

MITSUBISHI UFJ FINANCIAL GROUP INC

Form 6-K

May 28, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 6-K**

**Report of Foreign Issuer**

**Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

**For the month of May, 2009**

**MITSUBISHI UFJ FINANCIAL GROUP, INC.**

(Translation of registrant's name into English)

**7-1, Marunouchi 2-chome, Chiyoda-ku**

**Tokyo 100-8330, Japan**

(Address of principal executive offices)

**[Indicate by check mark whether the registrant files or  
will file annual reports under cover Form 20-F or Form 40-F.]**

Form 20-F   X        Form 40-F       

**[Indicate by check mark whether the registrant by furnishing the information  
contained in this Form is also thereby furnishing the information to the Commission  
pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.]**

Yes             No   X

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 28, 2009

Mitsubishi UFJ Financial Group, Inc.

By: /S/ Ryutaro Kusama

Name: Ryutaro Kusama

Title: Chief Manager, General Affairs  
Corporate Administration Division

Mitsubishi UFJ Financial Group, Inc.

**Establishment of Subsidiary for Issuance of Non-dilutive Preferred Securities**

**Tokyo, May 28, 2009** Mitsubishi UFJ Financial Group, Inc. (MUFG) hereby announces that its Board of Directors today resolved to establish a wholly owned subsidiary, MUFG Capital Finance 9 Limited, in the Cayman Islands in order to issue preferred securities ( Non-dilutive Preferred Securities ) so as to enhance the flexibility of its future capital management.

The general terms of the Non-dilutive Preferred Securities are as described below, and the specific terms and conditions of the issue will be determined at a later date. The issuance of the Non-dilutive Preferred Securities is expected to increase our Tier I capital under the BIS capital adequacy requirements.

|                        |   |
|------------------------|---|
| Issuer                 | MUFG Capital Finance 9 Limited<br>A special purpose subsidiary to be newly established in the Cayman Islands under the laws of the Cayman Islands, and in which MUFG will have 100% voting rights.  |
| Type of Security       | Japanese Yen-denominated non-cumulative perpetual preferred securities<br>No right to convert into MUFG's common shares is granted.   |
| Issue Amount           | Undecided   |
| Dividends              | Undecided   |
| Use of Proceeds        | To be provided to MUFG's consolidated subsidiary, The Bank of Tokyo-Mitsubishi UFJ, Ltd., in order to strengthen its capital base.  |
| Liquidation Preference | The Non-dilutive Preferred Securities rank, as to rights to liquidation preferences, effectively, junior to the general creditors and subordinated creditors of MUFG, senior to the MUFG's common shares, and <i>pari passu</i> with MUFG's preferred shares. |
| Method of Offering     | Private placements to Qualified Institutional Investors in Japan  |

Note: The implementation of the proposed transactions is subject to valid notifications and approvals based on applicable laws and regulations.

\* \* \*

**Contact:**

Mitsubishi UFJ Financial Group, Inc.

Public Relations Division

Tel: 81-3-3240-7651

This press release has been prepared for the purpose of publicly announcing MUFG's acquisition of subsidiary shares in connection with the issuance of preferred securities and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. The preferred securities have not been and will not be registered under the U.S. Securities Act of 1933 (the 1933 Act ). This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any offer or sale of the preferred securities in the United States absent registration or an applicable exemption from the registration requirements under the 1933 Act.