TOYOTA MOTOR CORP/
Form S-8 POS
March 13, 2019

As filed with the Securities and Exchange Commission on March 13, 2019

Registration No. 333-175377

Registration No. 333-160081

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8 REGISTRATION STATEMENT NO. 333-175377

FORM S-8 REGISTRATION STATEMENT NO. 333-160081

UNDER THE SECURITIES ACT OF 1933

TOYOTA JIDOSHA KABUSHIKI KAISHA

(Exact name of registrant as specified in its charter)

TOYOTA MOTOR CORPORATION

(Translation of registrant s name into English)

Japan	**Not Applicable**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

1 Toyota-cho, Toyota City

Aichi Prefecture 471-8571

Japan

(Address of principal executive offices, including zip code)

2010 Employee Share Option Program

2009 Employee Share Option Program

2008 Employee Share Option Program

2007 Employee Share Option Program

(Full Title of Plans)

Toyota Motor North America, Inc.

6565 Headquarters Dr.

Plano, TX 75024

1-469-292-4000

Attention: Sandra Phillips Rogers

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer
Non-accelerated filer	Smaller reporting company
	Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the following Registration Statements on Form S-8 (collectively, the ***Registration Statements***) filed by Toyota Motor Corporation (the ***Company***):

Registration Statement No. 333-175377, originally filed with the Securities and U.S. Exchange Commission (the ***Commission***) on July 6, 2011, which registered 638,000 common shares of the Company (the ***shares***) for issuance under the 2009 Employee Share Option Program and 663,000 shares for issuance under the 2010 Employee Share Option Program; and

Registration Statement No. 333-160081, originally filed with the Commission on June 19, 2009, which registered 588,000 shares for issuance under the 2007 Employee Share Option Program and 701,000 shares for issuance under the 2008 Employee Share Option Program.

In accordance with an undertaking made by the Company in Part II of the Registration Statements to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance that remain unsold at the termination of the offering, each of the Registration Statements is hereby amended to deregister, as of the effective date of this Post-Effective Amendment No. 1, any shares that were previously registered and that remain unsold under such Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in Aichi Prefecture, Japan on the 13th day of March, 2019.

TOYOTA MOTOR CORPORATION

By:

/s/ Takanori Azuma
Name: Takanori Azuma
Title: Human Resources Div.
General Manager

Note: In reliance upon Rule 478 under the U.S. Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment No. 1.