

NTT DOCOMO INC
Form F-6EF
June 12, 2006

As filed with the Securities and Exchange Commission on June 12, 2006

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933
For Depository Shares Evidenced by American Depositary Receipts

of

NTT DoCoMo, Inc.

(Formerly known as NTT Mobile Communications Network, Inc.)

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

N/A

(Translation of issuer's name into English)

JAPAN

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK

(Exact name of depository as specified in its charter)

One Wall Street, New York, N.Y. 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

**The Bank of New York
ADR Division**

One Wall Street, 29th Floor

New York, New York 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:
Peter B. Tisne, Esq.
Emmet, Marvin & Martin, LLP
120 Broadway
New York, New York 10271
(212) 238-3010**

It is proposed that this filing become effective under Rule 466
 immediately upon filing
 on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box.

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 ⁽¹⁾	Amount of registration fee
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing common stock of NTT DoCoMo, Inc.	200,000,000 American Depositary Shares	\$5.00	\$10,000,000	\$1,070.00

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For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

<u>Item Number and Caption</u>	<u>Location in Form of Receipt Filed Herewith as Prospectus</u>
1. Name and address of depositary	Introductory Article
2. Title of American Depositary Receipts and identity of Face of Receipt, top center deposited securities	
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of Face of Receipt, upper right American Depositary Receipts	corner
(ii) The procedure for voting, if any, the deposited securities	Articles number 15, 16 and 18
(iii) The collection and distribution of dividends	Articles number 4, 12, 13, 15 and 18
(iv) The transmission of notices, reports and proxy soliciting material	Articles number 11, 15, 16, 17 and 18
(v) The sale or exercise of rights	Articles number 13, 14, 15 and 18
(vi) The deposit or sale of securities resulting from dividends,	Articles number 12, 13, 15, 17 and

splits or plans of reorganization	18
(vii) Amendment, extension or termination of the deposit agreement	Articles number 20 and 21
(viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts	Article number 11
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Articles number 2, 3, 4, 5, 6, 8 and 22
(x) Limitation upon the liability of the depositary	Articles number 14, 18, 19 and 21
3. Fees and Charges	Articles number 7 and 8
Item - 2.	

Available Information

Public reports furnished by issuer	Article number 11
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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Deposit Agreement dated as of October 21, 1998, as amended and restated as of January 11, 1999, as further amended and restated as of June 14, 1999, as further amended and restated as of January 30, 2002, and as further amended and restated as of May 21, 2002, among NTT DoCoMo, Inc., The Bank of New York as Depositary, and all Owners and holders from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

b.

Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. - Not Applicable.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.
- Filed herewith as Exhibit 4.

e.

Certification under Rule 466. - Filed herewith as Exhibit 5.

Item - 4.

Undertakings

(a)

The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary 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 Depositary 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 Depositary undertakes to notify each registered holder of an ADR thirty days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 12, 2006.

Legal entity created by the agreement for the issuance of American Depositary Receipts for common stock of NTT DoCoMo, Inc.

By:

The Bank of New York,
As Depositary

By: /s/ Joanne F. DiGiovanni

Name: Joanne F. DiGiovanni

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, NTT DoCoMo, Inc. has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Tokyo, Japan on June 12, 2006.

NTT DoCoMo, Inc.

By: /s/ Masao Nakamura

Name: Masao Nakamura

Title: President & CEO

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on June 12, 2006.

Name

Title

/s/ Masao Nakamura

Director, President and Chief Executive Officer

Masao Nakamura

/s/ Masayuki Hirata

Director and Senior Executive Vice President

Masayuki Hirata

/s/ Kunio Ishikawa

Director and Senior Executive Vice President

Kunio Ishikawa

/s/ Seijiro Adachi

Director and Senior Executive Vice President

Seijiro Adachi

/s/ Takanori Utano

Director, Executive Vice President and

Takanori Utano

Chief Technical Officer

/s/ Kiyoyuki Tsujimura

Director and Executive Vice President

Kiyoyuki Tsujimura

/s/ Takashi Sakamoto

Director and Executive Vice President

Takashi Sakamoto

/s/ Shuro Hoshizawa

Director and Executive Vice President

Shuro Hoshizawa

/s/ Yoshiaki Ugaki

Director, Executive Vice President,

Yoshiaki Ugaki

Chief Financial Officer and Principal

Accounting Officer

/s/ Harunari Futatsugi

Director and Senior Vice President

Harunari Futatsugi

/s/ Kenji Ota

Director and Senior Vice President

Kenji Ota

/s/ Noriaki Ito

Director and Senior Vice President

Noriaki Ito

Director

Sakuo Sakamoto

AUTHORIZED U.S. REPRESENTATIVE

THE BANK OF NEW YORK,

By: /s/ Joanne F. DiGiovanni

Name: Joanne F. DiGiovanni

Title: Vice President

INDEX TO EXHIBITS

Exhibit
Number

Exhibit

- | | |
|---|---|
| 1 | Form of Deposit Agreement dated as of October 21, 1998, as amended and restated as of January 11, 1999, as further amended and restated as of June 14, 1999, as further amended and restated as of January 30, 2002, and as further amended and restated as of May 21, 2002 among NTT DoCoMo, Inc., The Bank of New York as Depositary, and all Owners and holders from time to time of American Depositary Receipts issued thereunder. |
| 4 | Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. |
| 5 | Certification under Rule 466. |