

CANON INC
Form 6-K
March 04, 2014

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Issuer

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

For the month of **.March** **2014** ... ,

CANON INC.

(Translation of registrant's name into English)

30-2, Shimomaruko 3-Chome, Ohta-ku, Tokyo 146-8501, 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 ☒ 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 ☒

[If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):82-

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.

CANON INC.
(Registrant)

Date . **March 4, 2014** .

By /s/ Shinichi Aoyama
(Signature)*

Shinichi Aoyama
General Manager
Consolidated Accounting Div.
Canon Inc.

*Print the name and title of the signing officer under his signature.

The following materials are included.

1. Notice of Convocation of the Ordinary General Meeting of Shareholders for the 113th Business Term

To Our Shareholders

We are pleased to present our notice of convocation of the Ordinary General Meeting of Shareholders for the 113th Business Term (from January 1, 2013 to December 31, 2013).

In the current business term, the U.S. and Japanese economies recovered at a moderate pace during the second half, while the European economy experienced a prolonged downturn and the growth of China and other emerging economies slowed down further. On the whole, economic conditions remained unfavorable with a sense of lingering stagnation.

The Canon Group, in the current business term, which is the third year of Phase IV (2011 to 2015) of our Excellent Global Corporation Plan, strived to improve our business results by taking various measures and making all-out efforts under the basic policy of Decisively implement reforms and achieve sound business growth in the face of the current turbulent business environment. As a result, under the difficult

For the term-end dividend, we will propose to pay 65.00 yen per share at the Ordinary General Meeting of Shareholders for the 113th Business Term. This is in appreciation for the ongoing support of our shareholders and for the purpose of realizing stable and proactive shareholder returns. Combined with the interim dividend (65.00 yen per share), dividends for this year will be 130.00 yen per share, which is the same as the previous term that included payment of a special dividend (10.00 yen per share).

business conditions, we achieved sales revenue and profit growth.

As for business conditions going forward, although we cannot be too optimistic, the global economy, especially the U.S. and Japanese economies, is expected to recover at a moderate pace as a whole. Under these conditions, the Canon Group remains united in its commitment to further improve our business results and return to the growth path.

We look forward to your continued support and encouragement.

March, 2014

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(Materials delivered pursuant to Article 437 and Article 444 of the Corporation Law)

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The map of the place of the General Meeting of Shareholders

Securities Code: 7751

March 3, 2014

TO OUR SHAREHOLDERS

30-2, Shimomaruko 3-chome,

Ohta-ku, Tokyo

Fujio Mitarai

Chairman & CEO

NOTICE OF CONVOCATION

OF

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

FOR THE 113TH BUSINESS TERM

Notice is hereby given that the Ordinary General Meeting of Shareholders for the 113th Business Term of Canon Inc. (the Company) will be held as described below and that you are invited to attend the Meeting.

If you do not expect to attend the Meeting, you may exercise your voting rights in writing or by electromagnetic means (Internet etc.) in accordance with the Guidance Notes on the Exercise of Voting Rights (pages 13-14). After reviewing the following Reference Documents for General Meeting of Shareholders, please exercise your voting rights by no later than 5:00 p.m. on March 27 (Thursday), 2014 (Japan time).

1. DATE AND TIME: March 28 (Friday), 2014 at 10:00 a.m. (Japan time)

2. PLACE: Headquarters of the Company
30-2, Shimomaruko 3-chome, Ohta-ku, Tokyo
(Please see the map at the end of this notice.)

3. MATTERS CONSTITUTING THE PURPOSE OF THE MEETING

Matters to be Reported:

1. Reports on the contents of the Business Report and Consolidated Financial Statements for the 113th Business Term (from January 1, 2013 to December 31, 2013), and reports on the Auditing Results of Accounting Auditor and Audit & Supervisory Board regarding the Consolidated Financial Statements.
2. Reports on the content of the Financial Statements for the 113th Business Term (from January 1, 2013 to December 31, 2013).

Matters to be Resolved upon:

Propositions:

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- Item No.1 - Dividend from Surplus
- Item No.2 - Partial Amendment to the Articles of Incorporation
- Item No.3 - Election of Nineteen Directors
- Item No.4 - Election of Three Audit & Supervisory Board Members
- Item No.5 - Grant of Bonus to Directors

It would be appreciated if you could come early since the reception desk is expected to be crowded just before the opening of the Meeting.

Upon attending the Meeting, please present the enclosed Card for Exercise of Voting Rights to the receptionist at the place of the Meeting.

Any changes in the matters described in Reference Documents for General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Financial Statements will be posted on our website on the Internet (<http://www.canon.com/ir/>).

REFERENCE DOCUMENTS FOR GENERAL MEETING OF SHAREHOLDERS

Item No.1: Dividend from Surplus

The basic policy of the Company is to return profit stably and proactively to shareholders as primarily dividends after comprehensively considering the medium-term profit outlook, future investment plans, and cash flows, etc.

After comprehensively considering the above basic policy, we propose a term-end dividend of 65.00 yen per share, as follows.

As we have already paid an interim dividend of 65.00 yen per share, the full-year dividend will be 130.00 yen per share, which is the same amount as the previous business term that included payment of a special dividend (10.00 yen per share).

Type of dividend	Cash
Matters concerning allocation of dividend and its total amount	65.00 yen per one common share of the Company Total amount of dividend 73,904,961,260 yen
Effective date of the dividend from surplus	March 31, 2014

Item No.2: Partial Amendment to the Articles of Incorporation

1. Reasons for Amendment

To accompany the invitation of Outside Directors, Paragraph 2, Article 28 is to be newly established to the effect that the Company may enter into contracts for limitation of liability with Outside Directors.

With respect to the new establishment of this paragraph, we have already obtained the consent of all Audit & Supervisory Board Members.

2. Substance of Amendment

The substance of the amendment is as follows:

(The amended parts are underlined)

Current Articles of Incorporation	Proposed Amendment
Chapter IV. Directors and Board of Directors	Chapter IV. Directors and Board of Directors
Article 18	Article 18.

- (Text omitted)	- (Same as present text)
Article 27. [REDACTED]	Article 27. [REDACTED]
<p>Exemption from Liabilities of Directors</p> <p>Article 28. Pursuant to the provision of Paragraph 1, Article 426 of the Corporation Law, the Company may, by a resolution of the Board of Directors, exempt Director(s) (including former Director(s)) from damage compensation liabilities resulting from negligence of the Director's duty to the extent permitted by laws or ordinances.</p> <p>(Newly established)</p>	<p>Exemption from Liabilities of Directors</p> <p>Article 28. Pursuant to the provision of Paragraph 1, Article 426 of the Corporation Law, the Company may, by a resolution of the Board of Directors, exempt Director(s) (including former Director(s)) from damage compensation liabilities resulting from negligence of the Director's duty to the extent permitted by laws or ordinances.</p> <p><u>2. Pursuant to the provision of Paragraph 1, Article 427 of the Corporation Law, the Company may enter into a contract with outside Director(s) which sets forth the limitation on their damage compensation liabilities resulting from negligence of the Director's duty, provided that the amount of the limitation on the damage compensation liabilities under the said contract shall be the amount provided by laws or ordinances.</u></p>

Item No.3: Election of Nineteen Directors

The term of offices of all of the twenty-one Directors will expire at the end of this Meeting. We would like you to elect nineteen Directors.

The candidates for the Directors are as follows:

Candidate No.	Name (Date of birth)	Brief personal record, position, business in charge and important concurrent posts	Number of the Company's shares held
1	Fujio Mitarai (Sep. 23, 1935)	<p>As of</p> <p>Apr. 1961: Entered the Company</p> <p>Mar. 1981: Director</p> <p>Mar. 1985: Managing Director</p> <p>Mar. 1989: Senior Managing & Representative Director</p> <p>Mar. 1993: Executive Vice President & Representative Director</p> <p>Sep. 1995: President & CEO</p> <p>Mar. 2006: Chairman, President & CEO</p> <p>May 2006: Chairman & CEO</p> <p>Mar. 2012: Chairman & CEO (present; English position name unchanged from Chairman & CEO)</p> <p>(Important concurrent posts)</p> <p>Audit & Supervisory Board Member of The Yomiuri Shimbun Holdings</p> <p>Director of Japan Post Holdings Co., Ltd.</p>	112,223 shares
2		As of	21,410 shares

Apr. 1964: Entered the Company

Toshizo Tanaka Mar. 1995: Director

(Oct. 8, 1940) Mar. 1997: Managing Director

Mar. 2001: Senior Managing Director

Mar. 2007: Executive Vice President & Director

Mar. 2008: Executive Vice President & CFO (present)

Apr. 2011: Group Executive of Finance & Accounting Headquarters (present)

Apr. 2012: Group Executive of Facilities Management Headquarters (present)

As of

Apr. 2005: Adviser of the Company

Jul. 2007: R&D Adviser

Jan. 2008: Special R&D Adviser

3	Toshiaki Ikoma	Jan. 2009: Group Executive of Corporate R&D (present)	14,700 shares
	(Mar. 5, 1941)	Mar. 2009: Director, Executive Vice President & CTO	
		Mar. 2011: Executive Vice President & CTO (present)	
		Jan. 2014: Group Executive of Medical Equipment Group (present)	

Candidate No.	Name (Date of birth)	Brief personal record, position, business in charge and important concurrent posts	Number of the Company's shares held
4	Yoroku Adachi (Jan. 11, 1948)	<p>As of</p> <p>Apr. 1970: Entered the Company</p> <p>Mar. 2001: Director</p> <p>Mar. 2005: Managing Director</p> <p>Apr. 2005: President & CEO of Canon U.S.A., Inc. (present)</p> <p>Mar. 2009: Senior Managing Director (present)</p>	24,697 shares
5	Yasuo Mitsuhashi (Nov. 23, 1949)	<p>As of</p> <p>Apr. 1974: Entered the Company</p> <p>Mar. 2001: Director</p> <p>Apr. 2003: Chief Executive of Peripheral Products Operations (present)</p> <p>Mar. 2005: Managing Director</p> <p>Mar. 2009: Senior Managing Director (present)</p>	19,757 shares
6	Shigeyuki Matsumoto (Nov. 15, 1950)	<p>As of</p> <p>Apr. 1977: Entered the Company</p> <p>Jan. 2002: Group Executive of Device Technology Development Headquarters (present)</p> <p>Mar. 2004: Director</p> <p>Mar. 2007: Managing Director</p> <p>Mar. 2011: Senior Managing Director (present)</p>	22,852 shares

7	As of		
	Apr. 1972: Entered the Company		
	Toshio Homma	Mar. 2003: Director	31,552 shares
	(Mar. 10, 1949)	Mar. 2008: Managing Director	
		Mar. 2012: Senior Managing Director, Group Executive of Global Procurement	
	Headquarters (present)		

Candidate No.	Name (Date of birth)	Brief personal record, position, business in charge and important concurrent posts	Number of the Company's shares held
8	<div>As of</div> <div>Hideki Ozawa</div> <div>(Apr. 28, 1950)</div>	<div>Apr. 1973: Entered Canon Sales Co., Inc.</div> <div>Apr. 2005: President & CEO of Canon (China) Co., Ltd. (present)</div> <div>Mar. 2007: Director</div> <div>Mar. 2010: Managing Director (present)</div>	13,300 shares