PANASONIC Corp
Form 6-K
November 14, 2012
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FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Report of Foreign Private Issuer

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

The Securities Exchange Act of 1934

For the Month of November 2012

Commission File Number: 1-6784

Panasonic Corporation

Kadoma, Osaka, Japan

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 if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b)(1): __

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b)(7): __

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This Form 6-K consists of:

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SIGNATURE

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.

Panasonic Corporation

BY: /s/ HARUHIKO SEZAKI
Haruhiko Sezaki, Attorney-in-Fact
General Manager of IR Disclosure,
Panasonic Corporation

Dated: November 14, 2012

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[English summary with full translation of consolidated financial information]

Quarterly Report filed with the Japanese government pursuant to the Financial Instruments and Exchange Law of Japan

For the six months ended September 30, 2012

Panasonic Corporation

Osaka, Japan

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Disclaimer Regarding Forward-Looking Statements

This quarterly report includes forward-looking statements (within the meaning of Section 27A of the U.S. Securities Act of 1933 and Section 21E of the U.S. Securities Exchange Act of 1934) about Panasonic and its Group companies (the Panasonic Group). To the extent that statements in this quarterly report do not relate to historical or current facts, they constitute forward-looking statements. These forward-looking statements are based on the current assumptions and beliefs of the Panasonic Group in light of the information currently available to it, and involve known and unknown risks, uncertainties and other factors. Such risks, uncertainties and other factors may cause the Panasonic Group s actual results, performance, achievements or financial position to be materially different from any future results, performance, achievements or financial position expressed or implied by these forward-looking statements. Panasonic undertakes no obligation to publicly update any forward-looking statements after the date of this quarterly report. Investors are advised to consult any further disclosures by Panasonic in its subsequent filings with the U.S. Securities and Exchange Commission pursuant to the U.S. Securities Exchange Act of 1934 and its other filings.

The risks, uncertainties and other factors referred to above include, but are not limited to, economic conditions, particularly consumer spending and corporate capital expenditures in the United States, Europe, Japan, China and other Asian countries; volatility in demand for electronic equipment and components from business and industrial customers, as well as consumers in many product and geographical markets; currency rate fluctuations, notably between the yen, the U.S. dollar, the euro, the Chinese yuan, Asian currencies and other currencies in which the Panasonic Group operates businesses, or in which assets and liabilities of the Panasonic Group are denominated; the possibility of the Panasonic Group incurring additional costs of raising funds, because of changes in the fund raising environment; the ability of the Panasonic Group to respond to rapid technological changes and changing consumer preferences with timely and cost-effective introductions of new products in markets that are highly competitive in terms of both price and technology; the possibility of not achieving expected results on the alliances or mergers and acquisitions including the business reorganization after the acquisition of all shares of Panasonic Electric Works Co., Ltd. and SANYO Electric Co., Ltd.; the ability of the Panasonic Group to achieve its business objectives through joint ventures and other collaborative agreements with other companies; the ability of Panasonic to achieve its midterm management plan; the ability of the Panasonic Group to maintain competitive strength in many product and geographical areas; the possibility of incurring expenses resulting from any defects in products or services of the Panasonic Group; the possibility that the Panasonic Group may face intellectual property infringement claims by third parties; current and potential, direct and indirect restrictions imposed by other countries over trade, manufacturing, labor and operations; fluctuations in market prices of securities and other assets in which the Panasonic Group has holdings or changes in valuation of long-lived assets, including property, plant and equipment and goodwill, deferred tax assets and uncertain tax positions; future changes or revisions to accounting policies or accounting rules; as well as natural disasters including earthquakes, prevalence of infectious diseases throughout the world, disruption of supply chain and other events that may negatively impact business activities of the Panasonic Group. The factors listed above are not all-inclusive and further information is contained in Panasonic s latest annual reports, Form 20-F, and any other reports and documents which are on file with the U.S. Securities and Exchange Commission.

Note: Certain information previously filed with the SEC in other reports is not included in this English translation.

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I Corporate Information

(1) Consolidated Financial Summary

	Yen (millions), except per share amounts		
	Six months ended September 30, 2012	Six months ended September 30, 2011	Year ended March 31, 2012
Net sales	3,638,160	4,005,198	7,846,216
Income (loss) before income taxes	(278,671)	(159,343)	(812,844)
Net income (loss)	(687,474)	(153,157)	(816,144)
Net income (loss) attributable to Panasonic Corporation	(685,170)	(136,151)	(772,172)
Comprehensive income (loss) attributable to Panasonic Corporation	(768,534)	(261,645)	(881,189)
Total Panasonic Corporation shareholders equity	1,149,631	2,559,586	1,929,786
Total equity	1,184,256	2,637,903	1,977,566
Total assets	5,599,751	7,315,865	6,601,055
Net income (loss) per share attributable to Panasonic Corporation common shareholders, basic (yen)	(296.39)	(58.88)	(333.96)
Net income per share attributable to Panasonic Corporation common shareholders, diluted (yen)			
Panasonic Corporation shareholders equity / total assets (%)	20.5	35.0	29.2
Net cash provided by operating activities	20,317	19,149	1,983
Net cash used in investing activities	(79,878)	(130,050)	(341,876)
Net cash used in financing activities	(46,446)	(83,085)	(53,094)
Cash and cash equivalents at end of period	443,899	740,595	574,411

	Three months ended September 30, 2012	Three months ended September 30, 2011
Net sales	1,823,662	2,075,650
Net income (loss) attributable to Panasonic Corporation	(697,979)	(105,800)
Net income (loss) per share attributable to Panasonic Corporation common shareholders, basic (yen)	(301.93)	(45.75)

Notes:

1. The Company s consolidated financial statements are prepared in conformity with U.S. generally accepted accounting principles (U.S. GAAP).
2. Diluted net income per share attributable to Panasonic Corporation common shareholders has been omitted because the Company did not have potential common shares that were outstanding for the period.
3. Effective from the beginning of fiscal 2013, investments in molding dies are included in capital investment. Accordingly, the amounts of the net cash provided by operating activities and net cash used in investing activities for fiscal 2012 (including six months period ended September 30, 2011) are changed.

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(2) Principal Businesses

The Panasonic Group is comprised primarily of the parent Panasonic Corporation and 560 consolidated subsidiaries in and outside of Japan, operating in close cooperation with each other. As a comprehensive electronics manufacturer, Panasonic is engaged in production, sales and service activities in a broad array of business areas.

The Company strengthens the unity of all employees throughout the group and ultimately enhances the value of the Panasonic brand globally. The Company will continue its tireless efforts to generate ideas that brighten the lives of people everywhere in order to contribute to a better future both for the Earth and for the further development of society.

Panasonic changed the Group organizational structure on January 1, 2012, resulting in eight reportable segments. AVC Networks provides imaging equipment such as flat-panel TVs, AVC network equipment including Blu-ray Disc recorders, digital cameras and PCs as well as in-flight entertainment systems and other business-use AV equipment; Appliances delivers the homemaking, cooking, beauty and grooming, health, air-conditioning equipment, and cooling and heating equipment; Systems & Communications delivers products and services of the system networks and mobile communications; Eco Solutions is comprised of four business groups, which are the lighting business, the energy systems business, the housing systems business, and the environmental systems business; Automotive Systems operates car-use-multimedia-related equipment, eco-car-related equipment and electrical component; Industrial Devices covers a wide range of products such as electronic components, semiconductors and optical devices; Energy develops a broad energy-based business including solar photovoltaic systems and lithium-ion batteries; and Other consists of Healthcare Company, Manufacturing Solutions Company, PanaHome Corporation and others.

For production, Panasonic adopts a management system that takes charge of each product in the Company or its affiliates. In recent years, the Company has been enhancing production capacity at its overseas affiliates to further develop global business. Meanwhile, in Japan, Panasonic s products are sold through sales channels at its domestic locations, each established according to products or customers. The Company also sells directly to large-scale consumers, such as the government and corporations. For exports, sales are handled mainly through sales subsidiaries and agents located in their respective countries. Certain products produced at domestic affiliates are purchased by the Company and sold through the same sales channels as products produced by the Company itself. Additionally, products produced at overseas affiliates are sold mainly through sales subsidiaries in respective countries. Meanwhile, most import operations are carried out internally, and the Company aims to expand them to promote international economic cooperation.

During the six months ended September 30, 2012, there were no major changes in principal businesses.

During the six months ended September 30, 2012, there were changes in major affiliated companies as follows. The Company absorbed Panasonic Electronic Devices Co., Ltd. (Industrial Devices segment) and other on April 1, 2012.

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II The Business

(1) Operating Results

During the six months ended September 30, 2012 under review, despite signs of a moderate recovery, the global economy continues to contract with remaining uncertainty due to the European financial crisis and slowdown of the Asian economic expansion including China. In the meantime, the Japanese market recovered partially due to a growing demand for reconstruction following the Great East Japan Earthquake and growth in automobile sales thanks to the eco-car subsidy. However, the electronics industry continued to be difficult with downturn in digital products, especially flat-panel TVs, and sales decline in electronic components.

Under such business circumstances, Panasonic has been working towards filtering unprofitable models and enhancing BtoB businesses with one of its basic guidelines, Focus on Profitability. However, consolidated group sales for the six months significantly decreased by 9% to 3,638.2 billion yen, compared with 4,005.2 billion yen in the same period of fiscal 2012 due mainly to sales decrease in digital products under severe global competition as well as weak Japanese markets for flat-panel TVs and global note PCs.

The Company s operating profit* for the first six months increased by 84% to 87.4 billion yen, from 47.6 billion yen a year ago due to fixed cost reduction and streamlining material costs. On the other hand, pre-tax loss totaled 278.7 billion yen, compared with a loss of 159.3 billion yen a year ago. This was due mainly to business restructuring expenses of 355.5 billion yen, including impairment losses of long-lived assets and goodwill in solar, consumer-use lithium-ion batteries and mobile phone businesses. Taking into consideration significant sales decreases in Japan and continuous severe business environment in the third quarter onwards, in conformity with U.S. generally accepted accounting principles, the Company increased the valuation allowances to deferred tax assets in Panasonic Corporation and Panasonic Mobile Communications Co., Ltd., and incurred provision for income taxes of 412.5 billion yen. Accordingly, net loss and net loss attributable to Panasonic Corporation amounted to 687.5 billion yen and 685.2 billion yen compared with a loss of 153.2 billion yen and 136.2 billion yen a year ago, respectively.

* In order to be consistent with generally accepted financial reporting practices in Japan, operating profit, a non-GAAP measure, is presented as net sales less cost of sales and selling, general and administrative expenses. The Company believes that this is useful to investors in comparing the Company s financial results with those of other Japanese companies.

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(2) Operating Results by Segment

The Company restructured its Group organization on January 1, 2012, resulting in the number of reportable segments to increase from six to eight. Accordingly, segment information for the six months ended September 30, 2011 has been reclassified to conform to the presentation for the same period of fiscal 2013.

AVC Networks

Sales decreased by 24% to 690.0 billion yen from 913.6 billion yen a year ago. This result was due mainly to significant sales decline in flat-panel TVs, BD recorders and digital cameras. Segment profit significantly improved to 19.9 billion yen, compared with a loss of 15.7 billion yen a year ago due mainly to fixed cost reductions and restructuring effects.

Appliances

Sales increased by 2% to 814.0 billion yen, compared with 801.1 billion yen a year ago. Despite sales decrease in air conditioners, this result was due mainly to sales increases in refrigerators and washing machines. Segment profit was lower than the previous year, amounting to 51.0 billion yen, down 3% from 52.8 billion yen a year ago.

Systems & Communications

Sales decreased by 12% to 357.3 billion yen from 405.2 billion yen a year ago due mainly to sales decreases in mobile phones and system-related equipment such as compact multifunction printers and private branch exchange (PBX) products. Segment loss amounted to 10.0 billion yen due mainly to sales decrease, compared with a loss of 6.6 billion yen a year ago.

Eco Solutions

Overall sales remained stable at 740.3 billion yen compared with 742.6 billion yen a year ago. Despite sales increases in the lighting and environmental system businesses, this result was due mainly to sales decreases in the energy system business especially home use fire prevention devices in Japan. Segment profit slightly decreased by 4% to 18.6 billion yen from 19.4 billion yen a year ago.

Automotive Systems

Sales increased by 38% to 382.7 billion yen from 277.6 billion yen a year ago due mainly to strong sales in car AVC equipment and car navigation systems compared with the fiscal 2012 results which were affected by the Great East Japan Earthquake. Segment profit significantly improved by 1111% to 8.7 billion yen from 0.7 billion yen a year ago due mainly to sales increase.

Industrial Devices

Sales decreased by 8% to 693.6 billion yen from 751.7 billion yen a year ago. This result was due mainly to sales decreases in optical pickups and semiconductors. Segment profit significantly improved to 17.9 billion yen compared with a loss of 0.6 billion yen a year ago due mainly to fixed cost reductions.

Energy

Sales decreased by 5% to 292.5 billion yen from 307.7 billion yen a year ago. Despite sales increase in automotive-use batteries, this result was due mainly to sales decreases in consumer-use lithium-ion batteries, and solar photovoltaic systems in Europe. Segment profit improved to 2.8 billion yen compared with a loss of 9.8 billion yen a year ago due mainly to fixed cost reductions and streamlining material costs.

Other

Sales decreased by 29% to 698.3 billion yen from 985.3 billion yen a year ago. The sales decline owing to the SANYO-related business transfers implemented in fiscal 2012 led to the overall sales decrease. Segment profit decreased by 36% to 9.4 billion yen from 14.7 billion yen a year ago due mainly to sales decrease in Manufacturing Solutions Company.

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(3) Assets, Liabilities and Equity

The Company s consolidated total assets as of September 30, 2012 decreased by 1,001.3 billion yen to 5,599.8 billion yen from March 31, 2012. This was due mainly to decreases in goodwill and intangible assets affected by the impairment losses, and other current assets and other assets affected by the increase in valuation allowances to deferred tax assets, as well as decreases in cash and cash equivalents, and investments and advances.

Regarding liabilities, total liabilities amounted to 4,415.5 billion yen, a decrease of 208.0 billion yen compared with March 31, 2012. This was attributable primarily to decreases in account payables and other accrued expenses.

Panasonic Corporation shareholders equity decreased by 780.2 billion yen, compared with March 31, 2012, to 1,149.6 billion yen. This was due mainly to decrease in retained earnings according to net loss attributable to Panasonic Corporation and deterioration in accumulated other comprehensive income (loss) along with appreciation of the yen and decline of the market value in investments. Adding noncontrolling interests to Panasonic Corporation shareholders equity, total equity decreased by 793.3 billion yen to 1,184.3 billion yen compared with March 31, 2012.

(4) Cash Flows

Cash flows from operating activities

Net cash provided by operating activities for the six months ended September 30, 2012 amounted to 20.3 billion yen, an increase of 1.2 billion yen from a year ago. Although net loss has increased, this was due mainly to losses which do not have any impact on cash flow, such as impairment losses of long-lived assets and goodwill, and deferred income taxes. As a result, net cash provided by operating activities was almost in line with a year ago.

Cash flows from investing activities

Net cash used in investing activities amounted to 79.9 billion yen, a decrease of 50.2 billion yen from a year ago. This was due primarily to a decrease in capital expenditures and an increase in proceeds from disposals of investments and property, plant and equipment.

Cash flows from financing activities

Net cash used in financing activities amounted to 46.4 billion yen, a decrease of 36.6 billion yen from a year ago, due mainly to repayment for bonds maturity in fiscal 2012.

Taking into consideration exchange rate fluctuations, cash and cash equivalents totaled 443.9 billion yen as of September 30, 2012, down 130.5 billion yen, compared with the end of the last fiscal year.

(5) Research and Development

Panasonic s R&D expenditures for the six months ended September 30, 2012 totaled 248.5 billion yen, down 7% from a year ago. There were no significant changes in R&D activities for the period.

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(6) Major Property, Plant and Equipment

Effective from the beginning of fiscal 2013, investments in molding dies are included in capital investment. Accordingly, the Company revised the fiscal 2013 forecast for capital investment (tangible assets) to 360 billion yen from 310 billion yen of its original plan during the first quarter of fiscal 2013. Furthermore, the Company revised the forecast to 340 billion yen from 360 billion yen as a result of reviewing the investment plan during the second quarter of fiscal 2013.

Panasonic s capital investment (tangible assets) for the six months ended September 30, 2012 totaled 156.9 billion yen, up 5% from a year ago. In calculating this percentage, prior year s figure has been revised to conform with the presentation for molding dies for fiscal 2013.

Panasonic transferred the Mobara plant of Panasonic Liquid Crystal Display Co., Ltd., to Japan Display Inc. in April 2012.

(7) Depreciation

Panasonic s depreciation (tangible assets) for the six months ended September 30, 2012 totaled 137.6 billion yen, down 8% from a year ago.

Effective from the beginning of fiscal 2013, depreciation expenses in molding dies are included in depreciation. In calculating percentage above, prior year s figures have been revised to conform with the presentation for molding dies for fiscal 2013.

(8) Number of Employees

Numbers of employees at the end of the second quarter of fiscal 2013 were 321,896, a decrease of 8,871, compared with the end of the fiscal 2012.

(9) Risk Factors

There were no risks newly identified during the six months ended September 30, 2012. During the six month ended September 30, 2012, there were no significant changes with regard to the Risk Factors stated in the annual report of the prior fiscal year.

(10) Others

Based on the board of directors meeting held on September 28, 2012, the Company resolved to issue unsecured straight bonds up to 150.0 billion yen in order to enhance the stability of financial position with long-term stabilization of debt. The Company plans to issue the bonds through public offering in Japan for the purpose of redemption of commercial paper and bonds.

The board of directors meeting of the Company, held on September 28, 2012, resolved to set a credit line in order to secure the measures for stability of funds. Accordingly, the Company signed agreements with several banks as of October 1, 2012. Total amount of unsecured line of credit on this agreement is 600.0 billion yen.

III Shares and Shareholders

(1) Shares of Common Stock Issued as of September 30, 2012: 2,453,053,497 shares

The common stock of the Company is listed on the Tokyo, Osaka and Nagoya stock exchanges in Japan. In the United States, the Company s American Depositary Shares (ADSs) are listed on the New York Stock Exchange.

(2) Amount of Common Stock (Stated Capital) as of September 30, 2012: 258,740 million yen

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IV Financial Statements

Index of Consolidated Financial Statements of Panasonic Corporation and Subsidiaries:

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PANASONIC CORPORATION

AND SUBSIDIARIES

Consolidated Balance Sheets

September 30 and March 31, 2012

Assets	Yen (millions)	
	September 30, 2012	March 31, 2012
Current assets:		
Cash and cash equivalents	443,899	574,411
Time deposits	27,469	36,575
Short-term investments (Note 3)	461	483
Trade receivables:		
Notes	81,340	73,044
Accounts	909,674	963,202
Allowance for doubtful receivables	(24,221)	(26,604)
Net trade receivables	966,793	1,009,642
Inventories (Notes 1 and 2)	851,730	801,991
Other current assets (Notes 11 and 12)	309,185	454,663
Total current assets	2,599,537	2,877,765
Investments and advances (Note 3)	349,053	451,879
Property, plant and equipment (Notes 1 and 5):		
Land	362,091	374,855
Buildings	1,678,351	1,679,665
Machinery and equipment	2,643,574	2,590,026
Construction in progress	91,405	90,786

	4,775,421	4,735,332
Less accumulated depreciation	3,047,406	2,972,774
Net property, plant and equipment	1,728,015	1,762,558
Other assets:		
Goodwill (Note 11)	517,707	757,417
Intangible assets (Note 5)	237,668	345,751
Other assets (Note 11)	167,771	405,685
Total other assets	923,146	1,508,853
	5,599,751	6,601,055

See accompanying Notes to Consolidated Financial Statements.

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PANASONIC CORPORATION

AND SUBSIDIARIES

Consolidated Balance Sheets

September 30 and March 31, 2012