

CANON INC
Form 6-K
November 21, 2012

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Issuer

**Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934**

For the month of **November** **2012** ,

CANON INC.

(Translation of registrant's name into English)

30-2, Shimomaruko 3-Chome, Ohta-ku, Tokyo 146-8501, Japan

(Address of principal executive offices)

[Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F

[Indicate by check mark whether the registrant by furnishing the information contained in this Form 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 "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):82-.....

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.

CANON INC.
(Registrant)

Date . **November 19, 2012**

By /s/ . Toshihide Aoki
(Signature)*

Toshihide Aoki
General Manager
Consolidated Accounting Div.
Canon Inc.

*Print the name and title of the signing officer under his signature.

The following materials are included.

1. Notice Regarding Projected Dividend - Including 75th Anniversary Commemorative Dividend - for the Fiscal Year Ending December 31, 2012 (the 112th Business Term)

November 19, 2012

Canon Inc.

Chairman & CEO: Fujio Mitarai

Securities code: 7751

[Tokyo (First Section) and other Stock Exchanges]

Inquiries:

Toshihide Aoki

General Manager

Consolidated Accounting Division

Finance & Accounting Headquarters

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Notice Regarding Projected Dividend Including 75th Anniversary Commemorative

Dividend for the Fiscal Year Ending December 31, 2012 (the 112th Business Term)

At a Board of Directors meeting held on November 19, 2012, Canon Inc. (the Company) passed a resolution regarding the projected year-end dividend per share for the fiscal year ending December 31, 2012 (the 112th Business Term) as follows.

1. Awarding a Commemorative Dividend for the 75th Anniversary of the Company's Establishment

The fiscal year ending December 31, 2012, marks the 75th anniversary of the Company's establishment. The Company is grateful to its shareholders and other stakeholders for their many years of support.

To show its appreciation for the ongoing assistance of its shareholders, the Company plans to award a commemorative dividend of 10.00 yen per share for the fiscal year ending December 31, 2012.

2. Basic Policy Regarding Profit Distribution and Dividend for the Period

The Company works to provide a stable and active profit return to shareholders, mainly in the form of a dividend, taking into consideration medium-term profit forecasts along with planned future investments, cash flow and other factors.

In the fiscal year ending December 31, 2012, the business environment remains challenging, characterized by, among other factors, a further deceleration in global economic growth. Thanks to comprehensive cash flow management, and subsequent improvement in management efficiency, the Company expects to generate adequate cash on hand. Reflecting this situation, to provide a stable and active profit return to shareholders, the Company plans to distribute a regular year-end dividend of 60.00 yen per share. Together with the commemorative dividend described above, the

total value of the planned dividend is 70.00 yen per share.

The Company's projection for consolidated results for the fiscal year ending December 31, 2012, is provided below and remains unchanged since being announced on October 25, 2012.

3. Details of the Revision

Record date	Mid-term	Dividend per share	
		Year-end	Full Year
Previous projection		Not yet	Not yet
Current projection		determined	determined
		70.00 yen	130.00 yen
		(Regular dividend:	(Regular dividend:
		60.00 yen)	120.00 yen)
		(Commemorative	(Commemorative
		dividend: 10.00 yen)	dividend: 10.00 yen)
Actual	60.00 yen		
Previous year's			
dividend payout			
(Fiscal year ending	60.00 yen	60.00 yen	120.00 yen
December 31, 2011)			

For reference, projected consolidated results for the fiscal year ending December 31, 2012 (announced October 25, 2012)

(Millions of yen, except Net income attributable to Canon Inc. stockholders per share)

	Fiscal year ending	Percent change
	December 31, 2012	(year-over-year)
Net sales	3,532,000	-0.7%
Operating profit	356,000	-5.8%
Income before income taxes	364,000	-2.8%
Net income attributable to Canon Inc.	234,000	-5.9%
Net income attributable to Canon Inc.	202.99 yen	

stockholders per share

This notice contains forward-looking statements with respect to future results, performance and achievements that are subject to risk and uncertainties and reflect management's views and assumptions formed by available information. All statements other than statements of historical fact are statements that could be considered forward-looking statements. When used in this document, words such as anticipate, believe, estimate, expect, intend, may, plan, project or should and similar expressions, as they relate to Canon, are intended to identify forward-looking statements. Many factors could cause the actual results, performance or achievements of Canon to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, among others, changes in general economic and business conditions, changes in currency exchange rates and interest rates, introduction of competing products by other companies, lack of acceptance of new products or services by Canon's targeted customers, inability to meet efficiency and cost reduction objectives, changes in business strategy and various other factors, both referenced and not referenced in this notice. A detailed description of

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these and other risk factors is included in Canon's annual report on Form 20-F, which is on file with the United States Securities and Exchange Commission. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein. Canon does not intend or assume any obligation to update these forward-looking statements.