

ORIX CORP
Form 6-K
June 23, 2016
[Table of Contents](#)

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

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

THE SECURITIES EXCHANGE Act of 1934

For the month of June 2016

ORIX Corporation

(Translation of Registrant's Name into English)

World Trade Center Bldg., 2-4-1 Hamamatsu-cho, Minato-Ku,

Tokyo, JAPAN

(Address of Principal Executive Offices)

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

Edgar Filing: ORIX CORP - Form 6-K

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 ☒

Table of Contents

Table of Documents Filed

| | Page |
|--|-------------|
| 1. <u>English press release entitled, Filing of Extraordinary Report</u> . | |

Table of Contents

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.

ORIX Corporation

Date: June 23, 2016

By /s/ Kazuo Kojima
Kazuo Kojima
Director
Deputy President and Chief Financial Officer
ORIX Corporation

Table of Contents

June 23, 2016

FOR IMMEDIATE RELEASE

Filing of Extraordinary Report

TOKYO, Japan June 23, 2016 ORIX Corporation (TSE: 8591; NYSE: IX), a leading integrated financial services group, announced today that it filed an extraordinary report with the Director-General of the Kanto Financial Bureau in Japan concerning the results of the exercise of voting rights at the 53rd General Meeting of Shareholders of ORIX Corporation held on June 21, 2016 (the Meeting).

1. Reason for Filing

Given that the resolutions were made for proposals to be acted upon at the Meeting, ORIX Corporation filed the extraordinary report pursuant to Article 24-5, Paragraph 4, of the Financial Instruments and Exchange Act of Japan and Article 19, Paragraph 2, Item 9-2 of the Cabinet Office Ordinance on Disclosure of Corporate Information, etc.

2. Description of Report

(1) Date on which the Meeting was held
June 21, 2016

(2) Matters Resolved

Proposal 1. Partial Amendments to the Articles of Incorporation

In order to reflect more accurately the current business activities of the Company and its subsidiaries, and for the purpose of clarifying the purposes of business, the Company proposes to add a new business item in the provision of Article 2 of the current Articles of Incorporation.

Proposal 2. Election of Thirteen (13) Directors

Messrs. Makoto Inoue, Kazuo Kojima, Tamio Umaki, Katsunobu Kamei, Yuichi Nishigori, Hideaki Takahashi, Robert Feldman, Takeshi Niinami, Nobuaki Usui, Ryuji Yasuda, Heizo Takenaka and Ms. Eiko Tsujiyama were reelected and reappointed as Directors, and Mr. Kiyoshi Fushitani was newly elected and appointed as a Director.

-more-

Table of Contents

- (3) Number of voting rights for Approval, Disapproval and Abstentions in the Matters to be Resolved, and the requirements for Approval and voting results thereof

| Matters to be Resolved | Number of Approvals (units) | Number of Disapprovals (units) | Number of Abstentions (units) | Approval Rate (%) | Voting Result |
|-------------------------------|--|---|--|------------------------------|----------------------|
| Proposal 1 | 10,495,770 | 5,867 | 1,321 | 99.82 | Approved |
| Proposal 2 | | | | | |
| Makoto Inoue | 10,424,241 | 77,616 | 1,587 | 99.14 | Approved |
| Kazuo Kojima | 10,420,956 | 80,902 | 1,587 | 99.11 | Approved |
| Tamio Umaki | 10,420,162 | 81,696 | 1,587 | 99.10 | Approved |
| Katsunobu Kamei | 10,421,083 | 80,775 | 1,587 | 99.11 | Approved |
| Yuichi Nishigori | 10,421,008 | 80,850 | 1,587 | 99.11 | Approved |
| Kiyoshi Fushitani | 10,420,476 | 81,382 | 1,587 | 99.10 | Approved |
| Hideaki Takahashi | 10,169,149 | 332,703 | 1,587 | 96.71 | Approved |
| Eiko Tsujiyama | 10,312,338 | 189,519 | 1,587 | 98.07 | Approved |
| Robert Feldman | 10,354,643 | 147,215 | 1,587 | 98.48 | Approved |
| Takeshi Niinami | 10,208,493 | 293,364 | 1,587 | 97.09 | Approved |
| Nobuaki Usui | 10,331,450 | 170,408 | 1,587 | 98.26 | Approved |
| Ryuji Yasuda | 10,308,125 | 193,732 | 1,587 | 98.03 | Approved |
| Heizo Takenaka | 10,351,782 | 150,062 | 1,587 | 98.45 | Approved |

(Notes) Approval requirements for the adoption of each proposal are as follows;

Approval of not less than two-thirds (2/3) of the voting rights held by the shareholders present at the Meeting who hold in aggregate not less than one-third (1/3) of the voting rights of the shareholders entitled to exercise their voting rights, is required for adoption of proposal 1.

Approval of a majority of the voting rights held by the shareholders present at the Meeting who hold in aggregate not less than one-third (1/3) of the voting rights of the shareholders entitled to exercise their voting rights, is required for adoption of proposal 2.

- (4) Reason for Not Counting a Portion of the Voting Rights of the Shareholders Present at the General Meeting of Shareholders

Since the results of all the proposals were conclusively decided by the exercise of the voting rights prior to the Meeting and a portion of shareholders in attendance at the Meeting, only the number of voting rights for approval, disapproval and abstentions of the shareholders present at the Meeting, which ORIX Corporation was able to confirm, including those of the shareholders present by proxy, has been counted.

Table of Contents

Contact Information:

ORIX Corporation

Corporate Planning Department

Tel: +81-3-3435-3121

About ORIX:

ORIX Corporation (TSE: 8591; NYSE: IX) is a financial services group which provides innovative products and services to its customers by constantly pursuing new businesses. Established in 1964, from its start in the leasing business, ORIX has advanced into neighboring fields and at present has expanded into the lending, investment, life insurance, banking, asset management, automobile-related, real estate and environment and energy-related businesses. Since its first overseas expansion into Hong Kong in 1971, ORIX has spread its business globally by establishing locations in a total of 37 countries and regions across the world. Moving forward, ORIX aims to contribute to society while continuing to capture new business opportunities. For more details, please visit our website:
<http://www.orix.co.jp/grp/en/>

Caution Concerning Forward Looking Statements:

These documents may contain forward-looking statements about expected future events and financial results that involve risks and uncertainties. Such statements are based on our current expectations and are subject to uncertainties and risks that could cause actual results to differ materially from those described in the forward-looking statements. Factors that could cause such a difference include, but are not limited to, those described under "Risk Factors" in the Company's annual report on Form 20-F filed with the United States Securities and Exchange Commission and under "4. Risk Factors" of the "Summary of Consolidated Financial Results" of the "Consolidated Financial Results April 1, 2015 March 31, 2016."