

TOYOTA MOTOR CORP/
Form F-6
November 07, 2006

As filed with the Securities and Exchange Commission on November 7, 2006

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6

REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

of

TOYOTA JIDOSHA KABUSHIKI KAISHA

(Exact name of issuer of deposited securities as specified in its charter)

TOYOTA MOTOR CORPORATION

(Translation of issuer's name into English)

Japan

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK

(Exact name of depositary as specified in its charter)

One Wall Street, New York, N.Y. 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

The Bank of New York
ADR Division

One Wall Street, 29th Floor

New York, New York 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Peter B. Tisne, Esq.
Emmet, Marvin & Martin, LLP
120 Broadway
New York, New York 10271
(212) 238-3010

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be registered | Amount to be Registered | Proposed Maximum Aggregate Price Per Unit ⁽¹⁾ | Proposed Maximum Aggregate Offering Price ⁽¹⁾ | Amount of Registration Fee |
|--|---|---|---|---|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing common shares of Toyota Motor Corporation | 200,000,000 American Depositary Shares | \$.05 | \$10,000,000 | \$1,070.00 |

(1)

Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing the American Depositary Shares.

The prospectus consists of the form of American Depositary Receipt, which is included as Exhibit A to the Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Item 1.

Description of Securities to be Registered

Cross Reference Sheet

| <u>Item Number and Caption</u> | <u>Location in Form of American Depositary Receipt Filed Herewith as Prospectus</u> |
|--|---|
| 1. Name and address of depositary | Introductory Article |
| 2. Title of American Depositary Receipts and identity of deposited securities | Face of American Depositary Receipt, top center |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one unit of American Depositary Receipts | Face of Receipt, upper right corner |
| (ii) The procedure for voting, if any, the deposited securities | Articles 15, 16 and 18 |
| (iii) The collection and distribution of dividends | Articles 4, 12, 13, 15 and 18 |
| (iv) The transmission of notices, reports and proxy soliciting material | Articles 11, 15, 16 and 18 |
| (v) The sale or exercise of rights | Articles 13, 14, 15 and 18 |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Articles 12, 13, 15, 17 and 18 |
| | Articles 20 and 21 |

- (vii) Amendment, extension or termination of the deposit agreement
 - (viii) Rights of holders of Receipts to inspect the transfer books Article 11 of the depositary and the list of holders of Receipts
 - (ix) Restrictions upon the right to deposit or withdraw the Articles 2, 3, 4, 5, 6, 8 and 22 underlying securities
 - (x) Limitation upon the liability of the depositary Articles 14, 18, 19 and 21
3. Fees and Charges Articles 7 and 8
- Item 2.

Available Information

Statement that Toyota Motor Corporation is subject to the Article 11 periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the Commission. Periodic reports made by Toyota Motor Corporation can be inspected by holders of ADRs and copied at public reference facilities maintained by the Commission in Washington D.C.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3.

Exhibits

a.

Deposit Agreement dated as of September 27, 1999, among Toyota Motor Corporation, The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. Filed herewith as Exhibit 1.

b.

Form of Letter agreement among Toyota Motor Corporation and The Bank of New York relating to pre-release activities. Filed herewith as Exhibit 2.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depository, as to legality of the securities to be registered. Filed herewith as Exhibit 4.

e.

Certification under Rule 466. Filed herewith as Exhibit 5.

Item 4.

Undertakings

(a)

The Depository hereby undertakes to make available at the principal office of the Depository in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depository as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b)

If the amounts of fees charged are not disclosed in the prospectus, the Depository undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depository undertakes to notify each registered holder of an ADR thirty days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on November 7, 2006.

Legal entity created by the agreement for the issuance of American Depositary Receipts for common shares of Toyota Motor Corporation.

By:

The Bank of New York,
as Depository

By: /s/ U. Marianne Erlandsen

Name: U. Marianne Erlandsen

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, Toyota Motor Corporation has caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toyota, Aichi Prefecture, Japan on November 7, 2006.

TOYOTA MOTOR CORPORATION

By: /s/ Takeshi Suzuki

Name: Takeshi Suzuki

Title: Authorized Signatory

Each person whose signature appears below hereby constitutes and appoints Takeshi Suzuki, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his name and on his behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on November 7, 2006.

/s/ Fujio Cho

Name: Fujio Cho

Chairman of the Board

(Principal executive officer)

/s/ Katsuhiro Nakagawa

Name: Katsuhiro Nakagawa

Vice Chairman of the Board

/s/ Katsuaki Watanabe

Name: Katsuaki Watanabe

President, Member of the Board

/s/ Tokuichi Uranishi

Name: Tokuichi Uranishi

Executive Vice President, Member of the Board

/s/ Kazuo Okamoto

Name: Kazuo Okamoto

Executive Vice President, Member of the Board

Name: Kyoji Sasazu

Executive Vice President, Member of the Board

/s/ Mitsuo Kinoshita

Name: Mitsuo Kinoshita

Executive Vice President, Member of the Board

(Principal financial and accounting officer)

/s/ Yoshimi Inaba

Name: Yoshimi Inaba

Executive Vice President, Member of the Board

/s/ Takeshi Uchiyamada

Name: Takeshi Uchiyamada

Executive Vice President, Member of the Board

Name: Masatami Takimoto

Executive Vice President, Member of the Board

Name: Akio Toyoda

Executive Vice President, Member of the Board

/s/ Tetsuo Hattori

Name: Tetsuo Hattori

Senior Managing Director, Member of the Board

Name: Yukitoshi Funo
Senior Managing Director, Member of the Board

/s/ Takeshi Suzuki
Name: Takeshi Suzuki
Senior Managing Director, Member of the Board

/s/ Atsushi Niimi
Name: Atsushi Niimi
Senior Managing Director, Member of the Board

/s/ Hajime Wakayama
Name: Hajime Wakayama
Senior Managing Director, Member of the Board

/s/ Hiroshi Takada
Name: Hiroshi Takada
Senior Managing Director, Member of the Board

/s/ Teiji Tachibana
Name: Teiji Tachibana
Senior Managing Director, Member of the Board

/s/ Shinichi Sasaki
Name: Shinichi Sasaki
Senior Managing Director, Member of the Board

/s/ Akira Okabe
Name: Akira Okabe
Senior Managing Director, Member of the Board

/s/ Yoshio Shirai
Name: Yoshio Shirai
Senior Managing Director, Member of the Board

Name: Yoichiro Ichimaru
Senior Managing Director, Member of the Board

/s/ Shoji Ikawa

Name: Shoji Ikawa

Senior Managing Director, Member of the Board

/s/ Shoichiro Toyoda

Name: Shoichiro Toyoda

Honorary Chairman, Member of the Board

/s/ Hiroshi Okuda

Name: Hiroshi Okuda

Senior Advisor, Member of the Board

Authorized Representative in the United States:

Toyota Motor Sales, U.S.A., Inc.

/s/ Dian D. Ogilvie

Name: Dian D. Ogilvie

Title: Senior Vice President and General Counsel

INDEX TO EXHIBITS

Exhibit
Number

Exhibit

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- 2 Form of Letter agreement among Toyota Motor Corporation and The Bank of New York relating to pre-release activities.
- 4 Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.
- 5 Certification under Rule 466.