

HONDA MOTOR CO LTD
Form F-6EF
April 26, 2004

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM F-6

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

For American Depositary Shares Evidenced by American Depositary Receipts

HONDA MOTOR CO., LTD. (Honda Giken Kogyo Kabushiki Kaisha)

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

Japan

(Jurisdiction of Incorporation or organization of Issuer)

JPMORGAN CHASE BANK

(Exact name of depositary as specified in its charter)

**4 New York Plaza
New York, New York 10004
Tel. No.: (212) 623-0636**

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

**Tetsuo Oshima
Honda North America, Inc.
540 Madison Avenue, 32nd Floor
New York, New York 10022
(212) 355-9191**

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

Copy to:

**Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP
570 Lexington Avenue, 44th Floor
New York, New York 10022**

It is proposed that this filing become effective under Rule 466

ý immediately upon filing o on (date) at (time)

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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 Offering Price Per Unit (1) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee |
|---|-------------------------|--|---|----------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one-half of one share of Common Stock of Honda Motor Co. Ltd. | 100,000,000 | \$.05 | \$5,000,000 | \$633.50 |

(1) Each unit represents one American Depositary Share.

(2) 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 such Receipts evidencing such American Depositary Shares.

Pursuant to Rule 429, the Prospectus contained herein also relates to American Depositary Shares registered under Form F-6 Registration Statement No. 333-14228. This Registration Statement constitutes Post-Effective Amendment No. 1 to Registration Statement No. 333-14228.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

The Prospectus consists of the form of American Depositary Receipt ("Receipt" or "ADR") filed as Exhibit (a) to this Registration Statement.

PART I
INFORMATION REQUIRED IN PROSPECTUS
CROSS REFERENCE SHEET

| Item Number and Caption | Location in Form of Receipt Filed Herewith as Prospectus |
|---|---|
| Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED | |
| 1. Name of depositary and address of its principal executive office | Face of Receipt; introductory paragraph and bottom |
| 2. Title of American Depositary Receipts and identity of deposited securities | Face of Receipt, top and introductory paragraph |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one unit of American Depositary Receipts | Face of Receipt, introductory paragraph |
| (ii) The procedure for voting, if any, the deposited securities | Reverse of Receipt, paragraphs 14, 15 and 24 |
| (iii) The collection and distribution of dividends | Face of Receipt, paragraph 7; Reverse of Receipt, paragraph 12 |
| (iv) The transmission of notices, reports and proxy solicitation material | Reverse of Receipt, paragraphs 15 and 17 |
| (v) The sale or exercise of rights | Face of Receipt, paragraph 7; Reverse of Receipt, paragraph 13 |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Face of Receipt, paragraph 7; Reverse of Receipt, paragraphs 12, 13, and 16 |
| (vii) Amendment, extension or termination of the deposit agreement | Face of Receipt, paragraph 9; Reverse of Receipt, paragraph 21 |
| (viii) Rights of holders of Receipts to inspect the transfer books of the Depositary and the lists of holders of Receipts | Reverse of Receipt, paragraph 17 |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Face of Receipt, paragraphs 3, 4, 5, 6 and 7 |
| (x) Limitation upon the liability of the Depositary and/or the Company | Reverse of Receipt, paragraphs 18 and 19 |
| 3. Description of all fees and charges which may be imposed directly or indirectly against the holders of Receipts | Face of Receipt, paragraph 10 |

Item 2. AVAILABLE INFORMATION

| Item Number and Caption | Location in Form of Receipt Filed Herewith as Prospectus |
|------------------------------------|---|
|------------------------------------|---|

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**Item Number
and Caption**

**Location in Form of
Receipt Filed
Herewith as Prospectus**

2(b) Statement that the foreign issuer is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the Securities and Exchange Commission

Reverse of Receipt, paragraph (23)

I-1

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of American Depositary Receipt. Filed herewith.
- (b) Any other agreement, to which the Depositary is a party, relating to the issuance of the Depositary Shares registered hereby or custody of the deposited securities represented thereby. None.
- (c) Any 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. None.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities to be registered. Filed herewith.
- (e) Certification under Rule 466. Filed herewith.

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary 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 amount of fees charged is not disclosed in the prospectus, the Depositary 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 Depositary undertakes to notify each registered holder of a Receipt thirty days before any change in the fee schedule.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all of 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 April 26, 2004.

Legal entity created by the form of Deposit Agreement for the issuance of
ADRs evidencing American Depositary Shares

By: JPMORGAN CHASE BANK, as Depositary

By: /s/ Joseph M. Leinhauser

Name: Joseph M. Leinhauser

Title: Vice President

II-2

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Honda Motor Co., Ltd. (Honda Giken Kogyo Kabushiki Kaisha) 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 Tokyo, Japan on April 26, 2004.

HONDA MOTOR CO., LTD.
(Honda Giken Kogyo Kabushiki Kaisha)

By: /s/ Yoichi Hojo

Name: Yoichi Hojo
Title: General Manager of Finance Division

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Takeo Fukui and Satoshi Aoki, jointly and severally, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated as of April 26, 2004.

| Name | Title |
|------------------------|---|
| <hr/> | <hr/> |
| <hr/> | Chairman and Representative Director |
| Yoshihide Munekuni | |
| /s/ Takeo Fukui | President and Representative Director (Chief Executive Officer) |
| <hr/> | |
| Takeo Fukui | |
| /s/ Koichi Amemiya | Executive Vice President and Representative Director |
| <hr/> | |
| Koichi Amemiya | |
| /s/ Michiyoshi Hagino | Senior Managing and Representative Director |
| <hr/> | |
| Michiyoshi Hagino | |
| <hr/> | Senior Managing and Representative Director |
| Minoru Harada | |
| /s/ Motoatsu Shiraishi | Senior Managing and Representative Director |
| <hr/> | |
| Motoatsu Shiraishi | |
| /s/ Satoshi Aoki | Senior Managing and Representative Director (Chief Financial and Accounting Officer) |
| <hr/> | |

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Name

Title

Satoshi Aoki

II-3

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Senior Managing and Representative Director

Hiroshi Okubo

/s/ Atsuyoshi Hyogo

Managing Director

Atsuyoshi Hyogo

/s/ Satoshi Dobashi

Managing Director

Satoshi Dobashi

/s/ Satoshi Toshida

Managing Director

Satoshi Toshida

Managing Director

Koki Hirashima

Managing Director

Koichi Kondo

Managing Director

Yasuo Ikenoya

/s/ Toru Onda

Managing Director

Toru Onda

/s/ Akira Takano

Managing Director

Akira Takano

/s/ Takanobu Ito

Managing Director

Takanobu Ito

Director

Satoru Kishi

/s/ Mikio Yoshimi

Director Mikio Yoshimi

Director

Masaaki Kato

/s/ Shigeru Takagi

Director Shigeru Takagi

/s/ Masahiro Yoshimura

Director Masahiro Yoshimura

/s/ Hiroshi Kuroda

Director Hiroshi Kuroda

Director

Akio Hamada

Director

Teruo Kowashi

/s/ Seiichi Moriguchi

Director Seiichi Moriguchi

II-4

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Director

Tetsuo Iwamura

/s/ Takashi Yamamoto

Director Takashi Yamamoto

/s/ Masaru Takabayashi

Director Masaru Takabayashi

/s/ Tatsuhiro Oyama

Director Tatsuhiro Oyama

/s/ Suguru Kanazawa

Director Suguru Kanazawa

Director

Manabu Nishimae

/s/ Fumihiko Ike

Director

Fumihiko Ike

Director

Masaya Yamashita

Director

Hiroshi Kobayashi

Director and Advisor

Hiroyuki Yoshino

/s/ Tetsuo Oshima

Authorized Representative in the United States

Tetsuo Oshima

II-5

QuickLinks

PART I INFORMATION REQUIRED IN PROSPECTUS CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item 2. AVAILABLE INFORMATION

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

Item 4. UNDERTAKINGS

SIGNATURE

SIGNATURES