

SONY CORP  
Form 6-K  
June 05, 2012

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 2012

Commission File Number: 001-06439

SONY CORPORATION

(Translation of registrant's name into English)

7-1, KONAN 1-CHOME, MINATO-KU, TOKYO 108-0075, JAPAN

(Address of principal executive offices)

The registrant files annual reports under cover of Form 20-F.

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 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

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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SONY CORPORATION

Notice of the Ordinary General Meeting of  
Shareholders to be held on June 27, 2012

To the Registered Holders of American Depositary Receipts representing Common Stock of Sony Corporation (the “Corporation”):

The undersigned Depository has received notice that the Corporation has called an ordinary general meeting of shareholders to be held in Tokyo, Japan on June 27, 2012 (the “Meeting”) for the following purposes:

**MATTERS TO BE REPORTED:**

To receive reports on the business report, non-consolidated financial statements, consolidated financial statements and Audit Reports on the consolidated financial statements by the Independent Auditors (certified public accountants) and the Audit Committee for the fiscal year ended March 31, 2012 (from April 1, 2011 to March 31, 2012) pursuant to the Companies Act of Japan.

**PROPOSALS TO BE ACTED UPON:**

1. To elect 14 Directors.
2. To issue Stock Acquisition Rights for the purpose of granting stock options.

**EXPLANATION OF THE SUBJECT MATTER OF THE MEETING**

**MATTERS TO BE REPORTED:**

To receive reports on the business report, non-consolidated financial statements, consolidated financial statements and Audit Reports on the consolidated financial statements by the Independent Auditors (certified public accountants) and the Audit Committee for the fiscal year ended March 31, 2012 (from April 1, 2011 to March 31, 2012).

Note: The Consolidated Financial Statements are available on the Sony Investor Relations website.

This document can be accessed at <http://www.sony.net/SonyInfo/IR/investors/meeting.html>

PROPOSALS TO BE ACTED UPON:

1. To elect 14 Directors.

The terms of office of all 15 Directors currently in office will expire at the conclusion of the Meeting. In accordance with the decision of the Nominating Committee, the election of the following 14 Directors is proposed.

Of the 14 director candidates, each of the 10 candidates for outside Director has management experience and demonstrated performance, expertise in various fields including technology, and an international orientation, and has been judged sufficiently able to fulfill the roles of determining the fundamental management policies of Sony Group and overseeing the management of Sony Group's business operations. In addition, as of the date of this proposal, all 10 candidates for outside Director are independent in terms of having no special-interest relationships with the Corporation, which conforms to the requirements for independent directors as set out in the relevant Japanese Stock Exchanges' Listing Standards.

The candidates for Director are as follows:

(\*Candidates for outside Director)

Name (Date of Birth)	Brief Personal History and Principal Business Activities Outside the Corporation	Number of the Corporation's Shares Held	
1. New Candidate Kazuo Hirai (December 22, 1960)	April 1984	-	
	July 1996		
	October 1997		
	April 1999		
	August 2003		
	December 2006		
	June 2007		
	April 2009		
	April 2011		
	September 2011		
	April 2012		
			Entered CBS/Sony Inc. (currently Sony Music Entertainment (Japan) Inc.)
			Executive Vice President and Chief Operating Officer, Sony Computer Entertainment America LLC
			Corporate Executive Officer, Sony Computer Entertainment Inc.
	President and Chief Operating Officer, Sony Computer Entertainment America LLC		
	President and Chief Executive Officer, Sony Computer Entertainment America LLC		
	President and Group Chief Operating Officer, Sony Computer Entertainment Inc.		
	Chairman, Sony Computer Entertainment America LLC		
	President and Group Chief Executive Officer, Sony Computer Entertainment Inc.		
	Executive Vice President, Corporate Executive Officer, Sony Corporation		
	Executive Deputy President, Representative Corporate Executive Officer, Sony Corporation		
	Chairman, Sony Computer Entertainment Inc. (present)		

President and Chief Executive Officer,  
Representative Corporate Executive  
Officer, Sony Corporation (present)

As the Chief Executive Officer of Sony Group, this candidate is responsible for overall management of the entire Group.

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Name (Date of Birth)	Brief Personal History and Principal Business Activities Outside the Corporation	Number of the Corporation's Shares Held
2. Ryoji Chubachi (September 4, 1947)	April 1977	Entered Sony Corporation
	June 1999	Corporate Vice President, Sony Corporation
	June 2002	Corporate Senior Vice President, Sony Corporation
	June 2003	Executive Vice President, Executive Officer, Sony Corporation
	June 2004	Executive Vice President, Executive Officer, Sony Corporation
	April 2005	Executive Deputy President, Corporate Executive Officer, Sony Corporation
	June 2005	Executive Deputy President, Corporate Executive Officer, Sony Corporation
	April 2009	Electronics Chief Executive Officer, Sony Corporation
		Director, Sony Corporation (present)
		President, Representative Corporate Executive Officer, Sony Corporation Vice Chairman, Representative Corporate Executive Officer, Sony Corporation (present)

33,200 shares

This candidate has served as a Director of the Corporation for seven years. Currently, of the headquarters functions, he assists the Chief Executive Officer with his wealth of experience and insights in the electronics business in particular.

3. New Candidate Masaru Kato (February 22, 1952)	April 1977	Entered Sony Corporation
	June 1997	Corporate Executive Officer, Sony Computer Entertainment Inc.
	June 2000	Director, Sony Computer Entertainment Inc.
	July 2002	Deputy President and Chief Financial Officer, Sony Computer Entertainment Inc.
	July 2005	Deputy President and Chief Financial Officer, Sony Computer Entertainment Inc.
	June 2009	Representative Director, Sony Computer Entertainment Inc.
	June 2010	Senior Vice President and Deputy Chief Financial Officer, Corporate Executive, Sony Corporation
		Executive Vice President and Chief Financial Officer, Corporate Executive Officer, Sony Corporation (present)

7,000 shares

Of the headquarters functions, this candidate is responsible for Corporate Planning and Control, Accounting, Tax, Finance, IR, Disclosure Controls and Information Systems.

Name (Date of Birth)	Brief Personal History and Principal Business Activities Outside the Corporation
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4.	May 1997 Entered Sony Corporation of America President, Sony Corporation of America December 1998 Chairman and Chief Executive Officer, Sony Corporation of America (present) Director, Sony Corporation (present) June 1999 Vice Chairman, Sony Corporation S i r April Vice Chairman, Corporate Executive Officer, Sony Corporation H o w a r d 2003 Chairman and Chief Executive Officer, Representative Corporate Executive Officer, Sony Corporation Stringer June 2003 Chairman, Chief Executive Officer and President, Representative Corporate Executive Officer, Sony Corporation (February 2005 19, 1942) April Chairman, Representative Corporate Executive Officer, Sony Corporation (present) 2009  April 2012
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This candidate has served as a Director of the Corporation for thirteen years during which he spent seven years as the Chief Executive Officer. He has a thorough knowledge of the management of Sony Group and is expected to be appointed Chairman of the Corporation subject to approval of a resolution at the Board of Directors' meeting to be held after the Meeting.

5.	October Entered ICL plc 1981 Chairman and Chief Executive Officer, ICL plc December Chief Executive Officer, British Telecom plc 1986 Director, Telefonaktiebolaget LM Ericsson (present) January Director, Mentor Graphics Corporation (present) 1996 Director, Taiwan Semiconductor Manufacturing Company Limited (present) * S i r March Member of the Advisory Board, Sony Corporation P e t e r 2002 Director, Actis LLP (present) Bonfield Director, Sony Corporation (present) (June 3, 2002) April Chairman of the Board, NXP Semiconductors N.V. (present) 1944) May 2004 December 2004 June 2005 December 2006
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In addition to serving as Chief Executive Officer of British Telecom, this candidate was a member of the Advisory Board of the Corporation and has served as an outside Director of the Corporation for seven years. He currently serves as a member of the Nominating Committee.

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Name (Date of Birth)	Brief Personal History and Principal Business Activities Outside the Corporation	Number of the Corporation's Shares Held
6. * Ryuji Yasuda (April 28, 1946)	January 1979	4,000 shares
	June 1986	
	June 1991	
	June 1996	
	June 2003	
	April 2004	
	April 2007	
	June 2007	
	June 2008	
	June 2009	

This candidate has experience as a university professor, consultant and corporate manager, as well as expertise in corporate strategy and financial institution management. He has served as an outside Director of the Corporation for five years. He currently serves as Chair of the Compensation Committee.

7. * Yukako Uchinaga (July 5, 1946)	July 1971	Entered IBM Japan, Ltd.	2,000 shares
	April 1995	Director, IBM Japan, Ltd.	
	April 2000	Managing Director, IBM Japan, Ltd.	
	April 2004	Senior Managing Director, IBM Japan, Ltd.	
	April 2007	Technical Advisor, IBM Japan, Ltd.	
	May 2007	Board Chair, Japan Women's Innovative Network (present)	
	June 2007	Director, Benesse Corporation	
	April 2008	Director and Vice Chairman, Benesse Corporation	
	June 2008	Chairman of the Board, Chief Executive Officer and President, Berlitz Corporation (present)	
	October 2009	Director, Sony Corporation (present) Corporate Auditor, Sompo Japan Insurance Inc. (present) Director and Executive Vice President, Benesse Holdings, Inc. (present)	

In addition to business experience and specialties focusing on technology cultivated at IBM, this candidate has extensive experience in promoting workplace diversity. She has

served as an outside Director of the Corporation for four years.



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Name (Date of Birth)	Brief Personal History and Principal Business Activities Outside the Corporation		Number of the Corporation's Shares Held
8. * Mitsuaki Yahagi (March 3, 1948)	April 1970	Entered The Mitsui Bank, Ltd.	—
	June 1998	Director, The Sakura Bank, Ltd.	
	April 2001	Managing Director, Sumitomo Mitsui	
	June 2003	Banking Corporation Director, Sumitomo Mitsui Financial Group, Inc.	
	April 2004	Senior Managing Director, The Japan	
	June 2005	Research Institute, Limited	
	June 2007	Senior Managing Director, Sumitomo	
	June 2008	Mitsui Banking Corporation Deputy President, Sumitomo Mitsui Banking Corporation	
		Representative Director, Chairman of the Board, The Japan Research Institute, Limited (present) Corporate Auditor, Toray Industries, Inc. (present) Director, Sony Corporation (present) Corporate Auditor, Mitsui Engineering & Shipbuilding Co., Ltd. (present)	
	This candidate has expertise and insight in the area of bank management. He has served as an outside Director of the Corporation for four years. He currently serves as a member of the Audit Committee.		
9. * Tsun-Yan Hsieh (December 29, 1952)	July 1980	Entered McKinsey & Company	—
	July 1990	Senior Partner, McKinsey & Company	
	July 1997	Managing Director, Canada,	
	July 2000	McKinsey & Company	
	July 2007	Managing Director, Southeast Asia,	
	June 2008	McKinsey & Company Member of the Advisory Board, Sony Corporation	
	June 2010	Director, Sony Corporation (present)	
	November 2010	Director Emeritus, McKinsey & Company	
	October 2011	Founder & Chairman, LinHart Group (present) Director, Bharti Airtel Limited (present) Director, Manulife Financial Corporation (present)	
	In addition to experience as a consultant to global business leaders, this candidate has substantial knowledge of the Asian business environment. He has served as an outside Director of the Corporation for four years. He currently serves as a member of the Compensation Committee.		



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Name (Date of Birth)	Brief Personal History and Principal Business Activities Outside the Corporation	Number of the Corporation's Shares Held
10. * Roland A. Hernandez (September 29, 1957)	September 1986	1,000 shares
	March 1995	
	November 1998	
	April 2001	
	May 2002	
	November 2002	
	June 2008	
	January 2012	

With experience as Chief Executive Officer of Telemundo Group, a Spanish-language content producer and network, and as a Director of several prominent global companies, this candidate has extensive knowledge of global business and the entertainment industry in particular. He has served as an outside Director of the Corporation for four years. He currently serves as a member of the Nominating Committee.

11. * Kanemitsu Anraku (April 21, 1941)	April 1964	2,000 shares
	June 1993	
	June 1997	
	May 1999	
	April 2000	
	April 2002	
	June 2005	
	June 2007	
	June 2010	

In addition to experience in managing manufacturing companies as well as global companies, this candidate has extensive knowledge of finance and accounting. He has served as an outside Director of the Corporation for two years. He currently serves as a member of the Audit Committee.

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Name (Date of Birth)	Brief Personal History and Principal Business Activities Outside the Corporation	Number of the Corporation's Shares Held	
12. * Yorihiro Kojima (October 15, 1941)	May 1965	Entered Mitsubishi Corporation	
	June 1995	Director, Mitsubishi Corporation	
	April 1997	Managing Director, Mitsubishi Corporation	
	April 2001	Executive Vice President, Director, Mitsubishi Corporation	
	June 2001	Member of the Board, Senior Executive Vice President, Mitsubishi Corporation	
	April 2004	Member of the Board, President, Chief Executive Officer, Mitsubishi Corporation	
	June 2010	Member of the Board, President, Chief Executive Officer, Mitsubishi Corporation	
	June 2011	Director, Sony Corporation (present) Chairman of the Board, Mitsubishi Corporation (present) Director, Mitsubishi Heavy Industries, Ltd. (present) Director, Takeda Pharmaceutical Company Limited (present)	
			5,100 shares

This candidate has extensive insight and experience in managing global companies. He has served as an outside Director of the Corporation for two years. He currently serves as a member of the Nominating Committee.

13. * Osamu Nagayama (April 21, 1947)	April 1971	Entered The Long-Term Credit Bank of Japan, Limited	
	November 1978	Entered Chugai Pharmaceutical Co., Ltd.	
	March 1985	Director, Chugai Pharmaceutical Co., Ltd.	
	March 1987	Managing Director, Chugai Pharmaceutical Co., Ltd.	
	March 1989	Executive Deputy President, Chugai Pharmaceutical Co., Ltd.	
	September 1992	Representative Director, President and Chief Executive Officer, Chugai Pharmaceutical Co., Ltd.	
	June 2010	Director, Sony Corporation (present)	
	March 2012	Representative Director, Chairman and Chief Executive Officer, Chugai Pharmaceutical Co., Ltd. (present)	
			1,000 shares

This candidate has extensive insight and experience in managing global companies. He has served as an outside Director of the Corporation for two years. He currently serves as a member of the Compensation Committee.

Name (Date of Birth)	Brief Personal History and Principal Business Activities Outside the Corporation	Number of the Corporation's Shares Held
14. New Candidate * Takaaki Nimura (October 25, 1949)	October 1974	—
	October 1980	
	October 1983	
	May 1989	
	July 1993	
	May 1997	
	August 2008	

In addition to auditing experience, expertise in internal controls and procedures and international expertise as a certified public accountant, this candidate's experience includes the management of an auditing firm. Mr. Nimura is a candidate for outside Director.

Note: The Corporation has concluded agreements limiting the liability of the 9 director candidates each of whom is currently an outside Director. If election of Mr. Takaaki Nimura, a new candidate for outside Director, is approved, the Corporation plans to conclude such an agreement with him. For a summary of the limited liability agreement, please refer to page 14.

2. To issue Stock Acquisition Rights for the purpose of granting stock options.

It is proposed that the Corporation will issue stock acquisition rights to directors, corporate executive officers and employees of the Corporation and of its subsidiaries (excluding outside Directors; hereinafter the same in this agenda), for the purpose of granting stock options, pursuant to the provisions of Articles 236, 238 and 239 of the Companies Act of Japan, and that the Corporation will delegate the determination of the terms of such stock acquisition rights to the Board of Directors of the Corporation.

I. The reason the Corporation needs to issue stock acquisition rights on favorable terms.

The Corporation will issue stock acquisition rights to directors, corporate executive officers and employees of the Corporation and of its subsidiaries for the purpose of giving directors, corporate executive officers and employees of the Corporation and of its subsidiaries an incentive to contribute towards the improvement of the business performance of the Corporation and of its group companies (collectively the “Group”) and thereby improving the business performance of the Group by making the economic interest which such directors, corporate executive officers or employees will receive correspond to the business performance of the Group.

II. Terms and conditions of the stock acquisition rights (“Stock Acquisition Rights”), the concrete terms of which the Board of Directors of the Corporation may determine pursuant to the delegation of such determination upon approval at the Meeting.

1. Maximum Limit of Aggregate Numbers of Stock Acquisition Rights

Not exceeding 27,500.

2. Payment in exchange for Stock Acquisition Rights

Stock Acquisition Rights are issued without payment of any consideration to the Corporation.

3. Matters regarding Stock Acquisition Rights

(1) Class and Number of Shares to be Issued or Transferred upon Exercise of Stock Acquisition Rights

The class of shares to be issued or transferred upon exercise of Stock Acquisition Rights shall be shares of common stock, and the number of shares to be issued or transferred upon exercise of each Stock Acquisition Right (the “Number of Granted Shares”) shall be 100 shares.

The aggregate number of shares to be issued or transferred upon exercise of Stock Acquisition Rights shall not exceed 2,750,000 shares of common stock of the Corporation (the “Common Stock”). However, in the event that the Number of Granted Shares is adjusted pursuant to (2) below, the aggregate number of shares to be issued or transferred upon exercise of Stock Acquisition Rights shall not exceed the number obtained by multiplying the Number of Granted Shares after adjustment by the maximum limit of the aggregate number of Stock Acquisition Rights as prescribed in 1. above.

(2) Adjustment of Number of Granted Shares

In the event that the Corporation conducts a stock split (including free distribution of shares (musho-wariate)) or a consolidation of the Common Stock after the date of a resolution of the Meeting, the Number of Granted Shares shall be adjusted in accordance with the following formula:

$$\begin{array}{l} \text{Number of} \\ \text{Granted Shares} \\ \text{after adjustment} \end{array} = \begin{array}{l} \text{Number of} \\ \text{Granted Shares} \\ \text{before adjustment} \end{array} \times \begin{array}{l} \text{Ratio of split} \\ \text{or consolidation} \end{array}$$

Any fraction less than one (1) share resulting from the adjustment shall be disregarded.

(3) Amount of Assets to be Contributed upon Exercise of Stock Acquisition Rights

The amount of assets to be contributed upon exercise of each Stock Acquisition Right shall be the amount obtained by multiplying the amount to be paid per share to be issued or transferred upon exercise of Stock Acquisition Rights (the “Exercise Price”), which is provided below, by the Number of Granted Shares.

(i) Initial Exercise Price

The Exercise Price shall initially be as follows:

(A) Stock Acquisition Rights with Exercise Price Denominated in Yen

The Exercise Price shall initially be the average of the closing prices of the Common Stock in the regular trading thereof on the Tokyo Stock Exchange (each the “Closing Price”) for the ten (10) consecutive trading days (excluding days on which there is no Closing Price) immediately prior to the allotment date of such Stock Acquisition Rights (any fraction less than one (1) yen arising as a result of such calculation shall be rounded up to the nearest one (1) yen); provided, however, that if such calculated price is lower than either (a) the average of the Closing Prices for the thirty (30) consecutive trading days (excluding days on which there is no Closing Price) commencing forty-five (45) trading days immediately before the date (being the allotment date of Stock Acquisition Rights) on which the Corporation fixes the Exercise Price (any fraction less than one (1) yen arising as a result of such calculation shall be rounded up to the nearest one (1) yen), or (b) the Closing Price on the allotment date of Stock Acquisition Rights (if there is no Closing Price on such date, the Closing Price on the immediately preceding trading day), the Exercise Price shall be the higher price of (a) or (b) above.

(B) Stock Acquisition Rights with Exercise Price Denominated in U.S. Dollars

The Exercise Price shall initially be the U.S. dollar amount obtained by dividing the average of the Closing Prices for the ten (10) consecutive trading days (excluding days on which there is no Closing Price) immediately prior to the allotment date of such Stock Acquisition Rights (the “Reference Yen Price”) by the average of the exchange rate quotations by a leading commercial bank in Tokyo for selling spot U.S. dollars by telegraphic transfer against yen for such ten (10) consecutive trading days (the “Reference Exchange Rate”) (any fraction less than one (1) cent arising as a result of such calculation shall be rounded up to the nearest one (1) cent); provided, however, that if the Reference Yen Price is lower



than either (a) the average of the Closing Prices for the thirty (30) consecutive trading days (excluding days on which there is no Closing Price) commencing forty-five (45) trading days immediately before the date (being the allotment date of Stock Acquisition Rights) on which the Corporation fixes the Exercise Price, or (b) the Closing Price on the allotment date of Stock Acquisition Rights (if there is no Closing Price on such date, the Closing Price on the immediately preceding trading day), the Exercise Price shall be the U.S. dollar amount obtained by dividing the higher price of (a) or (b) above by the Reference Exchange Rate (any fraction less than one (1) cent arising as a result of such calculation shall be rounded up to the nearest one (1) cent).

(ii) Adjustment of Exercise Price

In the event that the Corporation conducts a stock split (including free distribution of shares (musho-wariate)) or a consolidation of the Common Stock after the allotment date of Stock Acquisition Rights, the Exercise Price shall be adjusted in accordance with the following formula, and any fraction less than one (1) yen or one (1) cent resulting from the adjustment shall be rounded up to the nearest one (1) yen or one (1) cent, respectively.

$$\text{Exercise Price after adjustment} = \text{Exercise Price before adjustment} \times \frac{1}{\text{Ratio of split or consolidation}}$$

In addition, in the case of a merger with any other company, corporate split or reduction of the amount of capital of the Corporation, or in any other case similar thereto where an adjustment of Exercise Price shall be required, in each case after the allotment date of Stock Acquisition Rights, the Exercise Price shall be adjusted appropriately to the extent reasonable.

(4) Period during which Stock Acquisition Rights May be Exercised

The period during which Stock Acquisition Rights may be exercised will be the period from the day on which one (1) year has passed from the allotment date of Stock Acquisition Rights to the day on which ten (10) years have passed from such allotment date.

(5) Conditions for the Exercise of Stock Acquisition Rights

- (i) No Stock Acquisition Right may be exercised in part.
- (ii) In the event of a resolution being passed at a general meeting of shareholders of the Corporation for an agreement for any consolidation, amalgamation or merger (other than a consolidation, amalgamation or merger in which the Corporation is the continuing corporation), or in the event of a resolution being passed at a general meeting of shareholders of the Corporation (or, where a resolution of a general meeting of shareholders is not necessary, at a meeting of the Board of Directors of the Corporation) for any agreement for share exchange (kabushiki-kokan) or any plan for share transfer (kabushiki-iten) pursuant to which the Corporation is to become a wholly-owned subsidiary of another corporation, Stock Acquisition Rights may not be exercised on and after the effective date of such consolidation, amalgamation or merger, such share exchange (kabushiki-kokan) or such share transfer (kabushiki-iten).
- (iii) Conditions for the exercise of Stock Acquisition Rights other than the conditions referred to above shall be determined by the Board of Directors of the Corporation.

(6) Mandatory Repurchase of Stock Acquisition Rights

Not applicable.

(7) Matters concerning the Amount of Capital and the Additional Paid-in Capital Increased by the Issuance of Shares upon Exercise of Stock Acquisition Rights

- (i) The amount of capital increased by the issuance of shares upon exercise of Stock Acquisition Rights shall be the amount obtained by multiplying the maximum limit of capital increase, as calculated in accordance with the provisions of Paragraph 1, Article 17 of the Company Accounting Ordinance of Japan, by 0.5, and any fraction less than one (1) yen arising as a result of such calculation shall be rounded up to the nearest one (1) yen.
- (ii) The amount of additional paid-in capital increased by the issuance of shares upon exercise of Stock Acquisition Rights shall be the amount obtained by deducting the capital to be increased, as provided in (i) above, from the maximum limit of capital increase, as also provided in (i) above.

(8) Restrictions on the Acquisition of Stock Acquisition Rights through Transfer

The Stock Acquisition Rights cannot be acquired through transfer, unless such acquisition is expressly approved by the Board of Directors of the Corporation.

Notes:

1. For a summary of the Stock Acquisition Rights issued by the Corporation in the past, please refer to pages 14 to 16. In light of the granting purpose (contributing to the improvement of the mid- and long-term business performance of Sony Group and thereby improving such business performance of Sony Group), the exercise of Stock Acquisition Rights is restricted during the above mentioned period (a one-year period from the allotment date of the Stock Acquisition Rights), and the Allocation Agreement provides restrictions on the exercise of Stock Acquisition Rights such as a limitation on the number of exercisable Stock Acquisition Rights (in general, one-third of the total number of the allocated Stock Acquisition Rights will be vested and exercisable each year after the restricted period, and all of the allocated Stock Acquisition Rights will be exercisable on and after the date on which three (3) years have passed from the allotment date of the Stock Acquisition Rights), eligibility rules and others. The Corporation intends that Stock Acquisition Rights issued by the Corporation in the future will be under the same restrictions as the Stock Acquisition Rights issued in the past.
2. The maximum limit of the aggregate number of shares to be issued or transferred upon exercise of the Stock Acquisition Rights is 2,750,000, which represents 0.27 percent of the total shares outstanding as of March 31, 2012. The total of such number of shares and the maximum aggregate number of shares to be issued or transferred upon the exercise of all outstanding stock acquisition rights is 24,631,600, which represents 2.45 percent of the total shares outstanding as of March 31, 2012.

[For Reference]

### Outline of Limited Liability Agreement

Pursuant to the Articles of Incorporation, the Corporation entered into the Limited Liability Agreement with all 13 outside Directors (who are defined under the Companies Act of Japan as individuals who have been in a director position of the Corporation after the date following the last annual shareholders meeting, including individuals who resigned on or before the end of the fiscal year ended March 31, 2012).

A summary of that Agreement is as follows:

- (1) In a case where the outside Director is liable to the Corporation after the execution of this Agreement for damages caused by the negligence of his/her duties as a director of the Corporation pursuant to Article 423, Paragraph 1 of the Companies Act, such liabilities shall be limited to the higher of either thirty million yen (30,000,000 yen) or an aggregate sum of the amounts prescribed in Article 425, Paragraph 1 of the Companies Act only where the outside Director acted in good faith without any gross negligence in performing his/her duties.
- (2) In a case where the outside Director is reelected as an outside Director of the Corporation and reassumes his/her office as such on the expiration of the term of his/her office as an outside Director of the Corporation, this Agreement shall continue to be effective after the reelection and re-assumption without any action or formality.

Summary of Stock Acquisition Rights (SARs) issued by the Corporation in the past (outstanding as of March 31, 2012)

Name (Date of issuance)	Exercise period	Total number of SARs issued	Number of shares to be issued or transferred	Exercise price	Percentage of SARs exercised
The first series of Common Stock Acquisition Rights (December 9, 2002)	December 9, 2003 ~ December 8, 2012	9,878	987,800 Common Stock	¥ 5,396	17.7%
The third series of Common Stock Acquisition Rights (March 31, 2003)	April 1, 2003 ~ March 31, 2013	9,282	928,200 Common Stock	U.S.\$ 36.57	35.9%
The fourth series of Common Stock Acquisition Rights (November 14, 2003)	November 14, 2004 ~ November 13, 2013	8,145	814,500 Common Stock	¥ 4,101	41.7%
The sixth series of Common Stock Acquisition Rights (March 31, 2004)	April 1, 2004 ~ March 31, 2014	8,941	894,100 Common Stock	U.S.\$ 40.90	26.9%
The seventh series of Common Stock Acquisition Rights (November 18, 2004)	November 18, 2005 ~ November 17, 2014	9,540	954,000 Common Stock	¥ 3,782	33.0%

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Name (Date of issuance)	Exercise period	Total number of SARs issued	Number of shares to be issued or transferred	Exercise price	Percentage of SARs exercised
The ninth series of Common Stock Acquisition Rights (March 31, 2005)	April 1, 2005 ~ March 31, 2015	8,085	808,500 Common Stock	U.S.\$ 40.34	19.9%
The tenth series of Common Stock Acquisition Rights (November 17, 2005)	November 17, 2006 ~ November 16, 2015	10,093	1,009,300 Common Stock	¥ 4,060	10.2%
The eleventh series of Common Stock Acquisition Rights (November 17, 2005)	November 18, 2005 ~ November 17, 2015	10,360	1,036,000 Common Stock	U.S.\$ 34.14	24.2%
The twelfth series of Common Stock Acquisition Rights (November 16, 2006)	November 16, 2006 ~ November 15, 2016	10,579	1,057,900 Common Stock	¥ 4,756	1.1%
The thirteenth series of Common Stock Acquisition Rights (November 16, 2006)	November 17, 2006 ~ November 16, 2016	13,734	1,373,400 Common Stock	U.S.\$ 40.05	5.3%
The fourteenth series of Common Stock Acquisition Rights (November 14, 2007)	November 14, 2007 ~ November 13, 2017	7,962	796,200 Common Stock	¥ 5,514	—
The fifteenth series of Common Stock Acquisition Rights (November 14, 2007)	November 14, 2007 ~ November 13, 2017	15,844	1,584,400 Common Stock	U.S.\$ 48.15	—
The sixteenth series of Common Stock Acquisition Rights (November 18, 2008)	November 18, 2009 ~ November 17, 2018	8,318	831,800 Common Stock	¥ 2,987	—
The seventeenth series of Common Stock Acquisition Rights (November 18, 2008)	November 18, 2009 ~ November 17, 2018	16,269	1,626,900 Common Stock	U.S.\$ 30.24	3.0%
The eighteenth series of Common Stock Acquisition Rights (December 9, 2009)	December 9, 2010 ~ December 8, 2019	7,881	788,100 Common Stock	¥ 2,595	0.3%
The nineteenth series of Common Stock Acquisition Rights (December 9, 2009)	December 9, 2010 ~ December 8, 2019	15,184	1,518,400 Common Stock	U.S.\$ 29.56	0.6%
The twentieth series of Common Stock Acquisition Rights (November 18, 2010)	November 18, 2011 ~ November 17, 2020	8,026	802,600 Common Stock	¥ 2,945	—
The twenty-first series of Common Stock Acquisition Rights (November 18, 2010)	November 18, 2011 ~ November 17, 2020	15,320	1,532,000 Common Stock	U.S.\$ 35.48	—
The twenty-second series of Common Stock Acquisition Rights (November 22, 2011)	November 22, 2012 ~ November 21, 2021	8,353	835,300 Common Stock	¥ 1,523	—
	November 22, 2012	17,022	1,702,200	U.S.\$ 19.44	—

The twenty-third series of Common Stock Acquisition Rights (November 22, 2011)	~November 21, 2021	Common Stock
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Note: All series of Stock Acquisition Rights were issued for the purpose of granting stock options. No cash payment was required for the allocation.

(1) Stock Acquisition Rights held by Directors and Corporate Executive Officers of the Corporation (as of March 31, 2012)

Name	Directors (Excluding Outside Directors) and Corporate Executive Officers		Outside Directors	
	Number of shares to be issued or transferred	Number of holders	Number of shares to be issued or transferred	Number of holders
The third series of Common Stock Acquisition Rights	215,400	2	0	0
The fourth series of Common Stock Acquisition Rights	16,000	1	3,600	2
The sixth series of Common Stock Acquisition Rights	225,000	2	0	0
The seventh series of Common Stock Acquisition Rights	38,900	3	3,600	2
The ninth series of Common Stock Acquisition Rights	230,000	2	0	0
The tenth series of Common Stock Acquisition Rights	132,400	4	5,400	3
The eleventh series of Common Stock Acquisition Rights	334,600	2	0	0
The twelfth series of Common Stock Acquisition Rights	139,000	4	7,200	4
The thirteenth series of Common Stock Acquisition Rights	454,000	3	0	0
The fourteenth series of Common Stock Acquisition Rights	134,000	4	9,000	5
The fifteenth series of Common Stock Acquisition Rights	460,000	3	0	0
The sixteenth series of Common Stock Acquisition Rights	140,000	4	16,200	9
The seventeenth series of Common Stock Acquisition Rights	560,000	3	0	0
The eighteenth series of Common Stock Acquisition Rights	152,000	4	16,200	9
The nineteenth series of Common Stock Acquisition Rights	580,000	3	0	0
The twentieth series of Common Stock Acquisition Rights	160,000	4	21,600	12
The twenty-first series of Common Stock Acquisition Rights	580,000	3	0	0
The twenty-second series of Common Stock Acquisition Rights	125,000	4	0	0
The twenty-third series of Common Stock Acquisition Rights	610,000	3	0	0



(2) Stock Acquisition Rights allocated to employees and others by the Corporation during the fiscal year ended March 31, 2012

The details of these Stock Acquisition Rights are mentioned in the twenty-second and twenty-third series of Common Stock Acquisition Rights above.

Stock Acquisition Rights allocated to employees of the Corporation, directors and employees of the Corporation's subsidiaries

Name	Employees of the Corporation		Directors and employees of the Corporation's subsidiaries	
	Number of shares to be issued or transferred	Number of persons allocated	Number of shares to be issued or transferred	Number of persons allocated
The twenty-second series of Common Stock Acquisition Rights	419,900	190	250,400	186
The twenty-third series of Common Stock Acquisition Rights	50,000	2	1,042,200	692

Dated: June 5, 2012

**SIGNATURE**

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.

**SONY CORPORATION**  
(Registrant)

By: /s/ Masaru Kato  
(Signature)

Masaru Kato  
Executive Vice President and Chief  
Financial Officer

June 5, 2012