

MITSUBISHI UFJ FINANCIAL GROUP INC

Form 6-K

May 13, 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 13, 2009

Mitsubishi UFJ Financial Group, Inc.

By: /S/ Ryutaro Kusama

Name: Ryutaro Kusama

Title: Chief Manager, General Affairs
Corporate Administration Division

Response to Morgan Stanley's Upsizing of its Public Offering

Tokyo, May 13, 2009 On May 11, 2009 (Tokyo Time), Mitsubishi UFJ Financial Group, Inc. (MUFG) made an announcement "Acquisition by MUFG of Morgan Stanley Common Stock and Partial Sale of Preferred Stock" regarding its decision to purchase shares of common stock of Morgan Stanley in a public offering by Morgan Stanley. In response to Morgan Stanley's upsizing of the public offering, MUFG has made the decision described below to revise its original decision:

1. The acquisition of common shares and partial sale of preferred stock (The bracketed terms represent the original decision by MUFG.)

(1) Acquisition of common stock

Revised number of shares to be acquired: 29,375,000 shares [25,000,000 shares]

Revised total amount of share acquisition: US\$705,000,000 [US\$600,000,000]
(US\$24 per share)

Revised closing date (planned): May 22, 2009 [May 13, 2009]
(New York time)

(2) Partial sale (repurchase by Morgan Stanley) of preferred stock

Series of preferred stock: 10% Series C Non-Cumulative Non-Voting Perpetual Preferred Stock

Revised total sales price: US\$705,000,000 [US\$600,000,000]
(US\$1,100 per share)

As a result of these transactions, MUFG will continue to hold more than 20% of the common shares of Morgan Stanley (assuming full conversion of the Morgan Stanley convertible preferred stock owned by MUFG).

2. Reason for revisions

Morgan Stanley's decision on May 12, 2009 (Tokyo time) to increase the size of the public offering and capital increase that Morgan Stanley announced on May 8, 2009 (New York time), and other factors.

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Contact:

Mitsubishi UFJ Financial Group, Inc.

Public Relations Division

81-3-3240-7651