

Canon Machinery Inc.
Form CB/A
August 02, 2010

**UNITED STATES SECURITIES
AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form CB
TENDER OFFER/RIGHTS OFFERING
NOTIFICATION FORM
(Amendment No. 2)**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

Securities Act Rule 801 (Rights Offering)	<input type="radio"/>
Securities Act Rule 802 (Exchange Offer)	<input checked="" type="radio"/>
Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)	<input type="radio"/>
Exchange Act Rule 14d-1(c) (Third Party Tender Offer)	<input type="radio"/>
Exchange Act Rule 14e-2(d) (Subject Company Response)	<input type="radio"/>

Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8) ☐
Canon Machinery Kabushiki Kaisha

(Name of Subject Company)
Canon Machinery Inc.

(Translation of Subject Company's Name into English (if applicable))
Japan

(Jurisdiction of Subject Company's Incorporation or Organization)
Canon Inc.

(Name of Person(s) Furnishing Form)
Common Stock

(Title of Class of Subject Securities)
Not applicable.

(CUSIP Number of Class of Securities (if applicable))
Masazumi Kikutsugi
Senior Vice President
Canon Machinery Inc.
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(Name, Address (including zip code) and Telephone Number (including area code) of Person(s)
Authorized to Receive Notices and Communications on Behalf of Subject Company)
Copies to:

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N/A

(Date Tender Offer/Rights Offering Commenced)

This Amendment No. 2 amends the Form CB submitted on June 29, 2010 and the Amendment No. 1 submitted on June 30, 2010 by Canon Inc. to the Securities and Exchange Commission.

PART I - INFORMATION SENT TO SECURITY HOLDERS

Item 1. Home Jurisdiction Documents

Exhibit I-1: Canon Inc. s and Canon Machinery Inc. s press release titled Announcement of Share Exchange Agreement under which Canon Inc. Will Make Canon Machinery Inc. Its Wholly Owned Subsidiary , dated June 28, 2010.*

Exhibit I-2: Canon Machinery Inc. s Notice of Convocation of the Extraordinary General Meeting of Shareholders dated July 30, 2010.

* Previously submitted.

Item 2. Informational Legends

Included in Exhibits I-1 and I-2.

PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

- (1) Exhibit II-1: Canon Machinery Inc. s Extraordinary Report Concerning Execution of a Share Exchange Agreement, dated June 28, 2010.*

Exhibit II-2: Canon Machinery Inc. s Public Notice to Set a Record Date for an Extraordinary General Meeting of Shareholders dated June 29, 2010.*

Exhibit II-3: Canon Machinery Inc. s Public Notice of Share Exchange dated July 30, 2010.

Exhibit II-4: Share Exchange Agreement entered into by and between Canon Inc. and Canon Machinery Inc., dated June 28, 2010 and made available pursuant to Article 782, Paragraph 1 of the Japanese Companies Law.

Exhibit II-5: Other documents made available by Canon Machinery Inc. relating to the matters specified in Article 782, Paragraph 1 of the Japanese Companies Law.

* Previously submitted.

(2) Not applicable.

(3) Not applicable.

PART III - CONSENT TO SERVICE OF PROCESS

- (1) Written irrevocable consent and power of attorney on Form F-X filed with the Commission on June 29, 2010.

(2) Not applicable.

PART IV - SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Toshizo Tanaka
(Signature)

Toshizo Tanaka
Executive Vice President and CFO
(Name and Title)

August 2, 2010
(Date)