

NTT DOCOMO INC
Form 6-K
March 15, 2013
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR
15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of March, 2013

Commission File Number: 001-31221

Total number of pages: 5

NTT DOCOMO, INC.

(Translation of registrant's name into English)

Sanno Park Tower 11-1, Nagata-cho 2-chome

Chiyoda-ku, Tokyo 100-6150

Japan

(Address of principal executive offices)

Edgar Filing: NTT DOCOMO INC - Form 6-K

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 if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

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):

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.

NTT DOCOMO, INC.

Date: March 15, 2013

By: /s/ MUTSUO YAMAMOTO
Mutsuo Yamamoto
Head of Investor Relations

Information furnished in this form:

1. Notice of Outcome of Tender Offer for MAGASeek Corporation Common Shares

Table of Contents

NTT DOCOMO, INC.

President and CEO: Kaoru Kato

Tokyo Stock Exchange: 9437

London Stock Exchange: NDCM

New York Stock Exchange: DCM

March 15, 2013

Notice of Outcome of Tender Offer for MAGASeek Corporation Common Shares

NTT DOCOMO, INC. (the Company or the Offeror) resolved at a Board of Directors meeting on January 30, 2013 to initiate a Tender Offer (the Tender Offer) for the common shares of MAGASeek Corporation (the Target Company, Tokyo Stock Exchange Inc. (Tokyo Stock Exchange) Mothers market, code 3060) and stock acquisition rights issued in accordance with a resolution approved at the Target Company s extraordinary general shareholders meeting held on January 30, 2006 and the Target Company s Board of Directors meeting held on February 17, 2006 (the Stock Acquisition Rights), and the Tender Offer was conducted. As the Tender Offer was completed on March 14, 2013, the Company hereby announces the outcome.

1. Description of the Offer

(1) Name and address of the Offeror
NTT DOCOMO, INC.

Address: 2-11-1 Nagata-cho, Chiyoda-ku, Tokyo

(2) Name of the Target Company
MAGASeek Corporation

(3) Class of securities subject to the offer

1) Common shares

2) Stock acquisition rights

(4) Number of shares to be purchased

| Number of | Minimum Number of | Maximum Number of |
|------------------------|------------------------|------------------------|
| Shares to be Purchased | Shares to be Purchased | Shares to be Purchased |

Edgar Filing: NTT DOCOMO INC - Form 6-K

16,012 shares

8,829 shares

(NOTE 1) If the total number of shares tendered is less than the minimum number to be purchased (8,829 shares), none of the tendered shares will be purchased. If the number of shares tendered exceeds the minimum number of shares to be purchased (8,829 shares), all of the shares will be purchased.

1

Table of Contents

(NOTE 2) The number of shares to be purchased is noted as the maximum number of the Target Company's shares the Company will acquire through the Tender Offer. The maximum number of shares to be purchased has been set at the number of shares (16,012 shares) obtained by adding the total number of the Target Company's outstanding common shares (21,190 shares) as of September 30, 2012 as stated in the report for the 2nd quarter of the 10th Period submitted by the Target Company on November 12, 2012, and the common shares (120 shares) underlying the Stock Acquisition Rights (12 rights) as of May 31, 2012 as stated in the Securities Report for the 9th Period filed by the Target Company on June 22, 2012, and deducting the number of shares Itochu Corporation has agreed not to tender and to continue holding after the Tender Offer (5,298 shares). The Offeror has received a report from the Target Company stating that as of September 30, 2012, there is no change in the number of common shares (120 shares) underlying stock acquisition rights (12 rights) as of May 31, 2012 as stated in the Securities Report for the 9th Period filed by the Target Company on June 22, 2012.

(NOTE 3) The Stock Acquisition Rights may be exercised before the end of the period for purchases, etc., in the Tender Offer (the Tender Offer Period); however, the Target Company's common shares that would be issued as a result of this would also be subject to the Tender Offer.

(5) Tender Offer Period

1) Tender Offer Period at initial filing

Thursday, January 31, 2013 to Thursday, March 14, 2013 (30 business days)

2) Possibility of extension at the request of the Target Company

Not applicable.

(6) Tender offer price

Common shares: 135,000 yen per share

Stock Acquisition Rights: 1 yen each

2. Results of the Tender Offer

(1) Outcome of the Tender Offer

The Tender Offer contained the condition that if the total number of shares tendered did not meet the minimum number of shares to be purchased (8,829 shares), the tendered shares would not be purchased in their entirety. However, the total number of shares tendered (15,105 shares) exceeded the minimum number of shares to be purchased (8,829 shares), and therefore the tendered shares will be purchased in their entirety, as stated in the tender offer commencement notice and tender offer registration statement.

(2) Date of public notice of the outcome of the Tender Offer and the name of the publishing newspapers

The Company, in accordance with Article 27-13(1) of the Financial Instruments and Exchange Act (Act No.25 of 1948, including subsequent revisions), has made the results public to the press at Tokyo Stock Exchange on March 15, 2013, by the method set out in Article 9-4 of Enforcement Ordinance of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, including subsequent revisions) and Article 30-2 of the Cabinet Office Ordinance Concerning Disclosure of a Tender Offer for Share Certificates by a Party other than the Issuer (Ministry of Finance No. 38 of 1990, including subsequent revisions).

Table of Contents

(3) Number of shares purchased

| Class of shares | A. Number tendered (converted into shares) | B. Number purchased (converted into shares) |
|---|---|--|
| Shares | 15,105 shares | 15,105 shares |
| Stock acquisition rights | shares | shares |
| Bonds with stock acquisition rights | shares | shares |
| Trust beneficiary certificates for the shares | shares | shares |
| Depository receipts for the shares | shares | shares |
| Total | 15,105 shares | 15,105 shares |
| (Total number of potential shares) | shares | shares |

(4) Change in the percentage of shares held due to the purchase

| | | |
|---|---------------|--|
| Number of voting rights for shares held by the Offeror prior to the purchase | rights | (Percentage of shares held prior to the purchase %) |
| Number of voting rights for shares held by parties with special relationships prior to the purchase | 13,640 rights | (Percentage of shares held prior to the purchase 64.01%) |
| Number of voting rights for shares held by the Offeror after the purchase | 15,105 rights | (Percentage of shares held after the purchase 70.88%) |
| Number of voting rights for shares held by parties with special relationships after the purchase | 5,298 rights | (Percentage of shares held after the purchase 24.86%) |
| Number of voting rights held by all shareholders of the Target Company | 21,190 rights | |

(NOTE 1) The number of voting rights held by all shareholders of the Target Company is the number of voting rights for all shareholders as of September 30, 2012 as stated in the report for the 3rd quarter of the 10th Period submitted by the Target Company on February 14, 2013. However, as the Stock Acquisition Rights were also subject to the Tender Offer, in the calculations for the Percentage of shares held prior to the purchase and Percentage of shares held after the purchase, the Number of voting rights held by all shareholders of the Target Company was taken to be 21,310 rights, which includes the number of voting rights (120 rights) pertaining to the common shares (120 shares) underlying the Stock Acquisition Rights (12 rights) as of May 31, 2012 as stated in the Securities Report for the 9th Period filed by the Target Company on June 22, 2012. The Offeror received a report from the Target Company stating that as of September 30, 2012, there is no change in the number of common shares (120 shares) underlying the Stock Acquisition Rights (12 rights) as of May 31, 2012 as stated in the Securities Report for the 9th Period filed by the Target Company on June 22, 2012.

(NOTE 2) The Percentage of shares held prior to the purchase and Percentage of shares held after the purchase have been rounded to two decimal places.

(5) Calculation method where proportional distribution is used for the Tender Offer
Not applicable.

Table of Contents

(6) Method of Settlement

- 1) Name and address of the head office of financial instruments business operators, banks, etc., in charge of settlement of the Tender Offer

SMBC Nikko Securities Inc., 3-1, Marunouchi 3-chome, Chiyoda-ku, Tokyo

- 2) Settlement Commencement Date

Thursday, March 21, 2013

- 3) Method of Settlement

Notification of purchase via Tender Offer will be sent to the address or residence of all accepting shareholders (the standing proxy for foreign shareholders) immediately after the conclusion of the purchase period.

Purchases will be settled in cash. The Purchaser will send the funds for the sale of the shares purchased to the locations designated by the accepting shareholders (the standing proxy for foreign shareholders) immediately after the settlement date commences as specified by the accepting shareholders (the standing proxy for foreign shareholders).

3. Post-Tender Offer policies and outlook

- (1) Policies subsequent to the Tender Offer

The policies subsequent to the Tender Offer, etc., have not changed from those indicated in the Notice of Tender Offer for MAGASseek Corporation Common Shares published by the Company on January 30, 2013.

- (2) Future prospects

The Tender Offer will have little impact on the Company's consolidated performance.

4. Locations where copies of the Tender Offer report may be viewed

NTT DOCOMO, INC.
Tokyo Stock Exchange, Inc.

For further information, please contact:

2-11-1 Nagata-cho, Chiyoda-ku, Tokyo
2-1 Nihombashi Kabutocho, Chuo-ku, Tokyo

Investor Relations Department

Tel: +81-3-5156-1111

END