

CANON INC  
Form 6-K  
January 29, 2010

**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 ..... **January**..... , **2010**  
**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.... **January 28, 2010**....

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 Concerning Commencement of Tender Offer for Océ N.V.
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January 28, 2010

Canon Inc.  
Chairman & CEO: Fujio Mitarai  
Securities code: 7751  
[Tokyo (First Section) and other Stock Exchanges]  
Inquiries:  
Masahiro Osawa  
Managing Director, Group Executive,  
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**Notice Concerning Commencement of Tender Offer for Océ N.V.**

On November 16, 2009, Canon Inc. (the Company ) announced plans to make Océ N.V. a consolidated subsidiary through tender offer in a notice entitled Notice Concerning Plans to Make Océ N.V. a Consolidated Subsidiary. On January 26, 2010, the AFM (the Netherlands Authority for the Financial Markets) approved the offering memorandum regarding the tender offer for the issued and outstanding ordinary shares in the capital of Océ N.V. (NYSE Euronext in Amsterdam, Code OCE; Océ ). With this, the tender offer for Océ N.V. will commence from January 29, 2010 as follows.

1. Offer Price : 8.60 euro per ordinary share
  2. Offer Period : From January 29, 2010 to March 1, 2010  
(In the event that tender offer conditions are not fulfilled,  
the Company can extend the Offer Period)
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This notice is for information purposes only and does not constitute an offer to purchase or a solicitation of an offer to sell Océ's Shares.

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.