

NTT DOCOMO INC  
Form 20-F/A  
September 30, 2004

As filed with the Securities and Exchange Commission on September 30, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 20-F/A**  
**(AMENDMENT NO. 1)**

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**REGISTRATION STATEMENT PURSUANT TO SECTION 12(B) OR 12(G) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended March 31, 2004

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

Commission file number: 1-31221

# **Kabushiki Kaisha NTT DoCoMo**

(Exact name of registrant as specified in its charter)

## **NTT DoCoMo, Inc.**

(Translation of registrant's name into English)

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**Sanno Park Tower**

**11-1, Nagata-cho 2-chome**

**Chiyoda-ku, Tokyo 100-6150**

**Japan**

(Jurisdiction of incorporation or organization)

**Japan**

(Address of principal executive offices)

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### **Securities registered or to be registered pursuant to Section 12(b) of the Act:**

**Title of Each Class**

**Name of Each Exchange On Which Registered**

**Common Stock\***

**New York Stock Exchange**

### **Securities registered or to be registered pursuant to Section 12(g) of the Act:**

**None**

(Title of Class)

### **Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:**

**None**

(Title of Class)

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**Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.**

As of March 31, 2004, 48,596,364 shares of common stock were outstanding, comprised of 48,471,316 shares and 12,504,800 ADSs (equivalent to 125,048 shares).

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark which financial statement item the registrant has elected to follow: Item 17  Item 18

\* Not for trading, but only in connection with the listing of the American Depositary Shares

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Explanatory Note:

The registrant hereby amends its Annual Report on Form 20-F for the fiscal year ended March 31, 2004 filed with the Securities and Exchange Commission on June 28, 2004 to file separate consolidated financial statements and notes thereto for Hutchison 3G UK Holdings Limited for its fiscal years ended December 31, 2001, 2002 and 2003, as required by Rule 3-09 of Regulation S-X.

This amendment is being filed for the purpose of updating Item 18. Financial Statements and Item 19. Exhibits .

**Item 18. Financial Statements.**

Reference is made to pages F-1 through F-44 incorporated herein by reference, to our Annual Report on Form 20-F filed on June 28, 2004.

Separate consolidated financial statements and notes thereto for AT&T Wireless Services, Inc. and Subsidiaries for its fiscal years ended December 31, 2001, 2002 and 2003 are being filed pursuant Rule 3-09 of Regulation S-X. Reference is made to Exhibit 15.1 to our Annual Report on Form 20-F filed on June 28, 2004.

Separate consolidated financial statements and notes thereto for Hutchison 3G UK Holdings Limited ( H3GUK ) for its fiscal years ended December 31, 2001, 2002 and 2003 are being filed pursuant Rule 3-09 of Regulation S-X. H3GUK s audited consolidated financial statements for its fiscal years ended December 31, 2001 and 2002 are incorporated in Exhibit 15.2 to this Amendment No. 1 to our Annual Report on Form 20-F by reference to Exhibit 14.2 of Amendment No. 1 to our Annual Report on Form 20-F for the fiscal year ended March 31, 2003, filed on September 30, 2003. H3GUK s unaudited consolidated financial statements for its fiscal year ended December 31, 2003 are included in Exhibit 15.3 to this Amendment No.1 to our Annual Report on Form 20-F for the fiscal year ended March 31, 2004.

**Item 19. Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
1.1	Articles of Incorporation of the registrant (English translation)***
1.2	Share Handling Regulations of the registrant (English translation)***
1.3	Regulations of the Board of Directors of the registrant (English translation)***
1.4	Regulations of the Board of Corporate Auditors of the registrant (English translation)***
2.1	Specimen common stock certificates of the registrant*
2.2	Form of Deposit Agreement among the registrant, The Bank of New York as Depositary and all owners and holders from time to time of American Depositary Receipts, including the form of American Depositary Receipt (incorporated by reference to Post-Effective Amendment No. 3 to Registration Statement on Form F-6 (File No. 333-9694) filed on May 15, 2002)
4.1	Investor Agreement by and among AT&T Corp., AT&T Wireless Services, Inc. and the registrant, dated December 20, 2000*
4.2	Warrant Agreement by and among AT&T Wireless Services, Inc., the registrant and AT&T Corp. dated December 20, 2000*
4.3	Amended and Restated Investor Agreement among AT&T Corp., AT&T Wireless Services, Inc. and the registrant, dated December 20, 2001**
4.4	Amendment No. 1 to Amended and Restated Investor Agreement among AT&T Corp., AT&T Wireless Services, Inc. and the registrant, dated December 26, 2002**
8.1	List of Subsidiaries***
11.1	Code of Ethics***
12.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
12.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
13.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350
13.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350
15.1	Consolidated financial statements and notes thereto for AT&T Wireless Services, Inc. and Subsidiaries from the AT&T Wireless Services, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2003, filed with the Commission on March 5, 2004***
15.2	Consolidated financial statements and notes thereto for Hutchison 3G UK Holdings Limited for the fiscal years ended December 31, 2001 and 2002 (incorporated by reference to Exhibit 14.2 of Amendment No. 1 to Annual Report on Form 20-F/A of NTT DoCoMo, Inc., filed on September 30, 2003)
15.3	Consolidated financial statements and notes thereto for Hutchison 3G UK Holdings Limited for the fiscal year ended December 31, 2003

\* Previously filed with the Securities and Exchange Commission on January 25, 2002 and herein incorporated by reference.

\*\* Previously filed with the Securities and Exchange Commission on July 3, 2003 and herein incorporated by reference.

\*\*\* Previously filed with the Securities and Exchange Commission on June 28, 2004 and herein incorporated by reference.

We have not included as exhibits certain instruments with respect to our long-term debt. The amount of debt authorized under each such debt instrument does not exceed 10% of our total assets. We agree to furnish a copy of any such instrument to the Commission upon request.

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

NTT DoCoMo, Inc.

By         /s/ Masao Nakamura        

Name: Masao Nakamura  
Title: President and Chief Executive Officer

Date: September 30, 2004

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