

Edgar Filing: KYOCERA CORP - Form F-6 POS

KYOCERA CORP  
Form F-6 POS  
December 03, 2007

As filed with the Securities and Exchange Commission on December 3, 2007  
Registration No. 333-7222

=====

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

-----

POST EFFECTIVE AMENDMENT NO. 2 TO FORM F-6  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

-----

KYOCERA KABUSHIKI KAISHA  
(Exact name of issuer of deposited securities as specified in its charter)

-----

KYOCERA CORPORATION  
(Translation of issuer's name into English)

-----

JAPAN  
(Jurisdiction of incorporation or organization of issuer)

-----

CITIBANK, N.A.  
(Exact name of depositary as specified in its charter)

-----

399 Park Avenue  
New York, New York 10043  
(212) 816-6690  
(Address, including zip code, and telephone number, including area code,  
of depositary's principal executive offices)

-----

Kyocera International Inc.  
8611 Balboa Avenue  
San Diego, California 92123  
Attention: President  
(858) 576-2600  
(Address, including zip code, and telephone number, including area code,  
of agent for service)

-----

Copies to:

Edgar Filing: KYOCERA CORP - Form F-6 POS

Patricia Brigantic, Esq.  
Citibank, N.A.  
388 Greenwich Street, 17th Floor  
New York, New York 10013  
(212) 816-0885

-----  
It is proposed that this filing become effective under Rule 466:

- immediately upon filing.
- on [Date] at 9:00 AM (EST).

If a separate registration statement has been filed to register the deposited shares, check the following box :

=====  
The Registrant hereby amends this Amendment No. 2 to Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Amendment No. 2 to Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this Amendment No. 2 to Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This Post Effective Amendment No. 2 to Registration Statement on Form F-6 may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

ii

PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption<br>-----  | Location in Form of American<br>Depositary Receipt ("Receipt")<br>Filed Herewith as Prospectus<br>----- |
|---|---|
| 1. Name of Depositary and address of its principal executive office                 | Face of Receipt - Introductor   |
| 2. Title of Receipts and identity of deposited securities                           | Face of Receipt - Top Center.   |
| Terms of Deposit:   |   |
| (i) The amount of deposited securities represented by one American Depositary Share | Face of Receipt - Upper Right   |
| (ii) The procedure for voting, if any, the deposited                                | Face of Receipt - Paragraphs  |

Edgar Filing: KYOCERA CORP - Form F-6 POS

|                         |   |   |
|-------------------------|---|---|
|                         | securities  | Reverse of Receipt - Paragraph  |
| (iii)                   | The collection and distribution of dividends  | Face of Receipt - Paragraph 4,<br>Reverse of Receipt - Paragraph                                  |
| (iv)                    | The transmission of notices, reports and proxy soliciting material  | Face of Receipt - Paragraph 5<br>Reverse of Receipt - Paragraph                                   |
| (v)                     | The sale or exercise of rights  | Face of Receipt - Paragraphs 4<br>Reverse of Receipt - Paragraph                                  |
| (vi)                    | The deposit or sale of securities resulting from dividends, splits or plans of reorganization                     | Face of Receipt - Paragraphs 3<br>11.<br>Reverse of Receipt - Paragraph                           |
| I-1                     |   |   |
| Item Number and Caption |   | Location in Form of American<br>Depository Receipt ("Receipt")<br>Filed Herewith as Prospectus    |
| -----                   |   | -----   |
| (vii)                   | Amendment, extension or termination of the deposit  | Face of Receipt - Paragraph 3.<br>Reverse of Receipt - Paragraph<br>(no provision for extension). |
| (viii)                  | Rights of holders of Receipts to inspect the transfer books of the Depository and the list of holders of Receipts | Face of Receipt - Paragraph 13  |
| (ix)                    | Restrictions upon the right to deposit or withdraw the underlying securities                                      | Face of Receipt - Paragraph 2,<br>and 11<br>Reverse of Receipt - 15                               |
| (x)                     | Limitation upon the liability of the Depository   | Reverse of Receipt - Paragraph  |
| 3.                      | Fees and charges which may be imposed directly or indirectly on holders of Receipts                               | Face of Receipt - Paragraph 10  |
| Item 2.                 | AVAILABLE INFORMATION   | Face of Receipt - Paragraph 13  |

The Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports can be inspected by holders of Receipts and copied at public reference facilities maintained by the Commission located at 100 F Street, N.E., Washington D.C. 20549, and at the principal office of the depository.

I-2

PROSPECTUS

The Prospectus consists of the proposed form of American Depository

## Edgar Filing: KYOCERA CORP - Form F-6 POS

Receipt included as Exhibit A (a) (i) to this Amendment No. 2 to the Registration Statement and is incorporated herein by reference.

I-3

### PART II

#### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 3. EXHIBITS

- (a) (i) Form of Amendment No. 2 to the Amended and Restated Deposit Agreement, by and among Kyocera Corporation (the "Company"), Citibank, N.A., as depositary (the "Depositary"), and all Holders and Beneficial Owners of American Depositary Shares evidenced by the American Depositary Receipts issued thereunder -- Filed herewith as Exhibit (a) (i).
- (a) (ii) Amendment No. 1 to the Amended and Restated Deposit Agreement, dated as of January 5, 1999, by and among the Company, the Depositary, and all Holders and Beneficial Owners of American Depositary Shares evidenced by the American Depositary Receipts issued thereunder -- Filed herewith as Exhibit (a) (ii).
- (a) (iii) Amended and Restated Deposit Agreement, by and among the Company, the Depositary and all Holders and Beneficial Owners of American Depositary Shares evidenced by the American Depositary Receipts issued thereunder -- Previously filed under Reg. No. 333-7222.
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. -- None.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. -- None.
- (d) Opinion of counsel for the Depositary as to the legality of the securities to be registered. -- None
- (e) Certificate under Rule 466. -- None.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. -- Set forth on the signature pages hereto.

II-1

#### Item 4. UNDERTAKINGS

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the Receipts, any reports and communications received from the issuer of the deposited securities which are

Edgar Filing: KYOCERA CORP - Form F-6 POS

both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

- (b) The Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of a Receipt thirty (30) days before any change in the fee schedule.

II-2

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Amended and Restated Deposit Agreement, dated as of June 29, 1998, as amended by Amendment No. 1 dated as of January 5, 1999 to Amended and Restated Deposit Agreement, as proposed to be amended by Amendment No. 2 to Amended and Restated Deposit Agreement, by and among Kyocera Corporation, Citibank, N.A., as depositary, and all Holders and Beneficial Owners of American Depositary Shares evidenced by American Depositary Receipts issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post Effective Amendment No. 2 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, on this day of December 3, 2007.

Legal entity created by the Amended and Restated Deposit Agreement, as proposed to be amended, for the issuance of American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one (1) Common Share of Kyocera Corporation.

CITIBANK, N.A., solely in its capacity as Depositary

By: /s/ Emi Mak

-----  
Name: Emi Mak  
Title: Vice President

II-3

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Kyocera Corporation certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post Effective Amendment No. 2 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Japan, on December 3, 2007.

Edgar Filing: KYOCERA CORP - Form F-6 POS

Kyocera Corporation

By: /s/ Makoto Kawamura

-----  
Name: Makoto Kawamura  
Title: President and Representative Director

II-4

POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of Makoto Kawamura, John S. Gilbertson and Shoichi Aoki whose signature appears below constitutes and appoints Rodney N. Lanthorne or Tsutomu Yamori to act as his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all such capacities, to sign any and all amendments, including post-effective amendments, and supplements to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post Effective Amendment No. 2 to Registration Statement on Form F-6 (File No. 333-7222) has been signed by the following persons in the following capacities on December 3, 2007.

Signature

Title

-----

-----

\*

-----

Kensuke Itoh

Advisor and Director

\*

-----

Noboru Nakamura

Chairman of the Board and  
Representative Director

\*

-----

Masahiro Umemura

Vice Chairman of the Board and  
Representative Director  
(Principal Financial Officer)

\*

-----

Yuzo Yamamura

Vice Chairman of the Board and  
Representative Director

\*

-----

Naoyuki Morita

Vice Chairman of the Board and  
Representative Director

Edgar Filing: KYOCERA CORP - Form F-6 POS

II-5

| Signature<br>-----  | Title<br>-----   |
|---|--|
| <br>/s/ Makoto Kawamura<br>-----<br>Makoto Kawamura         | <br><br>President and Representative Director<br>(Principal Executive Officer) |
| <br>*<br>-----<br>Koji Seki                                 | <br><br>Director   |
| <br>*<br>-----<br>Michihisa Yamamoto                        | <br><br>Director   |
| <br>*<br>-----<br>Isao Kishimoto                            | <br><br>Director   |
| <br>*<br>-----<br>Hisao Hisaki                              | <br><br>Director   |
| <br>/s/ Rodney N. Lanthorne<br>-----<br>Rodney N. Lanthorne | <br><br>Director<br>(Authorized Representative in the<br>United States)        |
| <br>/s/ John S. Gilbertson<br>-----<br>John S. Gilbertson   | <br><br>Director   |
| <br>/s/ Shoichi Aoki<br>-----<br>Shoichi Aoki               | <br><br>Executive Officer<br>(Principal Accounting Officer)                    |

\* By /s/ Rodney N. Lanthorne  
-----  
Rodney N. Lanthorne

Attorney-in-Fact pursuant to Power of  
Attorney filed with Amendment No.1 to  
Registration Statement on Form F-6  
(File No. 333-7222)

II-6

# Edgar Filing: KYOCERA CORP - Form F-6 POS

## Index to Exhibits

| Exhibit<br>----- | Document<br>-----   | Sequentially<br>Numbered Page<br>----- |
|------------------|---|--|
| (a) (i)          | Form of Amendment No. 2 to Amended and Restated Deposit Agreement.                          |  |
| (a) (ii)         | Amendment No. 1 to the Amended and Restated Deposit Agreement, dated as of January 5, 1999. |  |