

MITSUI & CO LTD  
Form 6-K  
September 01, 2006

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## FORM 6-K

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### Report of Foreign Private Issuer

**Mitsui Announces Secondary Offering of Shares in Toho Titanium Co., Ltd.**

**Pursuant to Rule 13a-16 or 15d-16**

**of the Securities Exchange Act of 1934**

**For the month of September 1, 2006**

**Commission File Number 09929**

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## Mitsui & Co., Ltd.

(Translation of registrant's name into English)

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**2-1, Ohtemachi 1-chome Chiyoda-ku, Tokyo 100-0004 Japan**

(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of 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):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

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):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated,

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domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If  is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

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**Signatures**

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.

Date: September 1, 2006

**MITSUI & CO., LTD.**

By: /s/ Kazuya Imai  
Name: Kazuya Imai  
Title: Executive Director  
Senior Executive Managing Officer  
Chief Financial Officer

September 1, 2006

For immediate release:

To Whom It May Concern

Mitsui & Co., Ltd.

**Mitsui Announces Secondary Offering of Shares in Toho Titanium Co., Ltd.**

Today Toho Titanium Co., Ltd. ( Toho ), an associated company of Mitsui & Co., Ltd. ( Mitsui ) changed its listing position to 1<sup>st</sup> section of the Tokyo Stock Exchange.

Following this transaction, at the request of Toho to diversify its shareholders and to increase market liquidity of its stock, Mitsui has decided to make secondary offering of some portion of its shareholdings in Toho.

1. Number of shares to be offered:

2,300,000 (Common stock)

2. Offering price: to be fixed

3. Number of shares held and voting power before/after this offering:

Before 9,316,226 (15.4%)

After 7,016,226 (11.6%)

This transaction is in line with Mitsui's corporate strategy under the new Medium-term Management Outlook, in which Mitsui has been reviewing and divesting existing investments in parallel with the execution of new investments.

Titanium business will remain unchanged as one of Mitsui's core non-ferrous metal business, in which Mitsui intends to continue to be proactively involved together with Toho after this offering.

**For further information, please contact:**

Mitsui & Co., Ltd.

Investor Relations Division

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Corporate Communications Division

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Notice:

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This press release includes forward-looking statements about Mitsui. These forward-looking statements are based on the current assumptions and beliefs of Mitsui in light of the information currently available to it, and involve known and unknown risks, uncertainties and other factors. Such risks, uncertainties and other factors may cause Mitsui's actual results, performance, achievements or financial position to be materially different from any future results, performance, achievements or financial position expressed or implied by these forward-looking statements. The risks, uncertainties and other factors referred to above include, but are not limited to, those contained in Mitsui's latest annual report on Form 20-F, which has been filed with the U.S. Securities and Exchange Commission.

This press release is published in order to publicly announce specific facts stated above, and does not constitute a solicitation of investments or any similar act inside or outside of Japan, regarding the shares, bonds or other securities issued by us.