WACOAL HOLDINGS CORP Form SC 13G/A March 07, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

Wacoal Holdings Corp.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

930004205

(CUSIP Number)

February 29, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- x Rule 13d-1(b)
- o Rule 13d-1(c)
- o Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

^{*} The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

1	NAME OF REPORTI	NG PERSOI	N
2	Mitsubishi UFJ Fin CHECK THE APPRO	ancial Grou PRIATE BO	up, Inc. DX IF A MEMBER OF A GROUP (See Instructions)
	(a)		
	(b)		
3 4	SEC USE ONLY CITIZENSHIP OR PI	ACE OF OF	RGANIZATION
	Tokyo, Japan	5	SOLE VOTING POWER
NUMBER	OF		
SHARES		6	14,810,532 SHARED VOTING POWER
BENEFIC	IALLY		
OWNED	ВҮ	_	-0- SOLE DISPOSITIVE POWER
EACH		7	SOLL DISTOSITIVE TOWER
REPORTI PERSON	NG		14,810,532
WITH		8	SHARED DISPOSITIVE POWER
9	AGGREGATE AMO	UNT BENEF	-0- FICIALLY OWNED BY EACH REPORTING PERSON
10	14,810,532 CHECK IF THE AGO	GREGATE A	MOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
12	10.6% TYPE OF REPORTING PERSON (See Instructions)
	СО
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1	NAME OF REPORT	ING PERSO	N
2	The Bank of Toky CHECK THE APPR	o–Mitsubisł OPRIATE B	ni UFJ, Ltd. OX IF A MEMBER OF A GROUP (See Instructions)
	(a)		
	(b)		
3 4	SEC USE ONLY CITIZENSHIP OR F	LACE OF O	RGANIZATION
	Tokyo, Japan	5	SOLE VOTING POWER
NUMBER	OF		
SHARES		6	6,986,529 SHARED VOTING POWER
BENEFIC	IALLY	Ü	
OWNED	BY	_	-0- SOLE DISPOSITIVE POWER
EACH		7	SOLL DISTOSTIVL TO WER
REPORTI	NG		6,986,529
PERSON WITH		8	SHARED DISPOSITIVE POWER
9	AGGREGATE AMO	DUNT BENE	-0- FICIALLY OWNED BY EACH REPORTING PERSON
10	6,986,529 CHECK IF THE AG	GREGATE A	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
12	5.0% TYPE OF REPORTING PERSON (See Instructions)
	CO
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1	NAME OF REPORTI	NG PERSO	N
2	Mitsubishi UFJ Tru CHECK THE APPRO	st and Banl PRIATE BO	king Corporation OX IF A MEMBER OF A GROUP (See Instructions)
	(a)		
	(b)		
3 4	SEC USE ONLY CITIZENSHIP OR PI	LACE OF O	RGANIZATION
	Tokyo, Japan	5	SOLE VOTING POWER
NUMBER	OF		
SHARES		6	6,530,000 Shared voting power
BENEFIC	IALLY	Ü	
OWNED	ВҮ		-0-
EACH		7	SOLE DISPOSITIVE POWER
REPORTI	REPORTING		
PERSON		8	6,530,000 Shared dispositive power
WITH		O	
9	AGGREGATE AMO	UNT BENE	-0- FICIALLY OWNED BY EACH REPORTING PERSON
10	6,530,000 CHECK IF THE AGO	GREGATE A	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
12	4.7% TYPE OF REPORTING PERSON (See Instructions)
	СО
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1	NAME OF REPORTI	NG PERSO	N
2	Mitsubishi UFJ Sec CHECK THE APPRO	urities Co., PRIATE BO	Ltd. DX IF A MEMBER OF A GROUP (See Instructions)
	(a)		
	(b)		
3 4	SEC USE ONLY CITIZENSHIP OR PI	LACE OF OI	RGANIZATION
	Tokyo, Japan	5	SOLE VOTING POWER
NUMBER	OF		
SHARES		6	1,058,003 SHARED VOTING POWER
BENEFIC	TALLY		
OWNED	ВҮ	_	-0- SOLE DISPOSITIVE POWER
EACH		7	SOLE DISPOSITIVE POWER
REPORTI	NG		1,058,003
PERSON WITH		8	SHARED DISPOSITIVE POWER
9	AGGREGATE AMO	UNT BENEI	-0- FICIALLY OWNED BY EACH REPORTING PERSON
10	1,058,003 CHECK IF THE AGO	GREGATE A	MOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	0.8% TYPE OF REPORTING PERSON (See Instructions)
	со
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1	NAME OF REPORTING PERSO!	N
	Mitsubishi UFJ Securities Inter	rnational plc
2	CHECK THE APPROPRIATE BO	OX IF A MEMBER OF A GROUP (See Instructions)
	(a)	
	(b)	
3 4	SEC USE ONLY CITIZENSHIP OR PLACE OF OR	RGANIZATION
	London, United Kingdom	SOLE VOTING POWER
NUMBER	OF	
SHARES	6	250,000 SHARED VOTING POWER
BENEFIC	IALLY	
OWNED		-0- SOLE DISPOSITIVE POWER
EACH	7	
REPORTI PERSON	NG	250,000
WITH	8	SHARED DISPOSITIVE POWER
9	AGGREGATE AMOUNT BENEF	-0- FICIALLY OWNED BY EACH REPORTING PERSON
10	250,000 CHECK IF THE AGGREGATE A	MOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	0.2% TYPE OF REPORTING PERSON (See Instructions)
	со
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1	NAME OF REPORTING PERSO	N
	Mitsubishi UFJ Asset Manager	ment Co., Ltd.
2	CHECK THE APPROPRIATE BO	OX IF A MEMBER OF A GROUP (See Instructions)
	(a)	
	(b)	
3 4	SEC USE ONLY CITIZENSHIP OR PLACE OF O	RGANIZATION
	Tokyo, Japan 5	SOLE VOTING POWER
NUMBER	OF	
SHARES	6	236,000 SHARED VOTING POWER
BENEFIC		
OWNED EACH	вү 7	-0- SOLE DISPOSITIVE POWER
REPORTI	•	
PERSON		236,000 SHARED DISPOSITIVE POWER
WITH	8	SHARED DISPOSITIVE POWER
9	AGGREGATE AMOUNT BENEI	-0- FICIALLY OWNED BY EACH REPORTING PERSON
10	236,000 CHECK IF THE AGGREGATE A	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	0.2% TYPE OF REPORTING PERSON (See Instructions)
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CUSIP NO. 930004205

ITEM 1

(a) Name of Issuer

Wacoal Holdings Corp.

(b) Address of Issuer's Principal Executive Offices

29 Nakajima-cho, Kisshoin, Minami-ku, Kyoto 601-8530, Japan

ITEM 2

(a) Names of Persons Filing

Mitsubishi UFJ Financial Group, Inc. ("MUFG")

The Bank of Tokyo-Mitsubishi UFJ, Ltd. ("BTMU")

Mitsubishi UFJ Trust and Banking Corporation ("MUTB")

Mitsubishi UFJ Securities Co., Ltd. ("MUS")

Mitsubishi UFJ Securities International plc ("MUSI")

Mitsubishi UFJ Asset Management Co., Ltd. ("MUAM")

(b) Address of Principal Business Office or, if none, Residence

MUFG:

7-1 Marunouchi 2-chome, Chiyoda-ku

Tokyo 100-8330, Japan

BTMU:

7-1 Marunouchi 2-chome, Chiyoda-ku

Tokyo 100-8388, Japan

MUTB:

4-5 Marunouchi 1-chome, Chiyoda-ku

Tokyo 100-8212, Japan

MUS:

4-1 Marunouchi 2-chome, Chiyoda-ku

Tokyo 100-6334, Japan

MUSI:

CUSIP NO. <u>930004205</u>

(c) Not applicable.		zenship
(d) Common Stock		e of Class of Securities
(e) 930004205	CUS	SIP Number
ITEM 3		is statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: One of the Act (15 U.S.C. 78o).
WIOI) o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
	`) o Insurance company as fined in section 3(a)(19) of the Act (15 U.S.C. 78c).
	`) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
	`	o An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
	,	An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
		A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
	`	A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
	(j)	Group, in accordance with § 240.13d-1(b)(1)(ii)(J).
BTM	IU: (a) o Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
	(b) X Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
	(c) o Insurance company as fined in section 3(a)(19) of the Act (15 U.S.C. 78c).
	(d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
	(e	o An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
	(f	On An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

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	(g) o	A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
	(h) o	A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
	(i) o	A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the
		Investment Company Act of 1940 (15 U.S.C. 80a-3);
	(j) o	Group, in accordance with § 240.13d-1(b)(1)(ii)(J).
MUTB:	(a) o	Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
	(b) X	Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
	(c) o	Insurance company as fined in section 3(a)(19) of the Act (15 U.S.C. 78c).
	(d) o	Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
	(e) o	An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
	(f) o	An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
	(g) o	A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
	(h) o	A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
	(i) o	A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the
		Investment Company Act of 1940 (15 U.S.C. 80a-3);
	(j) o	Group, in accordance with § 240.13d-1(b)(1)(ii)(J).
MUS:	(a) X	Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
	(b) o	Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
	(c) o	Insurance company as fined in section 3(a)(19) of the Act (15 U.S.C. 78c).
	(d) o	Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
	(e) o	An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
	(f) o	An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
	(g) o	A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
	(h) o	A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
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	(i) o	A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
	(j) o	Group, in accordance with § 240.13d-1(b)(1)(ii)(J).
MUSI:	(a) X	Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
	(b) X	Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
	(c) o	Insurance company as fined in section 3(a)(19) of the Act (15 U.S.C. 78c).
	(d) o	Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
	(e) o	An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
	(f) o	An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
	(g) o	A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
	(h) o	A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
	(i) o	A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
	(j) o	Group, in accordance with § 240.13d-1(b)(1)(ii)(J).
MUAM:	(a) o	Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
	(b) o	Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
	(c) o	Insurance company as fined in section 3(a)(19) of the Act (15 U.S.C. 78c).
	(d) o	Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
	(e) X	An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
	(f) o	An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
	(g) o	A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
	(h) o	A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
	(i) o	A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
	(j) o	Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

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ITEM 4 Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

For MUFG

Amount Beneficially Owned:	14,810,532
Percent of Class:	10.59%
Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	14,810,532
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	14,810,532
(iv) Shared power to dispose or to direct the disposition of:	-0-
	Percent of Class: Number of shares as to which the person has: (i) Sole power to vote or to direct the vote: (ii) Shared power to vote or to direct the vote: (iii) Sole power to dispose or to direct the disposition of:

For BTMU

(a)	Amount Beneficially Owned:	6,986,529
(b)	Percent of Class:	4.99%
(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	6,986,529
	(ii) Shared power to vote or to direct the vote:	-0-
	(iii) Sole power to dispose or to direct the disposition of:	6,986,529
	(iv) Shared power to dispose or to direct the disposition of:	-0-

For MUTB

(a)	Amount Beneficially Owned:	6,530,000
(b)	Percent of Class:	4.67%
(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	6,530,000
	(ii) Shared power to vote or to direct the vote:	-0-
	(iii) Sole power to dispose or to direct the disposition of:	6,530,000
	(iv) Shared power to dispose or to direct the disposition of:	-0-

For MUS

(a)	Amount Beneficially Owned:	1,058,003
(b)	Percent of Class:	0.76%
(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	1,058,003

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		(ii) Shared power to vote or to direct the vote:	-()-
		(iii) Sole power to dispose or to direct the disposition of:	1,058,003
		(iv) Shared power to dispose or to direct the disposition of:	-0-
For MUSI			
	(a)	Amount Beneficially Owned:	250,000
	(b)	Percent of Class:	0.18%
	(c)	Number of shares as to which the person has:	
		(i) Sole power to vote or to direct the vote:	250,000
		(ii) Shared power to vote or to direct the vote:	-0-
		(iii) Sole power to dispose or to direct the disposition of:	250,000
		(iv) Shared power to dispose or to direct the disposition of:	-0-
For MUAM			
	(a)	Amount Beneficially Owned:	236,000
	(b)	Percent of Class:	0.17%
	(c)	Number of shares as to the such person has:	
		(i) Sole power to vote or to direct the vote:	236,000
		(ii) Shared power to vote or to direct the vote:	-0-
		(iii) Sole power to dispose or to direct the disposition of:	236,000
		(iv) Shared power to dispose or to direct the disposition of:	-0-
ITEM 5	Owne	ership of Five Percent or Less of a Class	
NT . 11 1.1			

Not applicable.

ITEM 6 Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

ITEM 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent **Holding Company**

As of February 29, 2008, MUFG beneficially owns 14,810,532 shares indirectly through its subsidiaries as follows: BTMU holds 6,986,529 shares; MUTB holds 6,530,000 shares; MUS holds 1,058,003 shares (including 250,000 shares indirectly held through MUS's subsidiary, MUSI); and MUAM holds 236,000 shares.

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ITEM 8 Identification and Classification of Members of the Group

Not applicable.

ITEM 9 Notice of Dissolution of Group

Not applicable.

ITEM 10 Certification

By signing below the filers certify that, to the extent of their best knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE
After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.
Date: March 7, 2008
THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.
By: <u>/s/ Takami Onodera</u>
Name: Takami Onodera
Title: General Manager, Credit Policy & Planning Division

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SIGNATURE
After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.
Date: March 7, 2008
MITSUBISHI UFJ TRUST AND BANKING CORPORATION
By: <u>/s/ Koji Kawakami</u> Name: Koji Kawakami
Title: Deputy General Manager of Trust Assets Planning Division

CUSIP NO. <u>930004205</u>

SIGNATURE
After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 7, 2008

MITSUBISHI UFJ SECURITIES CO., LTD.

By: /s/ Masayasu Tsukada

Name: Masayasu Tsukada

Title: General Manager, Corporate Planning Division

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SIGNATURE
After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.
Date: March 7, 2008
MITSUBISHI UFJ SECURITIES INTERNATIONAL PLC
By:/s/ Yasutaka Suehiro Name: Yasutaka Suehiro
Title: Managing Director
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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 7, 2008

MITSUBISHI UFJ ASSET MANAGEMENT CO., LTD.

By: /s/ Katsutoshi Edamura

Name: Katsutoshi Edamura

Title: General Manager of Risk Management Division

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