

HONDA MOTOR CO LTD  
Form F-6EF  
June 08, 2007

As filed with the U.S. Securities and Exchange Commission on June 8, 2007

Registration No. 333-

---

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

---

**FORM F-6**  
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**  
**For Depository Shares Evidenced by American Depositary Receipts**

---

**HONDA MOTOR CO., LTD.**  
(Honda Giken Kogyo Kabushiki Kaisha)

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

N/A

(Translation of issuer's name into English)

Japan

(Jurisdiction of incorporation or organization of issuer)

**JPMORGAN CHASE BANK, N.A.**  
(Exact name of depository as specified in its charter)

**4 New York Plaza, New York, NY 10004**  
**Telephone (212) 623-0636**

(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

---

**Tetsuo Oshima**  
**Honda North America, Inc.**  
**540 Madison Avenue, 32<sup>nd</sup> Floor**  
**New York, New York 10022**  
**(212) 355-9191**

(Address, including zip code, and telephone number, including area code, of agent for service)

*Copy to:*

**Scott A. Ziegler, Esq.**  
**Ziegler, Ziegler & Associates LLP**  
**570 Lexington Avenue, 44<sup>th</sup> Floor**  
**New York, New York 10022**  
**(212) 319-7600**

It is proposed that this filing become effective under Rule 466

x immediately upon filing

o on (Date) at (Time)

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

**CALCULATION OF REGISTRATION FEE**

| <b>Title of each class of</b> | <b>Amount</b> | <b>Amount of</b> |
|-------------------------------|---------------|------------------|
|-------------------------------|---------------|------------------|

| <b>Securities to be registered</b>  | <b>to be registered</b>                   | <b>Proposed maximum aggregate price per unit <sup>(1)</sup></b> | <b>Proposed maximum aggregate offering price <sup>(2)</sup></b> | <b>registration fee</b> |
|---|---|---|---|-------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one share of Common Stock of Honda Motor Co. Ltd. | 150,000,000<br>American Depositary Shares | \$0.05  | \$7,500,000   | \$230.25                |

(1) Each unit represents one American Depositary Share.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

**PART I  
INFORMATION REQUIRED IN PROSPECTUS**

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) filed as Exhibit (a)(2) to this Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

**Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED**

| Item Number and Caption  | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (1) Name and address of Depositary   | Introductory paragraph and bottom of face of American Depositary Receipt     |
| (2) Title of American Depositary Receipts and identity of deposited securities<br>Terms of Deposit:              | Face of American Depositary Receipt, top center                              |
| (i) Amount of deposited securities represented by one unit of American Depositary Shares                         | Face of American Depositary Receipt, upper right corner                      |
| (ii) Procedure for voting, if any, the deposited securities  | Paragraphs (14) and (15)   |
| (iii) Collection and distribution of dividends   | Paragraphs (7) and (12)  |
| (iv) Transmission of notices, reports and proxy soliciting material  | Paragraphs (15) and (17)   |
| (v) Sale or exercise of rights   | Paragraphs (7) and (13)  |
| (vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization                   | Paragraphs (7), (12), (13) and (16)  |
| (vii) Amendment, extension or termination of the Deposit Agreement   | Paragraphs (9) and (21)  |
| (viii) Rights of holders of ADRs to inspect the transfer books of the Depositary and the list of Holders of ADRs | Paragraph (17)   |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities                                | Paragraphs (3), (4), (5), (6) and (7)  |
| (x) Limitation upon the liability of the Depositary  | Paragraphs (18) and (19)   |
| (3) Fees and Charges   | Paragraph (10)   |

**Item 2. AVAILABLE INFORMATION**

| Item Number and Caption  | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (b) Statement that Honda Motor Co. Ltd. is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended and, accordingly, files certain reports with the Commission, and that such reports can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C. | Paragraph (24)   |

I-3

---

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 3. EXHIBITS**

- (a)(1) **Form of Amendment to Deposit Agreement.** Form of Amendment to Deposit Agreement is filed herewith as Exhibit (a)(1).
- (a)(2) **Form of American Depositary Receipt.** The form of American Depositary Receipt is filed herewith as Exhibit (a)(2).
- (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.** Not Applicable.
- (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.** Not Applicable.
- (d) **Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered.** Filed herewith as Exhibit (d).
- (e) **Certification under Rule 466.** Filed herewith as Exhibit (e).

**Item 4. UNDERTAKINGS**

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are 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) If the amounts of fees charged are not disclosed in the prospectus, 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 an American Depositary Receipt thirty days before any change in the fee schedule.

**SIGNATURE**

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A. on behalf of the legal entity created by the Deposit Agreement, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on June 8, 2007.

Legal entity created by the form of Deposit Agreement for the issuance of ADRs evidencing American Depositary Shares

By: JPMORGAN CHASE BANK, N.A., as Depositary

By: /s/Melinda L. VanLuit  
Name: Melinda L. VanLuit  
Title: Vice President

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Honda Motor Co., Ltd. (Honda Giken Kogyo Kabushiki Kaisha) 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 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in Tokyo, Japan on June 6, 2007.

HONDA MOTOR CO., LTD.  
(Honda Giken Kogyo Kabushiki Kaisha)

By: /s/Kohei Takeuchi  
Name: Kohei Takeuchi  
Title: General Manager of Finance Division

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Takeo Fukui, Satoshi Aoki and Fumihiko Ike, jointly and severally, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents 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 attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons in the capacities indicated as of June 6, 2007.

| <u>Name</u>                                 | <u>Title</u>   |
|---|--|
| /s/Takeo Fukui<br>Takeo Fukui               | President and Representative Director<br>(Chief Executive Officer) |
| /s/Satoshi Aoki<br>Satoshi Aoki             | Executive Vice President and Representative<br>Director            |
| /s/Minoru Harada<br>Minoru Harada           | Senior Managing and Representative Director                        |
| /s/Motoatsu Shiraishi<br>Motoatsu Shiraishi | Senior Managing and Representative Director                        |
| /s/Satoshi Dobashi<br>Satoshi Dobashi       | Senior Managing and Representative Director                        |
| Atsuyoshi Hyogo                             | Senior Managing and Representative Director                        |





/s/Satoshi Toshida  
Satoshi Toshida Senior Managing and Representative Director

/s/Koki Hirashima  
Koki Hirashima Senior Managing and Representative Director

/s/Koichi Kondo  
Koichi Kondo Senior Managing and Representative Director

/s/Mikio Yoshimi  
Mikio Yoshimi Senior Managing and Representative Director

Toru Onda Managing Director

/s/Akira Takano  
Akira Takano Managing Director

Shigeru Takagi Managing Director

Hiroshi Kuroda Managing Director

Tetsuo Iwamura Managing Director

Tatsuhiko Oyama Managing Director



Satoru Kishi

Director

/s/Kensaku Hogen  
Kensaku Hogen

Director

Hiroyuki Yoshino

Director and Advisor

/s/Fumihiko Ike  
Fumihiko Ike

Director  
(Chief Financial Officer)

/s/Tetsuo Oshima  
Tetsuo Oshima

Authorized Representative in the United States

---

**INDEX TO EXHIBITS**

| Exhibit<br>Number  | Sequentially<br>Numbered Page |
|--|-------------------------------|
| (a)(1) Form of Amendment to Deposit Agreement  |                               |
| (a)(2) Form of American Depositary Receipt   |                               |
| (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the<br>Depositary, as to the legality of the securities to be registered. |                               |
| (e) Rule 466 Certification   |                               |