

PANASONIC Corp
Form 6-K
April 01, 2013
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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 April 2013

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 ☒ 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:

1. News release issued on April 1, 2013, by Panasonic Corporation (the registrant), announcing Delisting Schedule from New York Stock Exchange

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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/ HIROHISA IKUTOMI
Hirohisa Ikutomi, Attorney-in-Fact
General Manager of IR Disclosure,
Panasonic Corporation

Dated: April 1, 2013

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April 1, 2013

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Panasonic Announces Delisting Schedule

from New York Stock Exchange

Osaka, Japan, April 1, 2013 - Panasonic Corporation ([NYSE:PC/TSE:6752] Panasonic), today announced the delisting schedule from the New York Stock Exchange (NYSE) and notified to the NYSE on April 1, 2013 (Eastern Time in the U.S.) that it will apply for voluntary delisting of its American Depositary Shares (ADSs), in connection with its announcement on March 28, 2013 relating to its intention of delisting from the NYSE.

1. Reason for Delisting

Panasonic listed its ADSs on the NYSE in December 1971 mainly to promote trading of its shares and to raise the visibility of the Panasonic brand in the U.S. Since then, Panasonic has made efforts to enhance disclosures for shareholders and investors with the goal of deepening their understanding of Panasonic, in addition to complying with the disclosure requirements of U.S. securities laws and regulations, providing financial statements in accordance with U.S. generally accepted accounting principles (U.S. GAAP), and establishing internal controls in accordance with the Sarbanes-Oxley Act of 2002. Meanwhile, the external environment has significantly changed as indicated by the increases in trading volume of Japanese stocks through stock exchanges in Japan by overseas investors due to the internationalization of the Japanese financial and capital markets, as well as the narrowing of the gap between U.S. and Japanese disclosure standards with respect to financial reporting due to a series of amendments to Japanese laws and regulations and accounting standards.

While Panasonic believes the initial objectives of the U.S. ADS listing were mainly achieved, it judges that the continued listing on the NYSE is not economically justified, taking into account the fact that the trading volume of Panasonic 's ADSs on the NYSE accounts for only a small fraction of the total trading volume of Panasonic 's shares. Therefore, Panasonic has decided to apply for voluntary delisting of its ADSs from the NYSE and for termination of registration of its ADSs with SEC under the Exchange Act.

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2. Listed Stock Exchange

Tokyo Stock Exchange, Osaka Securities Exchange, Nagoya Stock Exchange

3. Delisting schedule (Eastern Time in the U.S.)

April 1, 2013	Panasonic to provide NYSE with a written pre-notice of the delisting application
April 11, 2013	Panasonic to file Form 25 with the SEC for NYSE delisting and SEC deregistration
April 22, 2013	Delisting to become effective
	Panasonic to file Form 15F with the SEC to terminate Panasonic's reporting obligations under the Exchange Act
July 2013	Deregistration with SEC to become effective
	Termination of Panasonic's reporting obligations under the Exchange Act to become effective

The schedule provided above including the anticipated effective dates may be delayed if the SEC objects or requests an extended review or for other reasons.

4. Future Plans

While Panasonic's reporting obligations under the Exchange Act (including the obligation to file annual reports on Form 20-F) will be terminated, Panasonic will continue to prepare English consolidated financial statements in accordance with U.S. GAAP and disclose them on Panasonic's website, in addition to English translations of disclosure documents pursuant to Japanese law and relevant information such as news releases, in order to facilitate comparisons with past disclosure. Continuous efforts will be made to maintain and enhance governance and disclosure for shareholders and investors.

After delisting its ADSs from the NYSE, Panasonic intends to maintain its American Depositary Receipt Program in the U.S., and therefore anticipates that its ADSs will continue to be traded in the U.S. on the over-the-counter market.

5. Contact Information for inquiries regarding Panasonic's ADSs

JPMorgan Service Center (U.S.)
Tel: U.S.: 1- 800-990-1135 (toll free)

International: +1- 651-453-2128

Website: www.adr.com

E-mail: jpmorgan.adr@wellsfargo.com

(Shareholder Service Representatives are available Monday through Friday, from 7:00 a.m. to 7:00 p.m. Eastern Time in the U.S.)

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