ORIX CORP Form 6-K December 26, 2006 Table of Contents

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

Pursuant to Rule 13a-16 or 15d-16 OF

THE SECURITIES EXCHANGE Act of 1934

For the month of December, 2006.

ORIX Corporation

(Translation of Registrant s Name into English)

Mita NN Bldg., 4-1-23 Shiba, Minato-Ku,

Tokyo, 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

Table of Documents Filed

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1. English translation of semi-annual financial report (hanki houkokusho) of ORIX Corporation (the Company) filed with the Kanto Financial Bureau and the Tokyo Stock Exchange in Japan on December 22, 2006. This document is an English translation of consolidated financial information prepared in accordance with generally accepted accounting principles in the United States (U.S. GAAP) for the six months ended September 30, 2005 and 2006, and the fiscal year ended March 31, 2006. This translation is unaudited.

Date: December 25, 2006

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.

ORIX Corporation

By /s/ Shunsuke Takeda
Shunsuke Takeda
Director
Vice Chairman and CFO
ORIX Corporation

THE CONSOLIDATED FINANCIAL INFORMATION

- 1. On December 22, 2006, ORIX Corporation (the Company) filed its semi-annual financial report (hanki houkokusho) with the Kanto Financial Bureau and the Tokyo Stock Exchange in Japan. This document is an English translation of consolidated financial information prepared in accordance with generally accepted accounting principles in the United States (U.S. GAAP) for the six months ended September 30, 2005 and 2006, and the fiscal year ended March 31, 2006. This translation is unaudited.
- 2. Significant differences between U.S. GAAP and generally accepted accounting principles in Japan (Japanese GAAP) are stated in the notes of Overview of Accounting Principles Utilized.

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1. Information on the Company and its subsidiaries

(1) Consolidated Financial Highlights

		Millions of yen	The fiscal year ended
	The six months ended September 30, 2005	The six months ended September 30, 2006	March 31, 2006
Total Revenues	447,729	558,529	941,872
Income before Income Taxes, Minority Interests in Earnings of Subsidiaries, Discontinued Operations and Extraordinary Gain	132,754	151,334	250,816
Net Income	83,954	91,326	166,388
Shareholders Equity	821,420	1,034,339	953,646
Total Assets	6,333,055	7,633,915	7,242,455
Shareholders Equity Per Share (yen) Basic Earnings Per Share (yen)	9,333.32 957.87	11,470.78 1,014.29	10,608.97 1,883.89
Diluted Earnings Per Share (yen)	907.93	977.73	1,790.30
Shareholders Equity Ratio (%)	12.97	13.55	13.17
Cash Flows from Operating Activities	112,157	165,962	136,003
Cash Flows from Investing Activities	(182,787)	(520,853)	(799,357)
Cash Flows from Financing Activities	102,172	252,904	762,528
Cash and Cash Equivalents at End of Period	177,565	143,971	245,856
Number of Employees	14,310	16,414	15,067

Note: 1. Consumption tax is excluded from the stated amount of total revenues.

^{2.} As a result of the recording of Discontinued Operations in accordance with FASB Statement No.144 (Accounting for impairment or Disposal of Long-lived Assets), certain amounts in the six months ended September 30, 2005 and the fiscal year ended March 31, 2006 have been reclassified retroactively.

^{3.} The depreciation costs of estimated residual values related to lease income associated with re-leasing, which had been excluded from Total Revenues were reclassified into expenses and costs of vehicle maintenance and management services, which had been excluded from Total Revenues were reclassified into expenses in the fiscal year ended March 31,2006. As a result, Total Revenues for the six months ended September 30, 2005 has been reclassified retroactively.

^{4.} Minority Interests in Earnings of Subsidiaries, net which had been excluded from Income before Income Taxes, Minority Interests in Earnings of Subsidiaries, Discontinued Operations and Extraordinary Gain was disclosed separately in the fiscal year ended March 31, 2006. As a result, Income before Income Taxes, Minority Interests in Earnings of Subsidiaries, Discontinued Operations and Extraordinary Gain for the six months ended September 30, 2005 has been reclassified retroactively.

(2) Overview of Activities

For the six months ended September 30, 2006, no significant changes were made in the Company and its subsidiaries operations. There were no changes in the activities of principal related companies.

(3) Changes of Principal Related Companies

Changes of principal related companies for the six months ended September 30, 2006 are as follows:

Additions:

There were no additions during the six months ended September 30, 2006.

Deletions:

There were no deletions during the six months ended September 30, 2006.

(4) Number of Employees

The following table shows the total number of employees in the Company and its subsidiaries by segment as of September 30, 2006:

Segment name	Number of employees
Operations in Japan:	
Corporate Financial Services	1,758
Automobile Operations	1,930
Rental Operations	924
Real Estate-Related Finance	735
Real Estate	2,207
Life Insurance	480
Other	2,917
Subtotal	10,951
Overseas Operations:	
The Americas	1,044
Asia, Oceania and Europe	2,338
Subtotal	3,382
Other administration sections	2,081
	_,,,,,
Total	16,414
	10,111

2. Financial Results

(1) Six Months Ended September 30, 2006

Economic Environment

The world economy, including the United States, Europe and Asia, has generally continued to recover and grow over the last six-month period. The U.S. economy showed signs of expansion, despite concerns regarding the decrease in residential investment towards the end of this period, supported by a steady corporate performance, as well as a slight increase in consumer spending. The European economy continued its trend in recovery backed by an expansion in capital investment and steady consumer spending. While the Chinese economy continued to achieve high growth, other countries across Asia also showed signs of economic improvement.

The Japanese economy continued to recover, despite the economic instability caused by the rise in oil prices, due to growth in private capital investments stemming from improvements in corporate earnings, as well as a recovery in employment trends.

Financial Highlights
Income Before Income Taxes (*)
Net Income
Earnings Per Share (Basic)
Earnings Per Share (Diluted)
Shareholders Equity Per Share
ROE (annualized)
ROA (annualized)

(Y)151,334 million (Up 14% year on year) (Y)91,326 million (Up 9% year on year) (Y)1,014.29 (Up 6% year on year) (Y)977.73 (Up 8% year on year) (Y)11,470.78 (Up 8% on March 31, 2006) 18.4% (September 30, 2005: 21.7%) 2.46% (September 30, 2005: 2.71%)

(*) Income before Income Taxes refers to Income before Income Taxes, Minority Interests in Earnings of Subsidiaries, Discontinued Operations and Extraordinary Gain.

Revenues: (Y)558,529 million (Up 25% year on year)

Revenues increased 25% to (Y)558,529 million in the first half of this fiscal year compared with the same period of the previous fiscal year.

Although brokerage commissions and net gains on investment securities and life insurance premiums and related investment income decreased year on year, revenues from direct financing leases, operating leases, interest on loans and investment securities, real estate sales, gains on sal of real estate under operating leases, and other operating revenues were up compared to the same period of the previous fiscal year.

Revenues from direct financing leases slightly increased to (Y)48,009 million compared with the same period of the previous fiscal year. In Japan, revenues from direct financing leases were down 9% to (Y)32,075 million compared to (Y)35,297 million in the same period of the previous fiscal year due to the lower level of operating assets and a decrease in revenues from securitization. Overseas, revenues were up 28% to (Y)15,934 million compared to (Y)12,458 million in the same period of the previous fiscal year due to the expansion of leasing operations in the Asia, Oceania and Europe segment, and the effect of a depreciation of the yen against the dollar.

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Revenues from operating leases increased 17% to (Y)124,984 million compared to the same period of the previous fiscal year. In Japan, there was an expansion of automobile and real estate operating leases, as well as an increase in revenues from the precision measuring and other equipment rental operations, that resulted in a 16% increase to (Y)95,223 million compared to (Y)82,171 million in the same period of the previous fiscal year. Overseas, revenues were up 20% to (Y)29,761 million compared to (Y)24,712 million in the same period of the previous fiscal year due to the expansion of automobile operating leases in the Asia, Oceania and Europe segment.

Revenues from interest on loans and investment securities increased 24% to (Y)95,611 million compared to the same period of the previous fiscal year. In Japan, interest on loans and investment securities increased 16% to (Y)71,828 million compared to (Y)61,857 million in the same period of the previous fiscal year due primarily to an expansion of revenues including non-recourse loans and loans to corporate customers. Overseas, revenues were up 58% to (Y)23,783 million compared to (Y)15,025 million in the same period of the previous fiscal year due to an expansion of revenues associated with loans to corporate customers in The Americas segment, as well as contributions from interest on investment securities.

Revenues from brokerage commissions and net gains on investment securities decreased 9% to (Y)18,534 million compared to the same period of the previous fiscal year. Brokerage commissions were up 12% year on year due to the increase of stock trading value compared to the same period of the previous fiscal year, while the stock market was still in the adjustment phase in Japan. Although there were contributions from revenues of the venture capital operations in Japan and securities investments in The Americas segment, net gains on investment securities were down 13% year on year due to the decrease in net gains on investment securities in Japan.

Life insurance premiums and related investment income were down 7% year on year to (Y)63,767 million. Life insurance premiums were down year on year, while life insurance related investment income also decreased year on year.

Real estate sales more than doubled year on year to (Y)67,895 million due to an increase in the number of condominiums sold to buyers from 844 units in the first half of the previous fiscal year to 1,702 units in the first half of this fiscal year.

Gains on sales of real estate under operating leases increased 29% year on year to (Y)12,170 million due to an increase in sales of office buildings and other real estate under operating leases.

Other operating revenues increased 47% year on year to (Y)127,559 million. In Japan, revenues were up 21% to (Y)101,749 million compared to (Y)84,221 million in the same period of the previous fiscal year due to the increases in revenues associated with the automobile maintenance service operations, and our real estate management operations, including hotels, training facilities and golf courses, as well as contribution from the beginning of the first quarter of this fiscal year of companies which we invested in the previous fiscal year, in addition to contributions of servicing fees from our loan servicing operations. Overseas, revenues increased more than 11 times to (Y)25,810 million compared to (Y)2,281 million in the same period of the previous fiscal year due to the contribution from the beginning of the first quarter of this fiscal year of the investment bank Houlihan Lokey Howard & Zukin (Houlihan Lokey) that entered the ORIX Group in the fourth quarter of the previous fiscal year and is included in The Americas segment.

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Expenses: (Y)423, 368 million (Up 27% year on year)

Expenses increased 27% to (Y)423,368 million compared with the same period of the previous fiscal year. Although life insurance costs, provision for doubtful receivables and probable loan losses, and write-downs of securities were down year on year, interest expense, costs of operating leases, costs of real estate sales, other operating expenses, selling, general and administrative expenses, and write-downs of long-live assets increased year on year.

Interest expense was up 32% year on year to (Y)39,057 million. In Japan, interest expense increased 19% year on year due to the higher average debt levels. Overseas, interest expense increased 52% year on year due to the higher average debt levels and higher interest rates.

Costs of operating leases were up 16% year on year to (Y)77,283 million accompanying the increase in the average balance of investment in operating leases.

Life insurance costs decreased slightly year on year to (Y)57,436 million.

Costs of real estate sales were up 98% year on year to (Y)55,006 million along with the increase in real estate sales.

Other operating expenses were up 19% year on year to (Y)67,199 million accompanying the increase in other operating revenues.

Selling, general and administrative expenses were up 42% year on year to (Y)119,973 million due to an increase in personnel and related expenses associated with Houlihan Lokey, which entered the ORIX Group in the fourth quarter of the previous fiscal year, as well as an increase in the number of employees in the Corporate Financial Services and Automobile Operations segments in an effort to expand our sales platform in Japan.

Provision for doubtful receivables and probable loan losses was down 46% year on year to (Y)3,720 million due to a lower occurrence of new non-performing assets despite an increase in operating assets, and due to some reversals of the provision for doubtful receivables and probable loan losses.

Write-downs of long-lived assets increased year on year to (Y)1,318 million.

Write-downs of securities were down 20% year on year to (Y)2,142 million.

Net Income: (Y)91,326 million (Up 9% year on year)

Operating income was up 17% year on year to (Y)135,161 million, due to the reasons noted above.

Equity in net income of affiliates was down 4% to (Y)15,017 million compared to the same period of the previous fiscal year due to a decrease in profits from equity method affiliates overseas, despite an increase in profits from equity method affiliates in Japan.

Gains on sales of subsidiaries and affiliates and liquidation loss were down 36% year on year to (Y)1,156 million.

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As a result, income before income taxes, minority interests in earnings of subsidiaries, discontinued operations and extraordinary gain increased 14% year on year to (Y)151,334 million.

Minority interests in earnings of subsidiaries, net increased 79% year on year to (Y)1,747 million as a result of the minority interests in earnings of Houlihan Lokey that entered the ORIX Group for a portion of the fourth quarter of the previous fiscal year.

Income from continuing operations increased 13% year on year to (Y)87,528 million.

Discontinued operations (refer to (Note) below), net of applicable tax effect decreased 49% year on year to (Y)3,225 million.

As a result, net income increased 9% year on year to (Y)91,326 million.

(Note) Subsidiaries, business units, and certain rental properties sold or to be disposed of by sale without significant continuing involvements are reported under discontinued operations and the related amounts that had been previously reported have been reclassified retroactively.

Operating Assets: (Y)6,319,087 million (Up 8% on March 31, 2006)

Operating assets were up 8% from March 31, 2006 to (Y)6,319,087 million. While investment in direct financing leases was down from March 31, 2006, installment loans, investment in operating leases, investment in securities, and other operating assets were up.

Segment Information (Segment Profits refer to income before income taxes)

Segment profits for the Automobile Operations segment was almost flat year on year; declined for the Rental Operations, Life Insurance, and Asia, Oceania and Europe segments; and increased for the Corporate Financial Services, Real Estate-Related Finance, Real Estate, Other, ar The Americas segments compared to the same period of the previous fiscal year.

Operations in Japan

Corporate Financial Services Segment:

Segment revenues were up 19% year on year to (Y)57,945 million due mainly to the expansion of loans to corporate customers.

Although selling, general and administrative expenses increased as a result of upfront costs associated with an increase in the number of employees in an effort to expand our sale and marketing base, segment profits increased 21% to (Y)28,734 million compared to (Y)23,824 million in the same period of the previous fiscal year due to an increase in segment revenues and the lower provision for doubtful receivables and probable loan losses.

Segment assets increased 11% on March 31, 2006 to (Y)1,799,827 million due mainly to an increase in loans to corporate customers.

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Automobile Operations Segment:

Segment revenues increased 13% year on year to (Y)72,016 million with the increase in revenues from operating leases and maintenance services in the automobile leasing operations, as well as the steady performance of the automobile rental operations.

Segment profits were flat year on year at (Y)13,386 million. Expenses increased along with the increase in revenues from operating leases and maintenance services and due to an increase in selling, general and administrative expenses associated with an increase in the number of employees in an effort to develop our customer base focusing on increasing our automobile-related business to individuals.

Segment assets increased 8% on March 31, 2006 to (Y)548,513 million due to the expansion of the automobile leasing operations that also include operating leases.

Rental Operations Segment:

Segment revenues were down 4% year on year to (Y)32,412 million due to the recognition of losses on the sale of investment securities, although revenues from operating leases including precision measuring and other equipment rentals expanded year on year.

Segment profits decreased 26% to (Y)3,897 million compared to (Y)5,292 million in the same period of the previous fiscal year accompanying the decrease in segment revenues.

Segment assets were up slightly on March 31, 2006 to (Y)124,363 million.

Real Estate-Related Finance Segment:

Segment revenues increased 10% year on year to (Y)38,222 million due to an expansion of revenues associated with corporate loans, including non-recourse loans, and contributions from the gains on sales of real estate under operating leases.

Although net gains on investment securities decreased compared to the same period of the previous fiscal year, segment profits increased 3% to (Y)21,021 million compared to (Y)20,318 million in the same period of the previous fiscal year due to contributions from the loan servicing operations and gains on sales of real estate under operating leases.

Segment assets increased 9% on March 31, 2006 to (Y)1,328,367 million due mainly to an increase in loans to corporate customers.

Real Estate Segment:

Segment revenues increased 45% year on year to (Y)142,129 million as more condominiums were sold to buyers in the first half of this fiscal year compared with the same period of the previous fiscal year, and due to the increase in revenues associated with the real estate management operations, including office rental activities, in addition to contributions from the gains on sales of real estate under operating leases.

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Segment profits increased 51% to (Y)31,129 million compared to (Y)20,562 million in the same period of the previous fiscal year in line with the increase in segment revenues.

Segment assets increased 13% on March 31, 2006 to (Y)768,622 million due mainly to the expansion of operating assets, including investment in operating leases.

Life Insurance Segment:

Segment revenues were down 7% year on year to (Y)63,488 million as a result of a decrease in life insurance related investment income, while revenues from life insurance premiums were also down compared to the same period of the previous fiscal year.

Segment profits decreased 56% year on year to (Y)3,379 million compared to (Y)7,753 million in the same period of the previous fiscal year due to lower segment revenues.

Segment assets increased 3% on March 31, 2006 to (Y)508,409 million.

Other Segment:

Segment revenues increased 14% year on year to (Y)56,928 million due to an increase in gains on investment securities at the venture capital operations, revenues associated with the securities operations and the steady trend in revenues at the card loan operations.

Segment profits increased 18% to (Y)19,232 million compared to (Y)16,259 million in the same period of the previous fiscal year. While gains on sales of subsidiaries and affiliates decreased year on year, the higher segment revenues and contributions from equity in net income of affiliates led to the higher segment profits.

Segment assets increased 5% on March 31, 2006 to (Y)699,105 million.

Overseas Operations

The Americas Segment:

Segment revenues more than doubled year on year to (Y)56,360 million due to the contribution from the beginning of the first quarter of this fiscal year of Houlihan Lokey that entered the ORIX Group in the fourth quarter of the previous fiscal year, and the increase in revenues associated with corporate loans as well as gains on investment securities and interest on investment securities.

Segment profits increased 27% to (Y)17,922 million compared to (Y)14,070 million in the same period of the previous fiscal year. While the sales of real estate under operating leases and equity in net income of affiliates decreased year on year, the higher segment revenues led to the higher segment profits.

Segment assets increased 7% on March 31, 2006 to (Y)470,165 million due mainly to an increase in corporate loans.

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Asia, Oceania and Europe Segment:

Segment revenues were up 8% year on year to (Y)47,222 million due to the steady performance of the leasing operations, such as automobile leasing that include operating leases.

Segment profits decreased 9% to (Y)17,926 million compared to (Y)19,747 million in the same period of the previous fiscal year as expenses increased along with the increase in segment revenues, and due to decreases in gains on sales of subsidiaries and affiliates.

Segment assets were up 11% on March 31, 2006 to (Y)624,898 million due mainly to an increase in direct financing leases and investment in affiliates.

(2) Summary of Cash Flows

Cash and cash equivalents decreased by (Y)101,885 million to (Y)143,971 million compared to March 31, 2006.

Cash flows from operating activities provided (Y)165,962 million in the first half of this fiscal year, compared to (Y)112,157 million in the same period of the previous fiscal year. There were inflows associated with an increase in the net income and decrease in restricted cash, while there was an outflow from increase in inventories, which is associated with the residential condominium development operations.

Cash flows from investing activities—used (Y)520,853 million in the first half of this fiscal year, compared to (Y)182,787 million in the same period of the previous fiscal year, due mainly to the increase in outflows associated with the increase in installment loans made to customers—as a result of the expansion of loans to corporate customers, including non-recourse loans.

Cash flows from financing activities provided (Y)252,904 million in the first half of this fiscal year, compared to (Y)102,172 million in the same period of the previous fiscal year, due to the increase in debt accompanying the increase in operating assets.

(Note) Consumption tax is excluded from the stated amount for revenues as described above.

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3. Operating Results

(1) Earnings Summary

Total revenues and profit (loss) by segment for the six months ended September 30, 2006 are as follows:

	Total	Millions of yen		
	revenues	Year-on-Year Change	Segment profit	Year-on-Year Change
Operations in Japan:				
Corporate Financial Services	57,945	118.9%	28,734	120.6%
Automobile Operations	72,016	112.8	13,386	99.7
Rental Operations	32,412	96.4	3,897	73.6
Real Estate-Related Finance	38,222	109.6	21,021	103.5
Real Estate	142,129	145.0	31,129	151.4
Life Insurance	63,488	93.1	3,379	43.6
Other	56,928	114.0	19,232	118.3
Subtotal	463,140	116.6	120,778	112.4
Overseas Operations:				
The Americas	56,360	212.7	17,922	127.4
Asia, Oceania and Europe	47,222	107.7	17,926	90.8
Subtotal	103,582	147.3	35,848	106.0
Difference between Segment Totals and Consolidated Amounts	(8,193)	41.3	(5,292)	62.3
Consolidated Amounts	558,529	124.7%	151,334	114.0%

(2) New Business Volumes

New business volumes of direct financing leases, installment loans, operating leases, investment in securities, other operating assets for the six months ended September 30, 2006 are as follows:

	Millions of yen	Year-on-Year Change
Direct Financing Leases:	willions of yen	Change
New receivables added	394,296	94.9%
New equipment acquisitions	351,249	95.2
Installment Loans:		
New loans added	1,089,342	139.0
Operating Leases:		
New equipment acquisitions	170,646	152.5
Investment in Securities:		
New securities added	116,035	103.9
Other Operating Transactions:		
New assets added	121,919	219.4
(3) Operating Assats		

(3) Operating Assets

Operating assets by segment at September 30, 2006 are as follows:

	Millions of yen	Composition ratio	Year-on-Year Change
Operations in Japan:			
Corporate Financial Services	1,799,827	23.6%	112.3%
Automobile Operations	548,513	7.2	112.1
Rental Operations	124,363	1.6	106.3
Real Estate-Related Finance	1,328,367	17.4	138.2
Real Estate	768,622	10.1	147.6
Life Insurance	508,409	6.7	97.6
Other	699,105	9.1	134.5
Subtotal	5,777,206	75.7	122.1
Overseas Operations:			
The Americas	470,165	6.1	117.9
Asia, Oceania and Europe	624,898	8.2	118.5
Subtotal	1,095,063	14.3	118.2
Difference between Segment Totals and Consolidated Amounts	761,646	10.0	112.8
Consolidated Amounts	7,633,915	100.0%	120.5%

4. Overview of Facilities

(1) Facilities for Rent

(a) New equipment acquisitions

In association with the operating lease business, the Company and its subsidiaries own facilities for rent. New equipment acquisitions were (Y)170,646 million for the six months ended September 30, 2006.

(b) Details of facilities for rent

Details of facilities for rent at September 30, 2006 are as follows:

	Millions of yen	Composition ratio
Transportation equipment	479,145	44.9%
Measuring equipment and personal computers	162,828	15.3
Real estate and other	425,409	39.8
Subtotal	1,067,382	100.0%
Accumulated depreciation	(298,361)	
Net	769,021	

(Note) Investment in Operating Leases in the consolidated balance sheets includes rental receivables of (Y)17,673 million at September 30, 2006.

For the six months ended September 30, 2006, the Company and its subsidiaries wrote down certain facilities for rent to their fair value under the provisions of FASB Statement No. 144 (Accounting for the Impairment or Disposal of Long-Lived Assets). For further information on the write-downs, see Note 15 write-downs of long-lived assets.

(c) Plans for acquisition and disposal of facilities

For the six months ended September 30, 2006, there were not any significant changes in acquisition and disposal of facilities.

(2) Office Facilities and Facilities for Operation Other than for Rent

(a) Overview of facilities not for rent

The Company and its subsidiaries own the following facilities:

Head-office buildings

Facilities for welfare and streamlining clerical work

Golf courses

Training facility

(b) Status of main facilities not for rent

i) The company

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For the six months ended September 30, 2006, there were not any significant changes of major facilities.

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ii) Subsidiaries in Japan

The reclassification to the operating assets in relation to full-fledged operation of the facility.

Carrying value (millions of yen)

Facilities name

Companies name (location) Segment category