

CANON INC
Form 6-K
March 07, 2012

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** 2012 ,

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 5, 2012.** .

By /s/ Masashiro Kobayashi
(Signature)*

Masashiro Kobayashi
Deputy Senior General Manager
Global Finance Accounting Center
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 111th Business Term

To Our Shareholders

We are pleased to present our notice of convocation of the Ordinary General Meeting of Shareholders for the 111th business term (from January 1, 2011 to December 31, 2011).

In its 111th business term, the Canon Group, seizing on the strength of the sudden global economic recovery that began in the previous year, started its new five-year plan, Phase IV (2011 to 2015) of our Excellent Global Corporation Plan, to fully take on the challenge of achieving Sound Growth again. This term, however, became a challenging year with a series of calamities beginning with the Great East Japan Earthquake and continuing with economic recovery deceleration, mainly in Europe and the U.S., unprecedented yen appreciation, and devastating flooding in Thailand.

In the face of these challenges, our concerted efforts to restore lowered production activities caused by the disasters, and ongoing production reforms, which have paid off with cost reductions and other benefits, resulted in an increase in net income, although sales declined.

Regarding the dividend, we will propose a term-end dividend of 60.00 yen per share at the Ordinary General Meeting of Shareholders for the 111th Business Term. This is in appreciation for the ongoing support of our shareholders and a reflection of the realization of stable shareholder returns. Combined with the interim dividend (60.00 yen per share), dividends for this year will be 120.00 yen per share, the same amount paid for the 110th business term.

Looking to the future, business conditions are still unpredictable and are likely to defy optimism for some time. We, however, remain united in our commitment to move ahead and keep on making our best efforts to further improve our business results.

We look forward to your continued support and encouragement.

March, 2012

FUJIO MITARAI
Chairman & CEO

TSUNEJI UCHIDA
President & COO

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The map of the place of the General Meeting of Shareholders

March 2, 2012

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 111TH BUSINESS TERM**

Notice is hereby given that the Ordinary General Meeting of Shareholders for the 111th 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 3 - 4). 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 28 (Wednesday), 2012 (Japan time)**.

1. DATE AND TIME: March 29 (Thursday), 2012 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.)

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 111th Business Term (from January 1, 2011 to December 31, 2011), and reports on the Auditing Results of Accounting Auditor and Board of Corporate Auditors regarding the Consolidated Financial Statements.

2. Reports on the content of the Financial Statements for the 111th Business Term (from January 1, 2011 to December 31, 2011).

Matters to be Resolved upon:

Propositions:

- | | |
|-------------|--|
| Item No.1 - | Dividend from Surplus |
| Item No.2 - | Partial Amendment to the Articles of Incorporation |
| Item No.3 - | Election of Eighteen Directors |
| Item No.4 - | Election of One Corporate Auditor |
| Item No.5 - | Grant of Retirement Allowance to Directors to Retire |

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Item No.6 - 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/>).

Guidance Notes on the Exercise of Voting Rights

This is to introduce the procedure to exercise voting rights of shareholders of the Company in writing (using the Voting Form) or by electromagnetic means (Internet, etc.).

If you attend the meeting in person, you do not need to follow the procedures for the exercise of voting rights in writing or by electromagnetic means.

To Institutional Investors

The electronic voting platform for institutional investors operated by Investor Communications Japan Inc. is available for institutional investors that have applied to use such platform in advance.

Items Required to Be Agreed on for the Exercise of Voting Rights via the Internet

- (1) You may exercise your voting rights via the Internet only through the website for exercising voting rights specified by the Company (see Specific Procedures to Exercise Your Voting Rights via the Internet (1) below). Please note that you cannot exercise your voting rights via the Internet by a mobile phone.
- (2) When exercising your voting rights via the Internet, the Code for the Exercise of Voting Rights and the Password described in the enclosed Voting Form are required.
- (3) If you exercise your voting rights twice, in writing and via the Internet, we will only accept the exercise of your voting rights via the Internet as effective.
- (4) If you exercise your voting rights more than once via the Internet, we will only accept the last exercise of your voting rights as effective. (5) The cost of Internet access (access fees to providers, telecommunications fees, etc.) shall be borne by the shareholders.

Specific Procedures to Exercise Your Voting Rights via the Internet

- (1) Access the website for exercising voting rights specified by the Company (<http://www.it-soukai.com/>). Please note that you will not be able to access the above URL between 3:00 a.m. and 5:00 a.m.
- (2) Enter the Code for the Exercise of Voting Rights and the Password described in the enclosed Voting Form and click on the Log-in button.
- (3) Exercise your voting rights by following the directions on the screen.

System Requirements

1 Personal Computer	Windows® computer
1 Browser	Microsoft® Internet Explorer 5.5 or higher
1 Internet Environment	Internet access such as through a contract with an Internet service provider
1 Monitor Resolution	1024x768 pixels or higher is recommended.

*Microsoft and Windows are registered trademarks or trademarks of Microsoft Corporation in the United States and other countries.

Security

You may exercise your voting rights safely due to the encryption technology (SSL128bit) used to protect your voting information from being tampered with or wiretapped.

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In addition, the Code for the Exercise of Voting Rights and the Password described in the Voting Form are very important to authenticate shareholders, so please ensure that you do not disclose them to other people. Please note that the Company does not make any inquiries regarding your Password.

For Inquiries with Respect to the Exercise of Voting Rights via the Internet

Please contact:

Internet Help Dial Stock Transfer Agency Department Mizuho Trust & Banking Co., Ltd.

Telephone: 0120-768-524 (toll-free) Operating Hours: 9:00 a.m. to 9:00 p.m. (excluding Saturdays, Sundays and national holidays)

REFERENCE DOCUMENTS FOR GENERAL MEETING OF SHAREHOLDERS

Item No.1: Dividend from Surplus

Regarding our term-end dividend, we propose a dividend as described below in order to respond to your loyal support.

As we have already paid an interim dividend of 60.00 yen per share, the full-year dividend will be 120.00 yen per share, which is the same amount as the dividend for the previous Business Term.

(1) Type of dividend	Cash
(2) Matters concerning allocation of dividend and its total amount	60.00 yen per one common share of the Company Total amount of dividend 72,091,930,080 yen
(3) Effective date of the dividend from surplus	March 30, 2012

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

1. Reasons for Amendment

(1) Article 14 is to be newly established to the effect that the Company may provide shareholders with the information required to be described or indicated in the reference documents, etc. for the General Meetings of Shareholders through the internet.

(2) To enable Directors and Corporate Auditors to fully perform their expected roles in carrying out their duties, Article 28 and Article 37 are to be newly established to the effect that the Company may, by a resolution of the Board of Directors, exempt Directors and Corporate Auditors from part of their liabilities to the extent permitted under laws or ordinances, and that the Company may enter into contracts for limitation of liability with Outside Corporate Auditors.

With respect to the new establishment of Article 28, the consent of all Corporate Auditors has been obtained.

2. Substance of Amendment

The substance of the amendment is as follows:

(The amended parts are underlined)

Current Articles of Incorporation	Proposed Amendment
Chapter III. General Meeting of Shareholders	Chapter III. General Meeting of Shareholders
Article 12. - (Text omitted)	Article 12. - (Same as present text)
Article 13.	Article 13.
(Newly established)	<u>Disclosure through Internet and Deemed Delivery of Reference Documents, etc. for General Meetings of Shareholders</u> <u>Article 14. Upon convening a general meeting of shareholders, the Company may deem that the information required to be described or indicated in the reference documents for the general meeting of shareholders, business reports, financial statements and consolidated</u>

financial statements has been provided to the shareholders in the event that such information is disclosed, pursuant to ordinances of the Ministry of Justice, through a method that uses the Internet.

Current Articles of Incorporation	Proposed Amendment
Article <u>14</u> . (Text omitted)	Article <u>15</u> . (Same as present text)
Article <u>16</u> .	Article <u>17</u> .
Chapter IV. Directors and Board of Directors	Chapter IV. Directors and Board of Directors
Article <u>17</u> . (Text omitted)	Article <u>18</u> . (Same as present text)
Article <u>26</u> .	Article <u>27</u> .
(Newly established)	<u>Exemption from Liabilities of Directors</u> <u>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.</u>
Chapter V. Corporate Auditor and Board of Corporate Auditors	Chapter V. Corporate Auditor and Board of Corporate Auditors
Article <u>27</u> . (Text omitted)	Article <u>29</u> . (Same as present text)
Article <u>34</u> .	Article <u>36</u> .
(Newly established)	<u>Exemption from Liabilities of Corporate Auditors</u> <u>Article 37. 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 Corporate Auditor(s) (including former Corporate Auditor(s)) from damage compensation liabilities resulting from negligence of the Corporate Auditor s duty to the extent permitted by laws or ordinances.</u> <u>2. Pursuant to the provision of paragraph 1, Article 427 of the Corporation Law, the Company may enter into a contract with outside Corporate Auditor(s) which sets forth the limitation on their damage compensation liabilities resulting from negligence of the Corporate Auditor 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>
Chapter VI. Accounting	Chapter VI. Accounting
Article <u>35</u> . (Text omitted)	Article <u>38</u> . (Same as present text)
Article <u>36</u> .	Article <u>39</u> .

Item No.3: Election of Eighteen Directors

The term of offices of all of the nineteen Directors will expire at the end of this Meeting. We would like you to elect eighteen 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)	As of Apr. 1961: Entered the Company Mar. 1981: Director Mar. 1985: Managing Director Mar. 1989: Senior Managing & Representative Director Mar. 1993: Executive Vice President & Representative Director Sep. 1995: President & CEO Mar. 2006: Chairman, President & CEO May 2006: Chairman & CEO (present) (Important concurrent posts) Corporate Auditor of The Yomiuri Shimbun Holdings	108,523 shares
2	Toshizo Tanaka		