, Inc.
Stock Acquisition Rights (No. 73) of Nomura Holdings, Inc.
(Full Title of the Plan)

Nomura Securities International, Inc.
Worldwide Plaza, 309 West 49th Street
New York, New York 10019-7316
(Name and Address of Agent for Service)

(212-667-9000)
(Telephone Number of Agent for Service)

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.

EXPLANATORY NOTE

Nomura Holdings, Inc. (the “Registrant”) is hereby filing this Post-Effective Amendment No. 2 (this “Amendment”) to Form S-8 Registration Statement to amend the Registration Statement on Form S-8 filed on October 27, 2016 (File No. 333-214267) (the “Registration Statement”) as amended by the Post-Effective Amendment No. 1 thereto (“Amendment No. 1”) to deregister certain shares registered in connection with options under the Stock Acquisition Rights (No. 65), the Stock Acquisition Rights (No. 68) and the Stock Acquisition Rights (No. 70) of Nomura Holdings, Inc.

Under the Registration Statement, 6,591,500 shares were registered in connection with the options under Stock Acquisition Rights (No. 65) of Nomura Holdings, Inc., 2,575,900 shares were registered in connection with the options under Stock Acquisition Rights (No. 68) of Nomura Holdings, Inc., 6,238,000 shares were registered in connection with the options under Stock Acquisition Rights (No. 70) of Nomura Holdings, Inc., and 6,215,300 shares were registered in connection with the options under Stock Acquisition Rights (No. 71) of Nomura Holdings, Inc.

Of the 6,591,500 shares relating to the options under the Stock Acquisition Rights (No. 65) of Nomura Holdings, Inc., 31,400 shares remained unsold at the termination of the exercise period for the options issued under the Stock Acquisition Rights (No. 65) of Nomura Holdings, Inc. on April 19, 2023. Of the 2,575,900 shares relating to the options under the Stock Acquisition Rights (No. 68) of Nomura Holdings, Inc., 2,565,800 shares remained unsold at the termination of the exercise period for the options issued under the Stock Acquisition Rights (No. 68) of Nomura Holdings, Inc. on November 17, 2022. Of the 6,238,000 shares relating to the options under the Stock Acquisition Rights (No. 70) of Nomura Holdings, Inc., 19,300 shares remained unsold at the termination of the exercise period for the options issued under the Stock Acquisition Rights (No. 70) of Nomura Holdings, Inc. on April 19, 2023.

The Registrant previously deregistered unsold shares relating to the options under its Stock Acquisition Rights (No. 48), the Stock Acquisition Rights (No. 58), the Stock Acquisition Rights (No. 61), the Stock Acquisition Rights (No. 64) and the Stock Acquisition Rights (No. 69) under Amendment No. 1.

The exercise period for the options issued under the Stock Acquisition Rights (No. 71) of Nomura Holdings, Inc. has not yet terminated, and this Amendment does not deregister the shares registered in connection therewith.

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 Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Tokyo, Japan as of May 24, 2023.

NOMURA HOLDINGS, INC.

By: /s/ KENTARO OKUDA
Name: Kentaro Okuda
Title: Representative Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment to Registration Statement has been signed below by the following persons on behalf of Registrant and in the capacities indicated as of May 24, 2023.

<u>Signature</u>	<u>Title</u>
<hr/> <p>/s/ KOJI NAGAI Koji Nagai</p>	Director Chairman of the Board of Directors
<hr/> <p>/s/ KENTARO OKUDA Kentaro Okuda</p>	Director Representative Executive Officer (Principal Executive Officer)
<hr/> <p>/s/ TOMOYUKI TERAGUCHI Tomoyuki Teraguchi</p>	Director
<hr/> <p>/s/ SHOJI OGAWA Shoji Ogawa</p>	Director
<hr/> <p>/s/ KAZUHIKO ISHIMURA Kazuhiko Ishimura</p>	Director
<hr/> <p>/s/ TAKAHISA TAKAHARA Takahisa Takahara</p>	Director
<hr/> <p>/s/ NORIAKI SHIMAZAKI Noriaki Shimazaki</p>	Director
<hr/> <p>/s/ MARI SONO Mari Sono</p>	Director
<hr/> <p>/s/ LAURA SIMONE UNGER Laura Simone Unger</p>	Director
<hr/> <p>/s/ VICTOR CHU Victor Chu</p>	Director

/s/ J. CHRISTOPHER GIANCARLO

J. Christopher Giancarlo

Director

/s/ PATRICIA MOSSER

Patricia Mosser

Director

/s/ TAKUMI KITAMURA

Takumi Kitamura

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

/s/ SATOSHI KAWAMURA

Satoshi Kawamura

Senior Managing Director
(Authorized Representative in the United States)