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

**POST-EFFECTIVE AMENDMENT NO. 3 TO  
FORM S-8**

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

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**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.)

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

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**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)

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

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

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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. 3 (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”) and the Post-Effective Amendment No. 2 thereto (“Amendment No. 2”) to deregister certain shares registered in connection with options under the Stock Acquisition Rights (No. 71) of Nomura Holdings, Inc.

Under the Registration Statement, 6,215,300 shares were registered in connection with the options under Stock Acquisition Rights (No. 71) of Nomura Holdings, Inc.

Of the 6,215,300 shares relating to the options under the Stock Acquisition Rights (No. 71) of Nomura Holdings, Inc., 52,000 shares remained unsold at the termination of the exercise period for the options issued under the Stock Acquisition Rights (No. 71) of Nomura Holdings, Inc. on April 19, 2024.

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 and the options under its Stock Acquisition Rights (No. 65), the Stock Acquisition Rights (No. 68) and the Stock Acquisition Rights (No. 70) under Amendment No. 2. No shares remained unsold at the termination of the exercise period for the options issued under the Stock Acquisition Rights (No. 72) and the Stock Acquisition Rights (No. 73) 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.

**KNOM**

**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.

<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/ YUTAKA NAKAJIMA Yutaka Nakajima</p>	Director Representative Executive Officer
<hr/> <p>/s/ SHOJI OGAWA Shoji Ogawa</p>	Director
<hr/> <p>/s/ NORIAKI SHIMAZAKI Noriaki Shimazaki</p>	Director
<hr/> <p>/s/ KAZUHIKO ISHIMURA Kazuhiko Ishimura</p>	Director
<hr/> <p>/s/ LAURA SIMONE UNGER Laura Simone Unger</p>	Director
<hr/> <p>/s/ VICTOR CHU Victor Chu</p>	Director
<hr/> <p>/s/ J. CHRISTOPHER GIANCARLO J. Christopher Giancarlo</p>	Director
<hr/> <p>/s/ PATRICIA MOSSER Patricia Mosser</p>	Director

/s/ TAKAHISA TAKAHARA  
Takahisa Takahara

Director

/s/ MIYUKI ISHIGURO  
Miyuki Ishiguro

Director

/s/ MASAHIRO ISHIZUKA  
Masahiro Ishizuka

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)