

Canon Machinery Inc.
Form CB
June 29, 2010

**UNITED STATES SECURITIES
AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form CB
TENDER OFFER/RIGHTS OFFERING
NOTIFICATION FORM**

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)	☐
Securities Act Rule 802 (Exchange Offer)	☒
Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)	☐
Exchange Act Rule 14d-1(c) (Third Party Tender Offer)	☐
Exchange Act Rule 14e-2(d) (Subject Company Response)	☐

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 Kikutsugu
Senior Vice President
Canon Machinery Inc.
85 Minami Yamada-cho, Kusatsu-shi,
Shiga 525-8511, Japan
+81-77-563-8511

(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:

Shinichiro Hanabusa
General Manager
Consolidated Accounting
Division
Canon Inc.

Theodore A. Paradise, Esq.
Davis Polk & Wardwell LLP
Izumi Garden Tower 33F
6-1, Roppongi 1-Chome
Minato-ku, Tokyo 106-6033,

Edgar Filing: Canon Machinery Inc. - Form CB

30-2, Shimomaruko 3-Chome,
Ohta-ku, Tokyo 146-8501, Japan
+81-3-3758-2111

Japan
+81-3-5561-4421

N/A

(Date Tender Offer/Rights Offering Commenced)

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.

Item 2. Informational Legends

Included in Exhibit I-1.

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.
- (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 concurrently 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)

June 29, 2010

(Date)

3