

CANON INC
Form 6-K
March 29, 2019

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**, **2019**

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

Edgar Filing: CANON INC - Form 6-K

[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 29, 2019**

By /s/ Sachiho Tanino
(Signature)*

Sachiho Tanino
General Manager
Consolidated Accounting Division
Canon Inc.

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

The following materials are included.

1. Extraordinary Report

(Translation)

Cover Page

Document Name: Extraordinary Report
Filed with: The Director-General of the Kanto Local Finance Bureau
Filing Date: March 29, 2019
Corporate Name: Canon Inc.
Name and Title of Representative: Fujio Mitarai, Chairman & CEO
Location of Head Office: 30-2, Shimomaruko 3-chome, Ohta-ku, Tokyo
Telephone Number: (03)3758-2111
Name of Contact Person: Ichiro Baba, General Manager, Accounting Division
Nearest Contact Location: 30-2, Shimomaruko 3-chome, Ohta-ku, Tokyo
Telephone Number: (03)3758-2111
Name of Contact Person: Ichiro Baba, General Manager, Accounting Division
Places of Public Inspection of the Extraordinary Report: Tokyo Stock Exchange, Inc.
(2-1, Nihonbashi Kabuto-cho, Chuo-ku, Tokyo)
Nagoya Stock Exchange, Inc.
(8-20, Sakae 3-chome, Naka-ku, Nagoya)
Fukuoka Stock Exchange
(14-2, Tenjin 2-chome, Chuo-ku, Fukuoka)
Sapporo Securities Exchange
(14-1, Minamiichijo-nishi 5-chome, Chuo-ku, Sapporo)

1. Reason for Filing

Canon Inc. (the Company) is filing this Extraordinary Report pursuant to Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Law and Article 19, Paragraph 2, Item 9-2 of the Cabinet Office Ordinance relating to the Disclosure of Details of Corporations, etc. to report the approval of resolutions at the Ordinary General Meeting of Shareholders for the 118th Business Term (the Ordinary General Meeting) of the Company held at March 28, 2019.

2. Description of Report

(1) Date on which the Ordinary General Meeting was held:

March 28, 2019

(2) Details of the Matters to be Resolved:

Item No.1: Dividend from Surplus

a. Matters concerning allocation of dividend and its total amount:

80.00 yen per one common share of the Company

Total amount of dividend 86,379,985,840 yen

b. Effective date of the dividend from surplus:

March 29, 2019

Item No.2: Election of Six Directors

It was proposed that the following persons be elected as Directors:

Messrs. Fujio Mitarai, Masaya Maeda, Toshizo Tanaka, Toshio Homma, Kunitaro Saida and Haruhiko Kato.

Item No.3: Election of Two Audit & Supervisory Board Members

It was proposed that the following persons be elected as Audit & Supervisory Board Members:

Messrs. Hiroaki Sato and Yutaka Tanaka.

Item No.4: Grant of Bonus to Directors

It was proposed that bonus be granted to the five Directors excluding Outside Directors as of the end of this term, which totals 113,400,000 yen.

(3) The number of voting rights concerning the indication of for, against or abstention for each item
Requirements for approving the items; and Results of resolutions

| Item | For | Against | Abstention | Ratio of favorable votes(%) | Results |
|----------------|-----------|---------|------------|--------------------------------|----------|
| Item No.1 | 7,784,658 | 9,675 | 2,008 | 98.60 | Approved |
| Item No.2 | | | | | |
| Fujio Mitarai | 7,271,516 | 475,946 | 48,795 | 92.10 | Approved |
| Masaya Maeda | 7,431,307 | 321,235 | 43,715 | 94.13 | Approved |
| Toshizo Tanaka | 7,526,165 | 267,766 | 2,326 | 95.33 | Approved |
| Toshio Homma | 7,541,428 | 252,521 | 2,308 | 95.52 | Approved |
| Kunitaro Saida | 7,382,264 | 406,659 | 7,338 | 93.51 | Approved |
| Haruhiko Kato | 7,545,075 | 243,861 | 7,327 | 95.57 | Approved |
| Item No.3 | | | | | |
| Hiroaki Sato | 7,240,628 | 553,581 | 2,081 | 91.71 | Approved |
| Yutaka Tanaka | 7,774,695 | 19,508 | 2,099 | 98.48 | Approved |
| Item No.4 | 7,700,919 | 78,678 | 16,655 | 97.54 | Approved |

- Note: 1. Each of the number of For, Against and Abstention is the aggregate number of the voting rights a) exercised in advance by the day prior to the Ordinary General Meeting, and b) exercised by shareholders present at the Meeting (provided that such shareholders' intention to approve or disapprove the propositions could be ascertained.)
2. The Ratio of favorable votes is the ratio of the following 1) to 2);
- 1) the aggregate number of votes in favor exercised in advance by the day prior to the Ordinary General Meeting, and those exercised by shareholders present at the Meeting (provided that such shareholders' intention to approve the propositions could be ascertained.)
 - 2) the total number of voting rights exercised in advance by the day prior to the Ordinary General Meeting and those of shareholders present at the Meeting.
3. The requirements for approval of each resolution are as follows:
- For Item No.1 and 4, a majority of the votes of the shareholders present at the Ordinary General Meeting who are entitled to exercise voting rights;
 - For Item No.2 and 3, a majority of the votes of the shareholders present at the Ordinary General Meeting who hold shares representing in aggregate not less than one-third (1/3) of the votes of all shareholders entitled to exercise voting rights.

*

Edgar Filing: CANON INC - Form 6-K

In this paragraph, each number of voting rights held by shareholders present at the Meeting includes the number of voting rights exercised in writing or by means of electronic transmission.

- (4) The aggregate number of a) voting rights exercised in advance by the day prior to the Ordinary General Meeting and b) voting rights exercised by shareholders present at the Meeting, and such shareholders intention to approve or disapprove the propositions could be ascertained, was sufficient to meet all requirements pursuant to the Corporation Law to approve all of the items. Accordingly, voting rights of shareholders present at the Ordinary General Meeting whose intention to approve or disapprove the propositions or abstain from the vote could not be ascertained, were not counted.