

PANASONIC Corp
Form F-6 POS
April 22, 2013

As filed with the U.S. Securities and Exchange Commission on April 22, 2013

Registration No. 333- 133099

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM F-6
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
For Depository Shares Evidenced by American Depositary Receipts

PANASONIC CORPORATION
(Exact name of issuer of deposited securities as specified in its charter)

PANASONIC CORPORATION
(Translation of issuer's name into English)

Japan
(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.
(Exact name of depository as specified in its charter)

1 Chase Manhattan Plaza, Floor 58, New York, NY, 10005-1401
Telephone (800) 990-1135
(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

Corporation Service Company
1180 Avenue of the Americas, Suite 210
New York, New York 10036-8401
(212) 299-5600
(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP
570 Lexington Avenue, 44th Floor
New York, New York 10022
(212) 319-7600

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It is proposed that this filing become effective under Rule 466

immediately upon filing

on _____ at _____ p.m.

CALCULATION OF REGISTRATION FEE

| Title of each class of Securities to be registered | Amount to be registered | Proposed maximum aggregate price per unit (1) | Proposed maximum aggregate offering price (2) | Amount of registration fee |
|--|-------------------------|---|---|----------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one share of common stock of Panasonic Corporation | N/A | N/A | N/A | N/A |

(1) Each unit represents one American Depositary Share.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

Pursuant to Rule 429, the Prospectus contained herein also relates to American Depositary Shares registered under Form F-6 Registration Statement No. 333-12694.

PART I
INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt ("ADR" or "American Depositary Receipt") filed as Exhibit A to the Deposit Agreement filed as Exhibit (a) to this Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|---|--|
| (1) Name and address of Depositary | Introductory paragraph |
| (2) Title of American Depositary Receipts and identity of deposited securities | Face of American Depositary Receipt, top center |
| Terms of Deposit: | |
| (i) Amount of deposited securities represented by one unit of American Depositary Shares | Face of American Depositary Receipt, upper right corner |
| (ii) Procedure for voting, if any, the deposited securities | Paragraph (12) |
| (iii) Collection and distribution of dividends | Paragraphs (4), (5), (7) and (10) |
| (iv) Transmission of notices, reports and proxy soliciting material | Paragraphs (3), (8) and (12) |
| (v) Sale or exercise of rights | Paragraphs (4), (5) and (10) |
| (vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization | Paragraphs (4), (5), (10) and (13) |
| (vii) Amendment, extension or termination of the Deposit Agreement | Paragraphs (16) and (17) |
| (viii) Rights of holders of receipts to inspect the transfer books of the Depositary and the list of Holders of ADR | Paragraph (3) |
| (ix) | Paragraphs (1), (2), (4), and (5) |

Restrictions upon the right to deposit or
withdraw the underlying securities

- | | | |
|-----|--|----------------|
| (x) | Limitation upon the liability of the Depository | Paragraph (14) |
| (3) | Fees and Charges | Paragraph (7) |
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Item 2. AVAILABLE INFORMATION

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|---|--|
| <p>(b) Statement that upon effectiveness of the termination of Panasonic Corporation's reporting requirements under the Securities Exchange Act of 1934, the Company shall publish information in English required to maintain the exemption from registration under Rule 12g3-2(b) under the Securities Exchange Act of 1934 on its internet web site (http://panasonic.net) or through an electronic information delivery system generally available to the public in its primary trading market</p> | <p>Paragraph (8)</p> |

The Company has been subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"), and has filed certain reports with, and submitted certain information to, the United States Securities and Exchange Commission (the "Commission"), which reports can be retrieved from the Commission's internet web site at www.sec.gov, and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington, D.C. 20549. The Company has filed (i) a Form 25 ("Form 25") with the Commission to withdraw from listing on the national securities exchange and from registration under Section 12(b) of the Exchange Act and (ii) a Form 15F ("Form 15F") with the Commission to terminate the Company's duty to file or submit reports under Section 13(a) and Section 15(d) of the Exchange Act. Upon the expiration of 10 days after the filing of Form 25, the Company's duty under the Exchange Act to file or submit reports required by Section 13(a) (in connection with its registration under Section 12(b)) was suspended, and the filing of the Form 15F immediately suspended the Company's duty under the Exchange Act to file or submit the reports required by Section 13(a) and Section 15(d) of the Exchange Act. Upon the effectiveness of the Form 25, the Company's duty to file or submit reports under Section 13(a) of the Exchange Act (in connection with its registration under Section 12(b)) will terminate, and upon effectiveness of the Form 15F, the Company's duty to file or submit reports under Section 13(a) and Section 15(d) of the Exchange Act will terminate. Pursuant to Rule 12g3-2(b)(1), the Company is exempt from the reporting obligations of the Exchange Act. In order to satisfy the conditions of Rule 12g3-2(b) the Company will publish English translations of the information contemplated in Rule 12g3-2(b)(2)(i) under the Exchange Act on its internet web site (<http://panasonic.net>) or through an electronic information delivery system generally available to the public in the Company's primary trading market. The information so published by the Company cannot be retrieved from the Commission's internet web site, and cannot be inspected or copied at the public reference facilities maintained by the Commission. If either the Form 25 or Form 15F does not become effective, the Company will again be subject to the periodic reporting requirements of the Exchange Act and will be required to file with the Commission, and submit to the Commission, certain reports that can be retrieved from the Commission's internet web site at www.sec.gov, and can be inspected and copied at the public reference facilities maintained by the Commission.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Deposit Agreement. Form of Second Amended and Restated Deposit Agreement among Panasonic Corporation, JPMorgan Chase Bank, N.A., as depository (the "Depository"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"), including form of ADR. Filed herewith as Exhibit (a).
- (b) Any other agreement to which the Depository is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. Not Applicable.
- (c) Every material contract relating to the deposited securities between the Depository and the issuer of the deposited securities in effect at any time within the last three years. Not Applicable.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depository, as to the legality of the securities being registered. Previously filed as an Exhibit to Registration Statement No. 333-133099 which is incorporated herein by reference.
- (e) Certification under Rule 466. Filed herewith as Exhibit (e).

Item 4. UNDERTAKINGS

- (a) The Depository hereby undertakes to make available at the principal office of the Depository in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depository as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
 - (b) If the amounts of fees charged are not disclosed in the prospectus, the Depository undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depository undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.
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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A. on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on April 22, 2013.

Legal entity created by the form of Deposit Agreement for the
issuance of ADRs evidencing American Depositary Shares

By: JPMORGAN CHASE BANK, N.A., as Depositary

By: /s/ Gregory A. Levendis

Name: Gregory A. Levendis

Title: Executive Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Panasonic Corporation certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, on April 22, 2013 .

Panasonic Corporation

By: /s/ Kazuhiro Tsuga
Name: Kazuhiro Tsuga
Title: President and Director
(Principal Executive Officer)

Under the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons on April 22, 2013 , in the capacities indicated.

| Signature | Title |
|--|--|
| /s/ Fumio Ohtsubo Fumio Ohtsubo | Chairman of the Board of Directors |
| /s/ Masayuki Matsushita Masayuki Matsushita | Vice Chairman of the Board of Directors |
| /s/ Kazuhiro Tsuga Kazuhiro Tsuga | President and Director (Principal Executive Officer) |
| /s/ Yasuo Katsura Yasuo Katsura | Executive Vice President and Director |
| /s/ Shusaku Nagae Shusaku Nagae | Executive Vice President and Director |
| /s/ Ikusaburo Kashima Ikusaburo Kashima | Senior Managing Director |
| /s/ Yoshihiko Yamada Yoshihiko Yamada | Senior Managing Director |
| /s/ Yoshiiku Miyata Yoshiiku Miyata | Senior Managing Director |

| Signature | Title |
|--|--|
| /s/ Kazunori Takami Kazunori Takami | Senior Managing Director |
| /s/ Takashi Toyama Takashi Toyama | Managing Director |
| /s/ Hideaki Kawai Hideaki Kawai | Managing Director (Principal Financial Officer and Principal Accounting Officer) |
| /s/ Yoshiyuki Miyabe Yoshiyuki Miyabe | Managing Director |
| /s/ Yoshiaki Nakagawa Yoshiaki Nakagawa | Managing Director |
| /s/ Mamoru Yoshida Mamoru Yoshida | Managing Director |
| /s/ Ikuo Uno Ikuo Uno | Director |
| /s/ Masayuki Oku Masayuki Oku | Director |

Signature

Title

/s/ Shinji Kasayama
Shinji Kasayama

Authorized Representative in the
United States

INDEX TO EXHIBITS

Exhibit
Number

- (a) Form of Deposit Agreement.
- (e) Rule 466 Certification