

MITSUI & CO LTD  
Form 6-K  
September 18, 2009

## **FORM 6-K**

### **SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Report of Foreign Private Issuer**

**Subscription to private placement of shares of**

**JA MITSUI LEASING, LTD.**

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

**of the Securities Exchange Act of 1934**

**For the month of September 18, 2009**

**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

## Edgar Filing: MITSUI & CO LTD - Form 6-K

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.

Yes \_\_\_\_\_ No  X

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.

Date: September 18, 2009

**MITSUI & CO., LTD.**

By: /s/ Junichi Matsumoto  
Name: Junichi Matsumoto  
Title: Executive Director  
Executive Vice President  
Chief Financial Officer

September 18, 2009

For Immediate Release

To Whom It May Concern

Mitsui &amp; Co., Ltd.

Subscription to private placement of shares of JA MITSUI LEASING, LTD.

Mitsui & Co., Ltd. (Mitsui) hereby announces that Mitsui and The Norinchukin Bank (the Bank) decided to subscribe newly issued shares by third party allotment, which JA MITSUI LEASING, LTD. (JAML) resolved to issue at the board of directors. Conditions of this subscription, of which payment date is scheduled on October 29, 2009, are following.

I. Conditions of the subscription

Mitsui

| Type of Securities  | Common stock               | Type II preferred | Type III preferred |
|---|----------------------------|-------------------|--------------------|
| Number of Shares to be acquired   | 3,392,209 shares           | 16,724,291 shares | 3,883,500 shares   |
| Total Payment Amount  | <-----30 billion yen-----> |                   |                    |
| Number of shares held before the acquisition (shares of voting rights)      | 7,308,000 shares           | 0 share           | 0 share            |
|   | (33.60%)                   |                   |                    |
| Number of shares to be held after the acquisition (shares of voting rights) | 10,700,209 shares          | 16,724,291 shares | 3,883,500 shares   |
|   | (33.00%)                   |                   |                    |

The Bank

| Type of Securities  | Common stock               | Type II preferred | Type I preferred |
|---|----------------------------|-------------------|------------------|
| Number of Shares to be acquired   | 7,275,709 shares           | 16,724,291 shares |                  |
| Total Payment Amount  | <-----30 billion yen-----> |                   |                  |
| Number of shares held before the acquisition (shares of voting rights)      | 1,957,375 shares           | 0 share           | 4,077,528 shares |
|   | (9.00%)                    |                   |                  |
| Number of shares to be held after the acquisition (shares of voting rights) | 9,233,084 shares           | 16,724,291 shares | 4,077,528 shares |
|   | (28.48%)                   |                   |                  |

Terms of the preferred stock

|          | Type II         | new issued | Type III        | existing issued |
|----------|-----------------|------------|-----------------|-----------------|
|          |                 |            |                 | Type I          |
| Dividend | Pari passu with |            | Pari passu with | Pari passu with |
|          | common stock    |            | common stock    | common stock    |

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| Liquidation preference          | Prefer to common stock                            | Prefer to common stock  | Prefer to common stock, |
|---------------------------------|---|-------------------------|-------------------------|
|                                 | Pari passu with Type III                          | Pari passu with Type II | Type II and Type III    |
| Voting right                    | x   | x                       | x                       |
| Call option given to the issuer | i   | x                       | x                       |
|                                 | (5 years after issued,<br>at the issuer's option) |                         |                         |

2. Outline of JAML

|                                     |   |
|-------------------------------------|---|
| Company Name                        | JA MITSUI LEASING, LTD.   |
| Representative                      | Takao Sunami President & CEO<br>Mitsuru Hotta Senior Vice President   |
| Headquarters                        | Tokyo, Japan  |
| Amount of capital                   | 2 billion yen   |
| Major operations                    | Leasing business of computer, other office equipment, communication equipment, vessels, aircraft, vehicles, other transportation equipment, machine tools, civil engineering and construction equipment, metal processing equipment, electric equipment, medical equipment and other machinery and equipment, parts facilities and building improvements related foregoing equipment. |
| Amount of Sales                     | 483 billion yen (fiscal year ended March 2009)  |
| End of Fiscal Year                  | End of March  |
| Number of common stocks outstanding | 21,747,378 shares   |
| Major shareholders                  | Mitsui & Co., Ltd.<br><br>The Norinchukin Bank<br><br>ZEN-NOH Group<br><br>Sumitomo Mitsui Banking Corporation  |

The Chuo Mitsui Trust and Banking Company, Limited

Mitsui and the Bank believe that this subscription will help improvement of JAML's financial and business conditions, and will also contribute to strengthening Mitsui and the Bank's relationships with JAML.

**For further information, please contact:**

Mitsui & Co., Ltd.

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Note: This press release includes forward-looking statements about Mitsui. These forward-looking statements are based on the current assumptions and beliefs of Mitsui in light of the information currently available to it, and involve known and unknown risks, uncertainties and other factors. Such risks, uncertainties and other factors may cause Mitsui's actual results, performance, achievements or financial position to be materially different from any future results, performance, achievements or financial position expressed or implied by these forward-looking statements. The risks, uncertainties and other factors referred to above include, but are not limited to, those contained in Mitsui's latest annual report on Form 20-F, which has been filed with the U.S. Securities and Exchange Commission.

This press release is published in order to publicly announce specific facts stated above, and does not constitute a solicitation of investments or any similar act inside or outside of Japan, regarding the shares, bonds or other securities issued by us.