

KOMATSU LTD  
Form 6-K  
April 26, 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 April, 2013**

**COMMISSION FILE NUMBER: 1-7239**

**KOMATSU LTD.**

**(Translation of registrant's name into English)**

**3-6 Akasaka 2-chome, Minato-ku, Tokyo, 107-8414, Japan**

# Edgar Filing: KOMATSU LTD - Form 6-K

(Address of principal executive office)

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 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):

**Table of Contents**

**INFORMATION INCLUDED IN THIS REPORT**

1. English translation of a company announcement made on April 25, 2013 regarding Consolidated Business Results for the Fiscal Year Ended March 31, 2013 (U.S. GAAP).
2. English translation of a company announcement made on April 25, 2013 regarding a proposal to the 144<sup>th</sup> Ordinary General Meeting of Shareholders to give the Company's Board of Directors the authority to issue Stock Acquisition Rights as stock-based remuneration to employees of the Company and Directors of major subsidiaries of the Company in accordance with the provisions of Articles 236, 238, and 239 of the Corporation Act of Japan.
3. English translation of a company announcement made on April 25, 2013 regarding The New Three-Year (FY2013-2015) Mid-Range Management Plan.

**Table of Contents**

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.

KOMATSU LTD.

(Registrant)

Date: April 26, 2013

By:

/s/ Mikio Fujitsuka  
Mikio Fujitsuka  
Director and Senior Executive Officer

**Table of Contents****Komatsu Ltd.**

Corporate Communications Dept.

Tel: +81-(0)3-5561-2616

Date: April 25, 2013

URL: <http://www.komatsu.com/>**Consolidated Business Results for the Fiscal Year Ended March 31, 2013 (U.S. GAAP)****1. Results for the Fiscal Year Ended March 31, 2013**

(Amounts are rounded to the nearest million yen)

## (1) Consolidated Financial Highlights

(For the fiscal years ended March 31, 2013 and 2012)

Millions of yen &amp; US dollars except per share amounts

	2013		2012 [B] Yen	Changes	
	Yen	Dollar		[A-B] Yen	[(A-B)/B] %
Net sales	<b>1,884,991</b>	<b>20,053</b>	1,981,763	(96,772)	(4.9)%
Operating income	<b>211,602</b>	<b>2,251</b>	256,343	(44,741)	(17.5)%
Income before income taxes and equity in earnings of affiliated companies	<b>204,603</b>	<b>2,177</b>	249,609	(45,006)	(18.0)%
Net income attributable to Komatsu Ltd.	<b>126,321</b>	<b>1,344</b>	167,041	(40,720)	(24.4)%
Net income attributable to Komatsu Ltd. per share (Yen & US dollars)					
Basic	¥ <b>132.64</b>	\$ <b>1.41</b>	¥ 173.47	¥ (40.83)	
Diluted	¥ <b>132.51</b>	\$ <b>1.41</b>	¥ 173.32	¥ (40.81)	
Return on equity	<b>11.5%</b>		17.3%	(5.8)%	
Return on total assets	<b>8.5%</b>		11.2%	(2.7)%	
Return on sales	<b>11.2%</b>		12.9%	(1.7)%	

Notes: 1) The translation of Japanese yen amounts into US dollar amounts hereinafter is included solely for convenience and has been made for the fiscal year ended March 31, 2013 at the rate of ¥94 to US\$1, the approximate rate of exchange at March 31, 2013.

2) Comprehensive income:  
2013: 243,015 millions of yen, up 47.2% from 2012

2012: 165,072 millions of yen, up 37.4% from 2011

3) Equity in earnings of affiliated companies:  
2013: 1,621 millions of yen

## Edgar Filing: KOMATSU LTD - Form 6-K

2012: 1,609 millions of yen

- 4) Return on equity is calculated by using net income attributable to Komatsu Ltd. and total Komatsu Ltd. shareholders' equity.
- 5) Return on total assets is calculated by using income before income taxes and equity in earnings of affiliated companies.
- 6) Return on sales is calculated by using operating income.

**Table of Contents**

## (2) Consolidated Financial Position

(As of March 31, 2013 and 2012)

Millions of yen except per share amounts

	2013	2012
Total assets	2,517,857	2,320,529
Total equity	1,252,695	1,057,457
Komatsu Ltd. shareholders equity	1,193,194	1,009,696
Komatsu Ltd. shareholders equity ratio	47.4%	43.5%
Komatsu Ltd. shareholders equity per share (Yen)	¥ 1,252.33	¥ 1,060.31

## (3) Consolidated Cash Flows

(For the fiscal years ended March 31, 2013 and 2012)

Millions of yen

	2013	2012
Net cash provided by (used in) operating activities	214,045	105,608
Net cash provided by (used in) investing activities	(131,397)	(124,539)
Net cash provided by (used in) financing activities	(71,814)	18,781
Cash and cash equivalents, end of year	93,620	83,079

**2. Dividends**

(For the fiscal years ended March 31, 2013 and 2012, and ending March 31, 2014)

	2013	2012	2014 Projections
Cash dividends per share (Yen)			
Interim	24.00	21.00	29.00
Year-end	24.00	21.00	29.00
Total	48.00	42.00	58.00
Annual dividends (Millions of yen)	45,749	40,341	
Payout ratio (Consolidated basis) (%)	36.2%	24.2%	30.0%
Dividends as percentage of equity (Consolidated basis) (%)	4.2%	4.2%	

**Table of Contents****3. Projections for the Fiscal Year Ending March 31, 2014**

(From April 1, 2013 to March 31, 2014)

Millions of yen except per share amounts

	<b>The full fiscal year</b>	
		Changes Increase (Decrease)
Net sales	<b>2,050,000</b>	8.8%
Operating income	<b>305,000</b>	44.1%
Income before income taxes and equity in earnings of affiliated companies	<b>297,000</b>	45.2%
Net income attributable to Komatsu Ltd.	<b>184,000</b>	45.7%
Net income attributable to Komatsu Ltd. per share (basic) (Yen)		<b>¥193.12</b>

Notes: 1) Percentages shown above represent the rates of change compared with the corresponding periods a year ago.

2) Refer to Management Performance and Financial Conditions for preconditions of the projections above and other related issues.

**4. Others**

(1) Changes in important subsidiaries during the Year under Review: None

(2) Changes in accounting standards, procedures and presentations

1) Changes resulting from revisions in accounting standards, etc.: Applicable

2) Change in other matters except for 1) above: None

Note: See Basis of Consolidated Financial Statements on page 24 for more details.

(3) Number of common shares outstanding

1) The numbers of common shares issued (including treasury stock) as of March 31 were as follows:

2013: 983,130,260 shares

2012: 983,130,260 shares



2) The numbers of shares of treasury as of March 31 were as follows:  
2013: 30,351,401 shares

2012: 30,869,238 shares

3) The weighted average numbers of common shares outstanding were as follows:  
2013: 952,376,139 shares

2012: 962,919,074 shares

Note: See Net Income per Share on page 26 for the number of common shares, which was used as the basis for calculating the amount of net income attributable to Komatsu Ltd. per share.

**Table of Contents****[Reference]****Financial Highlights of the Parent Company**

The following financial information is prepared based on the non-consolidated financial results of the parent company in accordance with generally accepted accounting principles and practices in Japan.

**1. Results for the Fiscal Year Ended March 31, 2013**

## (1) Non-Consolidated Financial Highlights

(For the fiscal years ended March 31, 2013 and 2012)

Millions of yen & US dollars except per share amounts

	2013		2012 [B] Yen	Changes Increase (Decrease)	
	Yen [A]	Dollar		[A-B] Yen	[(A-B)/B] (%)
Net sales	738,871	7,860	851,139	(112,268)	(13.2)%
Ordinary profit	85,390	908	87,099	(1,709)	(2.0)%
Net income	66,016	702	92,593	(26,577)	(28.7)%
Net income per share (Yen & US dollars)					
Basic	¥ 69.28	\$ 0.74	¥ 96.10	¥ (26.82)	
Diluted	¥ 69.21	\$ 0.74	¥ 96.02	¥ (26.81)	

Note: The translation of Japanese yen amounts into US dollar amounts is included solely for convenience and has been made for the fiscal year ended March 31, 2013, at the rate of ¥94 to US\$1, the approximate rate of exchange at March 31, 2013.

## (2) Non-Consolidated Financial Position

(As of March 31, 2013 and 2012)

Millions of yen except per share amounts

	2013	2012
Total assets	1,082,548	1,068,690
Net assets	592,734	563,668
Equity ratio (%)	54.5%	52.5%
Net assets per share (Yen)	¥ 618.32	¥ 588.62

Note: Shareholders' equity: 2013: 589,465 million yen 2012: 560,834 million yen

**2. Projections for the Fiscal Year Ending March 31, 2014**

## Edgar Filing: KOMATSU LTD - Form 6-K

(From April 1, 2013 to March 31, 2014)

Millions of yen except per share amounts

	<b>2014</b>	Changes Increase(Decrease)
Net sales	<b>790,000</b>	6.9%
Ordinary profit	<b>175,000</b>	104.9%
Net income	<b>137,000</b>	107.5%

Net income per share (basic) (Yen)

**¥143.71**

Note: Percentages shown above represent the rates of change compared with the corresponding period a year ago.

**Table of Contents**

**Appendix**

**Management Performance and Financial Conditions**

<u>(1) Outline of Operations and Business Results</u>	P.6
<u>(2) Financial Conditions</u>	P.11
<u>(3) Basic Policy for Redistribution of Profits and Dividends for the Fiscal Year under Review and Next Fiscal Year</u>	P.12

<b>Komatsu Group</b>	P.13
----------------------	------

**Management Policy**

<u>(1) Basic Management Policy</u>	P.15
<u>(2) Mid to Long-Range Management Plan and Issues Ahead</u>	P.15

**Consolidated Financial Statements**

<u>(1) Consolidated Balance Sheets</u>	P.18
<u>(2) Consolidated Statements of Income and Consolidated Statements of Comprehensive Income</u>	P.20
<u>(3) Consolidated Statements of Equity</u>	P.22
<u>(4) Consolidated Statements of Cash Flows</u>	P.23
<u>(5) Note to the Going Concern Assumption</u>	P.24
<u>(6) Basis of Consolidated Financial Statements</u>	P.24
<u>(7) Notes to Consolidated Financial Statements</u>	P.25
<u>1) Business Segment Information</u>	P.25
<u>2) Net Income per Share</u>	P.26
<u>3) Others</u>	P.26

**Table of Contents****Management Performance and Financial Conditions****(1) Outline of Operations and Business Results**

For the fiscal year under review (April 1, 2012 – March 31, 2013), consolidated sales of construction, mining and utility equipment sales declined from the previous fiscal year, reflecting a drastic decline in demand for construction equipment in China and a sharp drop in demand for mining equipment mainly in Indonesia, as adversely affected by the falling price of coal. In the industrial machinery and others business, while sales of large presses to the automobile manufacturing industry, as well as machine tools for use in automotive engine production, increased from the previous fiscal year, those of wire saws for use in slicing silicon ingots for the solar cell market sharply fell. As a result, consolidated sales in this business segment declined from the previous fiscal year.

For the fiscal year under review, consolidated sales decreased by 4.9% from the previous fiscal year to, JPY1,884.9 billion (USD20,053 million at USD1=JPY94). With respect to profits, Komatsu focused continuous efforts to increase selling prices and reduce production costs. Affected by a big drop in sales volume from the previous fiscal year, profits declined in both businesses of construction, mining and utility equipment as well as industrial machinery and others. Operating income declined by 17.5% to JPY211.6 billion (USD2,251 million). Operating income ratio decreased by 1.7 percentage points to 11.2%, and income before income taxes and equity in earnings of affiliated companies declined by 18.0% to JPY204.6 billion (USD2,177 million). Net income attributable to Komatsu Ltd. amounted to JPY126.3 billion (USD1,344 million), a decline of 24.4% from the previous fiscal year.

[Consolidated Financial Highlights]

Millions of yen

	<b>2013</b>	2012	
	<b>USD1=JPY82.5</b>	USD1=JPY79.0	
	<b>EUR1=JPY106.6</b>	EUR1=JPY109.6	
	<b>RMB1=JPY13.2</b>	RMB1=JPY12.4	Changes
	[A]	[B]	[(A-B)/B]
Net sales	<b>1,884,991</b>	1,981,763	(4.9)%
Construction, Mining and Utility Equipment	<b>1,679,579</b>	1,744,273	(3.7)%
Industrial Machinery and Others	<b>216,291</b>	251,139	