

**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. 74) of Nomura Holdings, Inc.
Stock Acquisition Rights (No. 75) of Nomura Holdings, Inc.
Stock Acquisition Rights (No. 76) of Nomura Holdings, Inc.
Stock Acquisition Rights (No. 82) of Nomura Holdings, Inc.
Stock Acquisition Rights (No. 83) 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 26, 2017 (File No. 333-[221128](#)) (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. 74) and Stock Acquisition Rights (No. 76) of Nomura Holdings, Inc.

Under the Registration Statement, 2,557,400 shares were registered in connection with the options under Stock Acquisition Rights (No. 74) of Nomura Holdings, Inc., 4,736,500 shares were registered in connection with the options under Stock Acquisition Rights (No. 76) of Nomura Holdings, Inc..

Of the 2,557,400 shares relating to the options under the Stock Acquisition Rights (No. 74) of Nomura Holdings, Inc., 2,071,400 shares remained unsold at the termination of the exercise period for the options issued under the Stock Acquisition Rights (No. 74) of Nomura Holdings, Inc. on November 10, 2023. Of the 4,736,500 shares relating to the options under the Stock Acquisition Rights (No. 76) of Nomura Holdings, Inc., 47,400 shares remained unsold at the termination of the exercise period for the options issued under the Stock Acquisition Rights (No. 76) of Nomura Holdings, Inc. on April 19, 2024.

The Registrant previously deregistered unsold shares relating to the options under its Stock Acquisition Rights (No. 75) under Amendment No. 1. No shares remained unsold at the termination of the exercise period for the options issued under the Stock Acquisition Rights (No. 82) and the Stock Acquisition Rights (No. 83) of Nomura Holdings, Inc. As a result of this Amendment, all shares originally registered under the Registration Statement and unsold at the termination of the relevant exercise period have been deregistered.

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 23, 2024.

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 23, 2024.

Signature

Title

/s/ KOJI NAGAI
Koji Nagai

Director
Chairman of the Board of Directors

/s/ KENTARO OKUDA
Kentaro Okuda

Director
Representative Executive Officer
(Principal Executive Officer)

/s/ YUTAKA NAKAJIMA
Yutaka Nakajima

Director
Representative Executive Officer

/s/ SHOJI OGAWA
Shoji Ogawa

Director

/s/ NORIAKI SHIMAZAKI
Noriaki Shimazaki

Director

/s/ KAZUHIKO ISHIMURA
Kazuhiko Ishimura

Director

/s/ LAURA SIMONE UNGER
Laura Simone Unger

Director

/s/ VICTOR CHU
Victor Chu

Director

/s/ J. CHRISTOPHER GIANCARLO
J. Christopher Giancarlo

Director

/s/ PATRICIA MOSSER
Patricia Mosser

Director

/s/ TAKAHISA TAKAHARA
Takahisa Takahara

Director

/s/ MIYUKI ISHIGURO
Miyuki Ishiguro

Director

/s/ MASAHIRO ISHIZUKA
Masahiro Ishizuka

Director

/s/ SATOSHI KAWAMURA
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)