

CANON INC  
Form 6-K  
March 24, 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 ..... **March**..... , **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... **March 20, 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 Results of Post-Acceptance Period under Tender Offer for Shares of Océ N.V.
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March 20, 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 Results of Post-Acceptance Period under Tender Offer for  
Shares of Océ N.V.**

At a Board of Directors meeting held on November 16, 2009, Canon Inc. (the Company) adopted a resolution to acquire the issued and outstanding ordinary shares in the capital of Océ N.V. (NYSE Euronext in Amsterdam, Code OCE; Target Company) by tender offer (the Tender Offer). As a result of Tender Offer, etc. that commenced on January 29, 2010 and expired on March 1, 2010, the Company obtained 71.3% of the issued and outstanding ordinary shares in the capital of the Target Company. Shareholders who did not tendered their ordinary shares under the Tender Offer were granted the opportunity to tender their ordinary shares in a post-acceptance period commencing March 5, 2010 and expiring March 19, 2010 (the Post-Acceptance Period). The result of the Post-Acceptance Period under the Tender Offer is as follows.

1. Overview of Tender Offer

(1) Name and Address of Target Company

Océ N.V.  
Venlo, the Netherlands

(2) Class of Share Certificates, etc. subject to Tender Offer, etc  
Ordinary shares

(3) Post-Acceptance Period

From March 5, 2010 to March 19, 2010

(4) Purchase Price of the Tender Offer

8.60 euro per ordinary share

2. Results of the Post-Acceptance Period under Tender Offer, etc

(1) Number of Share Certificates, etc. tendered for acceptance under the Tender Offer during Post-Acceptance Period, etc

10,929,884 ordinary shares

(2) Changes in Holding Ratio of Share Certificates, etc. after the Post-Acceptance

Period under the Tender Offer (excluding Treasury shares)

Number of share certificates, etc. owned by the Company at the end of the Tender Offer before the Post-Acceptance Period under the Tender Offer	60,538,757 Share	(Holding ratio of share certificates, etc. before the Post-Acceptance 71.3%)
Number of share certificates, etc. owned by the Company after the Post-Acceptance Period under the Tender Offer	71,468,641 Share	(Holding ratio of share certificates, etc. after the Post-Acceptance 84.2%)
Total Number of share certificates, etc. of the Target Company	84,871,320 Shares	

3. Policy, etc. After the Tender Offer and Outlook

The policies and impact on Canon's performance due to the acquisition is still under investigation. In the case that Canon needs to revise its projection or any other item that it needs to make public, it will make prompt disclosure.

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.