

SONY CORP

Form F-6 POS

February 25, 2010

As filed with the U.S. Securities and Exchange Commission on February 25, 2010

Registration No. 333- 141665

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT TO
FORM F-6
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
For Depositary Shares Evidenced by American Depositary Receipts

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

Sony Corporation
(Translation of issuer's name into English)

Japan
(Jurisdiction of incorporation or organization of issuer)

JPMorgan Chase Bank, N.A.
(Exact name of depositary as specified in its charter)

4 New York Plaza, New York, NY 10004
Telephone (212) 552-4944
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

SONY CORPORATION OF AMERICA
Attention: Samuel Levenson, Senior Vice President, Investor Relations
550 Madison Avenue, 27th Floor
New York, New York 10022-3211
(212) 833- 6722
(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:
Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP
570 Lexington Avenue, 44th Floor
New York, New York 10022
(212) 319-7600

It is proposed that this filing become effective under Rule 466

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- 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 (2) | Amount of registration fee |
|--|-------------------------|---|---|----------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Shares representing one share of common stock of Sony Corporation | N/A | N/A | N/A | N/A |

(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 American Depositary Receipts evidencing 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. 333-11760.

PART I
INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt ("ADR" or "American Depositary Receipt") filed as Exhibit A to the Amended and Restated Deposit Agreement filed as exhibit (a) to this Post-Effective Amendment to Registration Statement on Form F-6, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (1) Name and address of Depository | Introductory paragraph and bottom of face of American Depositary Receipt |
| (2) Title of American Depositary Receipts and identity of deposited securities | Face of American Depositary Receipt, top center |
| Terms of Deposit: | |
| (i) Amount of deposited securities represented by one unit of American Depositary Shares | Face of American Depositary Receipt, upper right corner |
| (ii) Procedure for voting, if any, the deposited securities | Paragraph (12) |
| (iii) Collection and distribution of dividends | Paragraphs (4), (5), (7) and (10) |
| (iv) Transmission of notices, reports and proxy soliciting material | Paragraphs (3), (8) and (12) |
| (v) Sale or exercise of rights | Paragraphs (4), (5) and (10) |
| (vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization | Paragraphs (4), (5), (10) and (13) |
| (vii) Amendment, extension or termination of the Deposit Agreement | Paragraphs (16) and (17) |
| (viii) Rights of holders of ADRs to inspect the transfer books of the Depository and the list | Paragraph (3) |

of Holders of ADRs

- | | |
|---|-----------------------------------|
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Paragraphs (1), (2), (4), and (5) |
| (x) Limitation upon the liability of the Depositary | Paragraph (14) |
| (3) Fees and Charges | Paragraph (7) |

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Item 2. AVAILABLE INFORMATION

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|---|--|
| (b) Statement that Sony Corporation is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly files certain reports with the Commission, and that such reports can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C. | Paragraph (8) |

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Deposit Agreement. Form of Amended and Restated Deposit Agreement dated as of _____, 2010 to the Deposit Agreement dated as of June 1, 1961, as amended and restated as of October 31, 1991 (including changes from amended and restated deposit agreement as of October 1, 1982) as amended as of December 31, 1994 (as so amended and restated and amended, the "Deposit Agreement") among SONY CORPORATION (Sony Kabushiki Kaisha) (the "Company"), JPMORGAN CHASE BANK, N.A. (fka Morgan Guaranty Trust Company of New York), as depository thereunder (the "Depository"), and all holders from time to time of American Depositary Receipts and European Depositary Receipts, as the case may be, issued thereunder). Filed herewith as Exhibit (a)
- (b) Any other agreement to which the Depository is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. Not Applicable.
- (c) Every material contract relating to the deposited securities between the Depository and the issuer of the deposited securities in effect at any time within the last three years. Not Applicable.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depository, as to the legality of the securities being registered. Previously filed as an Exhibit to Registration Statement No. 333-141665 which is incorporated herein by reference.
- (e) Certification under Rule 466. Filed herewith as Exhibit (e).

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 American Depositary Receipts, 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 American Depositary Receipt thirty days before any change in the fee schedule.
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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A. on behalf of the legal entity created by the Deposit Agreement, 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 Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on February 23, 2010.

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

By: JPMORGAN CHASE BANK,
N.A., as Depositary

By: /s/ Joseph M. Leinhauser
Name: Joseph M. Leinhauser
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Sony Corporation 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 Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, on February 23, 2010.

SONY CORPORATION

By: /s/ Sir Howard Stringer
Name: Sir Howard Stringer
Title: Chairman, Chief Executive Officer
and President, Representative
Corporate Executive Officer

Under the requirements of the Securities Act, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons on February 23, 2010, in the capacities indicated.

/s/ Sir Howard Stringer*
Sir Howard Stringer
Chairman, Chief Executive Officer and President,
Representative Corporate Executive Officer,
Member of the Board

/s/ Ryoji Chubachi*
Ryoji Chubachi
Vice Chairman,
Representative Corporate Executive Officer,
Member of the Board

/s/ Nobuyuki Oneda*
Nobuyuki Oneda
Executive Deputy President and Chief Financial
Officer, Representative Corporate Executive
Officer, Member of the Board

/s/ Yotaro Kobayashi*
Yotaro Kobayashi
Chairman of the Board

/s/ Sakie T. Fukushima*
Sakie T. Fukushima
Member of the Board

/s/ Yoshihiko Miyauchi*
Yoshihiko Miyauchi
Vice Chairman of the Board

/s/ Yoshiaki Yamauchi*
Yoshiaki Yamauchi
Member of the Board

| | |
|---------------------------------|---------------------|
| Sir Peter Bonfield | Member of the Board |
| /s/ Fueo Sumita* Fueo Sumita | Member of the Board |
| /s/ Fujio Cho* Fujio Cho | Member of the Board |
| Ryuji Yasuda | Member of the Board |
| Yukako Uchinaga | Member of the Board |
| Mitsuaki Yahagi | Member of the Board |
| Tsun-Yan Hsieh | Member of the Board |
| Roland A. Hernandez | Member of the Board |

*By: /s/ Sir Howard Stringer
Name: Sir Howard Stringer
Title: Power of Attorney

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Under the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of America, has signed this Post-Effective Amendment to Registration Statement on Form F-6 in New York on February 23, 2010.

Authorized U.S. Representative

By: /s/ Samuel Levenson
Name: Samuel Levenson
Title: Senior Vice President, Investor
Relations
Sony Corporation of America

INDEX TO EXHIBITS

Exhibit
Number

- (a) Form of Amended and Restated Deposit Agreement.
- (e) Rule 466 Certification