

CANON INC  
Form 6-K  
November 06, 2008

**FORM 6-K**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**Report of Foreign Issuer**  
**Pursuant to Rule 13a-16 or 15d-16 of**  
**the Securities Exchange Act of 1934**

For the month of .... **November**..... , **2008**..

**CANON INC.**

(Translation of registrant's name into English)  
30-2, Shimomaruko 3-Chome, Ohta-ku, Tokyo 146-8501, Japan

(Address of principal executive offices)

[Indicate by check mark whether the registrant files or will file annual reports under cover 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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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.

**CANON INC.**  
(Registrant)

Date.... **November 06, 2008**.....

By ...../s/..... Masashiro Kobayashi.....  
(Signature)\*

Masashiro Kobayashi  
General Manager  
Global Finance Management Center  
Canon Inc.

\*Print the name and title of the signing officer under his signature.

The following materials are included.

1. Notice Regarding Partial Amendment to Announcement Concerning Commencement of Tender Offer for Shares of Asia Pacific System Research Co., Ltd. by Subsidiary
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October 31, 2008

Canon Inc.  
Chairman & CEO: Fujio Mitarai  
Securities code: 7751  
[Tokyo (First Section) and other Stock Exchanges]  
Inquiries:  
Masahiro Osawa  
Managing Director & Group Executive,  
Finance & Accounting Headquarters  
+81-3-3758-2111

Notice Regarding Partial Amendment to Announcement  
Concerning Commencement of Tender Offer for Shares of Asia  
Pacific System Research Co., Ltd. by Subsidiary

Canon Electronics Inc., a subsidiary of Canon Inc., submitted to the Director of the Kanto Local Finance Bureau on October 31, 2008, an Amendment Statement to Tender Offer Registration Statement, in accordance with Article 27-8(2) of the Financial Instruments and Exchange Law, in which Canon Electronics Inc. described its tender offer for the common stock of Asia Pacific System Research Co., Ltd. (Securities code: 4727, listed on Jasdaq Securities Exchange: the Target Company ).

Accordingly, Canon Electronics Inc. amended its Announcement Concerning Commencement of Tender Offer for Shares of Asia Pacific System Research Co., Ltd. dated October 14, 2008 as attached.

This notice contains forward-looking statements with respect to future results, performance and achievements that are subject to risk and uncertainties and reflect management's views and assumptions formed by available information. All statements other than statements of historical fact are statements that could be considered forward-looking statements. When used in this document, words such as anticipate, believe, estimate, expect, intend, may, plan, and similar expressions, as they relate to Canon, are intended to identify forward-looking statements. Many factors could cause the actual results, performance or achievements of Canon to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, among others, changes in general economic and business conditions, changes in currency exchange rates and interest rates, introduction of competing products by other companies, lack of acceptance of new products or services by Canon's targeted customers, inability to meet efficiency and cost-reduction objectives, changes in business strategy and various other factors, both referenced and not referenced in this notice. A detailed description of these and other risk factors is included in Canon's annual report on Form 20-F, which is on file with the United States Securities and Exchange Commission. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein. Canon does not intend or assume any obligation to update these forward-looking statements.

October 31, 2008

Company Name: Canon Electronics Inc.  
Representative: Hisashi Sakamaki  
President and Representative Director  
(Securities code: 7739,  
First Section of the Tokyo Stock Exchange)  
Contact Person: Yoshinari Omori  
Senior Management Director  
(Tel.:+81-3-5419-3800)

Notice Regarding Partial Amendment to Announcement  
Concerning Commencement of Tender Offer for Shares of Asia  
Pacific System Research Co., Ltd.

Canon Electronics Inc. (the Tender Offeror or the Company ) submitted to the Director of the Kanto Local Finance Bureau on October 31, 2008, an Amendment Statement to Tender Offer Registration Statement, in accordance with Article 27-8(2) of the Financial Instruments and Exchange Law, in which the Company described its tender offer (the Tender Offer ) for the common stock of Asia Pacific System Research Co., Ltd. (Securities code: 4727, listed on Jasdaq Securities Exchange: the Target Company ).

Accordingly, the Tender Offeror amended its Announcement Concerning Commencement of Tender Offer for Shares of Asia Pacific System Research Co., Ltd. dated October 14, 2008 as follows.

Amended portions are underlined.

Amendments to the Announcement Concerning Commencement of Tender Offer for Shares of Asia Pacific System Research Co., Ltd.

2. Outline of the Offer

(2) Period of the Offer

(i) Period of the offer at the time of filing (the Tender Offer Period ):

(Pre-Amendment)

From Wednesday, October 15, 2008 to Friday, November 14, 2008 (22 business days)

(Post-Amendment)

From Wednesday, October 15, 2008 to Monday, November 17, 2008 (23 business days)

(8) Method of Settlement

(ii) Commencement Date of the Settlement

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(Pre-Amendment)

Thursday, November 20, 2008

(Post-Amendment)

Friday, November 21, 2008

4. Miscellaneous Matters

(2) Other information necessary for shareholders to determine whether to tender or not

(Pre-Amendment)

None

(Post-Amendment)

The Target Company announced in a notice dated October 31, 2008, a revision to its consolidated and non-consolidated financial forecast for fiscal year 2008 (October 1, 2007 to September 30, 2008), as follows.Revised financial forecast for fiscal year 2008 (October 1, 2007 to September 30, 2008)1. Consolidated financial forecast(Units: millions of yen)

|   | <u>Net</u><br><u>sales</u> | <u>Operating</u><br><u>income</u> | <u>Ordinary</u><br><u>profit</u> | <u>Net</u><br><u>income</u> |
|---|----------------------------|-----------------------------------|----------------------------------|-----------------------------|
| <u>Previous forecast (A)</u>  | <u>8,000</u>               | <u>260</u>                        | <u>260</u>                       | <u>175</u>                  |
| <u>Current forecast (B)</u>   | <u>7,625</u>               | <u>305</u>                        | <u>320</u>                       | <u>285</u>                  |
| <u>Change in amount (B - A)</u>   | <u>-375</u>                | <u>45</u>                         | <u>60</u>                        | <u>110</u>                  |
| <u>Change in ratio</u>  | <u>-4.7%</u>               | <u>17.3%</u>                      | <u>23.1%</u>                     | <u>62.9%</u>                |
| <u>(For reference)</u><br><u>Results for fiscal year 2007</u><br><u>ending September 30</u> | <u>8,000</u>               | <u>381</u>                        | <u>407</u>                       | <u>343</u>                  |

2. Non-consolidated financial forecast(Units: millions of yen)

|   | <u>Net</u><br><u>sales</u> | <u>Operating</u><br><u>income</u> | <u>Ordinary</u><br><u>profit</u> | <u>Net</u><br><u>income</u> |
|---|----------------------------|-----------------------------------|----------------------------------|-----------------------------|
| <u>Previous forecast (A)</u>                                  | <u>7,500</u>               | <u>305</u>                        | <u>305</u>                       | <u>220</u>                  |
| <u>Current forecast (B)</u>                                   | <u>7,145</u>               | <u>330</u>                        | <u>350</u>                       | <u>345</u>                  |
| <u>Change in amount (B - A)</u>                               | <u>-355</u>                | <u>25</u>                         | <u>45</u>                        | <u>125</u>                  |
| <u>Change in ratio</u>  | <u>-4.7%</u>               | <u>8.2%</u>                       | <u>14.8%</u>                     | <u>56.8%</u>                |
| <u>(For reference)</u><br><u>Results for fiscal year 2007</u> | <u>7,537</u>               | <u>367</u>                        | <u>394</u>                       | <u>339</u>                  |

ending September 30