

MITSUI & CO LTD  
Form 6-K  
January 19, 2005

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**FORM 6-K**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Report of Foreign Private Issuer**

**Notice on Short-form Merger**

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

For the month of January 19, 2005

Commission File Number 09929

**Mitsui & Co., Ltd.**

(Translation of registrant's name into English)

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

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, 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.

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Yes  No

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

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Signatures

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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: January 19, 2005

**MITSUI & CO., LTD.**

By: /s/ Tasuku Kondo

Name: Tasuku Kondo

Title: Executive Director Executive Vice  
President Chief Financial Officer

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January 19, 2005

Mitsui & Co., Ltd

To: All Relevant Parties

**Notice on Short-form Merger**

Mitsui & Co., Ltd. ( Mitsui ) hereby announces that, at its Meeting of the Board of Directors on January 19, 2005, it decided to merge with Mitsui Sakhalin Development Co. Ltd. ( MSD ) on March 31, 2005. The details of the transaction are as follows.

1. Purpose of Merger

MSD is a wholly-owned subsidiary of Mitsui, and a holding vehicle for Mitsui's investment in Sakhalin Energy Investment Co., Ltd. ( SEIC ). SEIC is engaged in the Sakhalin II Crude Oil and LNG Exploration, Development and Production Project ( Sakhalin II Project ) promoted by Mitsui. Mitsui Sakhalin Holdings B.V. ( MSH ) was subsequently established in Netherlands to flexibly respond to the recycling of cash flow in conjunction with the phased development of the Sakhalin II Project. Mitsui is hereby executing a short-form merger with MSD in order to simplify its financing structure and make MSH the only holding vehicle for its investment in SEIC.

2. Outline of Transaction

(1) Date of Merger

Board of Directors Meeting to Approve Merger Agreement January 19, 2005

Signing of Merger Agreement January 19, 2005

General Shareholders Meeting to Approve Merger Agreement

Mitsui The merger will be effected without obtaining the approval of the General Shareholders Meeting in accordance with the provisions of Article 413.3.1 of the Commercial Code of Japan

|                        |                              |
|------------------------|------------------------------|
| MSD                    | February 4, 2005             |
| Date of Merger         | Scheduled for March 31, 2005 |
| Registration of Merger | Scheduled for March 31, 2005 |

(2) Method of Merger

Mitsui will be the surviving company, and MSD will be dissolved. No new shares will be issued and the paid-in capital will not be increased due to this merger as Mitsui owns all of MSD's outstanding shares.

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## (3) Merger Consideration

No consideration will be paid in this merger.

## (4) Outline of Parties to Merger (as of September 30, 2004)

|   |   |   |
|---|---|---|
| (1) Co. Name                                | Mitsui (surviving company)  | MSD (company to be dissolved)             |
| (2) Business                                | Refer to 3(2) below   | Investment in the Sakhalin II Project     |
| (3) Date of Establishment                   | July 25, 1947   | November 24, 1993                         |
| (4) Location of Head Office                 | 1-2-1 Ohtemachi, Chiyoda-ku, Tokyo  | 1-2-1 Ohtemachi, Chiyoda-ku, Tokyo        |
| (5) Representative                          | Shoei Utsuda  | Yoshiyuki Kagawa                          |
| (6) Capital                                 | ¥192,492,000,000  | ¥21,960,000,000                           |
| (7) Total Outstanding Shares                | 1,583,687,322   | 439,200                                   |
| (8) Shareholder Equity                      | ¥736,511,000,000  | ¥21,277,000,000                           |
| (9) Total Assets                            | ¥4,339,022,000,000  | ¥21,277,000,000                           |
| (10) Closing of Accounts                    | End of March  | End of March                              |
| (11) Number of Employees                    | 6,024   | 0   |
| (12) Principal Clients                      |   | Mitsui                                    |
| (13) Largest Shareholders and Holding Ratio | Refer to*1 below.   | Mitsui 100%                               |
| (14) Principal Transaction Banks            | Sumitomo Mitsui Banking Corporation, Mizuho Corporate Bank, Limited, The Bank of Tokyo Mitsubishi, Limited, the Chuo Mitsui Trust and Banking Co. Limited, and the Japan Bank for International Cooperation | No bank loans.                            |
| (15) Relationship of Companies              | Capital   | Mitsui has all outstanding shares of MSD. |

Personnel

All officers of MSD have been dispatched or seconded from Mitsui.

Transactions

Mitsui finances the full amount of MSD's capital requirement.

\* 1 The Master Trust Bank of Japan, Limited (10.9%), Japan Trustee Services Bank, Limited (8.56%), Mitsui Life Insurance Co., Ltd. (3.62%), Sumitomo Mitsui Banking Corporation (2.62%), The Chuo Mitsui Trust and Banking Co., Ltd. (2.36%), and others

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## (5) Performance Results of Three Most Recent Closing of Accounts

| Closing of Accounts            | Mitsui & Company Limited |           |           |           | Mitsui Sakhalin Development Co. Ltd. |           |           |           |
|--------------------------------|--------------------------|-----------|-----------|-----------|--------------------------------------|-----------|-----------|-----------|
|                                | 02/March                 | 03/March  | 04/March  | 04/Sept.  | 02/March                             | 03/March  | 04/March  | 04/Sept.  |
| Sales                          | 9,301,198                | 9,419,359 | 9,936,896 | 5,123,768 | 0                                    | 0         | 0         | 0         |
| Operating Income               | 13,514                   | 29,412    | 20,916    | 14,146    | -3                                   | -12       | -12       | -6        |
| Ordinary Profits               | 55,503                   | 80,771    | 60,175    | 85,664    | -3                                   | -12       | -12       | -6        |
| Current Net Earnings           | 13,634                   | 9,481     | 11,753    | 40,646    | -3                                   | -14       | -13       | -6        |
| Current Net Earnings Per Share | 8.61                     | 5.97      | 7.39      | 25.68     | -6.55                                | -30.95    | -29.13    | -13.8     |
| Dividends Per Share            | 8                        | 8         | 8         | 5         | 0                                    | 0         | 0         | 0         |
| Shareholders Equity Per Share  | 441.23                   | 408.41    | 444.36    | 465.28    | 48,520.04                            | 48,488.16 | 48,458.56 | 48,444.90 |

(Unit: Million Yen)

\*MSD's performance results for the fiscal year ended March 2002 reflect the closing of accounts for three months due to changes in the closing of accounting period.

## 3. After Completion of Merger

(1) Company Name: Mitsui &amp; Company Limited

(2) Businesses: Utilizes the ability to obtain information and overall company strength of bases that span the globe in various industries including metals, machines and information, chemical products, energy, lifestyle products, distribution and finance, and is developing various businesses such as sales of products in Japan, importing and exporting, foreign trade, and, in addition, development of resources and development of technology in new fields.

(3) Location of Head Office: 1-2-1 Ohtemachi, Chiyoda-ku, Tokyo

(4) Representative : Shoei Utsuda

(5) Capital: ¥192,492,000,000

Note: New shares will not be issued nor capital will be increased due to the merger.

(6) Total Assets: Merger to have a minimal impact on total assets.

(7) Closing of Accounts: End of March, 2005

(8) Impacts on Business Performance:

This merger will have minimal impact on Mitsui's business performance.

For further information, Please contact

Mitsui & Co., Ltd.

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