

MITSUBISHI UFJ FINANCIAL GROUP INC

Form 6-K

October 29, 2012

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 under

the Securities Exchange Act of 1934

For the month of October 2012

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 of 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: October 29, 2012

Mitsubishi UFJ Financial Group, Inc.

By: /s/ Manabu Ishii

Name: Manabu Ishii

Title: Chief Manager, General Affairs

Corporate Administration Division

Mitsubishi UFJ Financial Group, Inc.
The Bank of Tokyo-Mitsubishi UFJ, Ltd.

Execution of Stock Transfer Agreement Concerning Transfer of NBL Co., Ltd.

Tokyo, October 29, 2012 The Bank of Tokyo-Mitsubishi UFJ, Ltd. (BTMU), a subsidiary of Mitsubishi UFJ Financial Group, Inc. (MUFG), and Hitachi Capital Corporation (Hitachi Capital) agreed that BTMU will transfer* 12,000,000 shares in NBL Co., Ltd. (60% of all issued shares) to Hitachi Capital, and the said parties entered into a stock transfer agreement.

* The share transfer and payment of the purchase price are scheduled to take place on April 1, 2013, subject to the approval of the competent authorities.

1. Reason for Stock Transfer

Pursuant to the Capital Alliance Between Hitachi Capital Corporation and NBL Co., Ltd. that was announced on July 28, 2011, BTMU transferred 40% of all issued shares in NBL to Hitachi Capital on October 31, 2011.

Subsequently, as a result of numerous consultations between MUFG and BTMU concerning growth strategies for NBL going forward, it was concluded that the partnering with Hitachi Capital, a leading company in the vendor leasing industry* with excellent vendor leasing business knowhow and a strong customer base, would contribute to the long-term growth and development of NBL.

* Vendor lease: Lease agreements to be entered into with customers by lease companies through customer mediation or representative services for office procedures by dealers who are in alliance relationships with lease companies via entering into dealership agreements with lease companies or in any other manners.

2. Overview of Subsidiary

| | | |
|--|---|-----|
| (1) Name | NBL Co., Ltd. | |
| (2) Location | New Kawai Building, 4-6 Nihonbashi Honcho 3-chome, Chuo-ku, Tokyo | |
| (3) Name and Title of Representative | Akio Kakizaki, Representative director and president | |
| (4) Type of Business | General leasing business | |
| (5) Capital | 10,000 million yen | |
| (6) Date of Incorporation | November 26, 1977 | |
| (7) Major Shareholders and Shareholdings | The Bank of Tokyo-Mitsubishi UFJ, Ltd. | 50% |
| | Hitachi Capital Corporation | 40% |
| | Mitsubishi UFJ NICOS Co., Ltd. | 10% |

* BTMU plans to complete the acquisition of all the shares held by Mitsubishi UFJ NICOS by the stock transfer date (which is scheduled to take place on April 1, 2013) and transfer these shares to Hitachi Capital, together with the shares already held by BTMU comprising 50% of all issued shares (comprising in total 60% of all the issued shares).

| | | |
|---------------------------------------|------------------------|---|
| (8) Relationship between MUFG and NBL | Capital Relationship | NBL is a consolidated subsidiary of MUFG and BTMU. |
| | Personnel Relationship | Three of NBL's six directors are current or former employees of BTMU. In addition, five BTMU employees are seconded to NBL. |

BTMU has conducted financial transactions with NBL, including loans.

Edgar Filing: MITSUBISHI UFJ FINANCIAL GROUP INC - Form 6-K

Transaction
Relationship

(9) Management results and financial standing of NBL for the last three years

(million yen)

| Fiscal year | Fiscal year ended March 31, 2010 | Fiscal year ended March 31, 2011 | Fiscal year ended March 31, 2012 |
|----------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Net Assets | 4,860 | 5,237 | 5,849 |
| Total Assets | 185,713 | 178,771 | 190,219 |
| Net Assets per Share (yen) | 243.01 | 261.85 | 292.45 |
| Revenue | 55,123 | 60,475 | 62,352 |
| Operating Income | 113 | 1,011 | 2,982 |
| Ordinary Income | 137 | 1,012 | 2,982 |
| Net Income | 36 | 376 | 612 |
| Net Income per Share (yen) | 1.81 | 18.83 | 30.60 |
| Dividend per Share (yen) | | | |

3. Overview of Transferee

| | | | |
|------|---|--|---|
| (1) | Name | Hitachi Capital Corporation | |
| (2) | Location | 15-12, Nishi-Shimbashi 2-chome, Minato-ku, Tokyo | |
| (3) | Name and Title of Representative | Kazuya Miura, President and CEO | |
| (4) | Type of Business | General leasing business | |
| (5) | Capital | 9,983 million yen | |
| (6) | Date of Incorporation | September 10, 1957 | |
| (7) | Net Assets | 270,404 million yen (consolidated value as of end of March 2012) | |
| (8) | Total Assets | 1,757,241 million yen (consolidated value as of end of March 2012) | |
| (9) | Major Shareholders and Shareholders | Hitachi, Ltd. 54.78% | |
| (10) | Relationship between MUFG and Hitachi Capital | Capital Relationship | There is no capital relationship between MUFG and Hitachi Capital that should be noted. There is no capital relationship between any persons related to MUFG or any affiliates of MUFG, on the one hand, and any persons related to Hitachi Capital or any affiliates of Hitachi Capital, on the other, that should be noted. |
| | | Personnel Relationship | One BTMU employee is seconded to Hitachi Capital. |
| | | Transaction Relationship | BTMU has conducted financial transactions with Hitachi Capital, including loans. |
| | | Whether Hitachi Capital is a Related Party | Hitachi Capital is not a related party of MUFG. There are no persons related to Hitachi Capital or affiliates of Hitachi Capital who are also related to MUFG. |

4. Number of shares to be transferred by BTMU and status of share ownership prior to and after transfer

| | |
|--|--|
| Number of Shares Owned Prior to Transfer | 12,000,000 |
| | (Number of voting rights: 12,000,000) |
| | (Ownership ratio: 60%) |
| Number of Shares to be Transferred | 12,000,000 |
| | (Number of voting rights: 12,000,000) |
| | (Percentage of all issued shares: 60%) |
| | (Value of transfer: 2,400 million yen) |
| Number of Shares Owned | 0 |
| After Transfer | (Number of voting rights: 0) |

(Ownership ratio: 0%)

5. Schedule

| | |
|---------------------------------------|---|
| Execution of Stock Transfer Agreement | October 29, 2012 |
| Date of Share Transfer (Schedule) | April 1, 2013 (after approval from the competent authorities) |

The impact that this matter will have on MUFG's financial results is expected to be minimal.

* * *

Contacts:

| | | |
|--|---------------------------|----------------|
| Mitsubishi UFJ Financial Group, Inc. | Public Relations Division | 81-3-3240-7651 |
| The Bank of Tokyo-Mitsubishi UFJ, Ltd. | Public Relations Division | 81-3-3240-2950 |