

GRAVITY Co., Ltd.
Form 6-K
February 27, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of February 2013

Commission File Number 000-51138

GRAVITY CO., LTD.

(Translation of registrant's name into English)

Nuritkum Square Business Tower 15F, 1605 Sangam-Dong, Mapo-Gu, Seoul, Korea 121-795

(Address of principal executive office)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

PUBLIC NOTICE FOR CONVOCAION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF GRAVITY CO., LTD. (the Company)

We would like to inform the Company's shareholders that the Annual General Meeting of Shareholders will be held pursuant to Article 22 of the Articles of Incorporation and that all shareholders registered as of December 31, 2012 are cordially invited to attend the Annual General Meeting of Shareholders.

1. Date and Time: Wednesday, March 27, 2013, at 10:00 A.M. (Seoul Time)
2. Venue: Conference Room located at Nuritkum Square Business Tower 15F, 1605 Sangam-Dong, Mapo-Gu, Seoul 121-795 Korea
3. Agenda

a) Agenda to be reported

Agendum 1: Audit results and Business reports for the Fiscal Year 2012 (from January 1, 2012 to December 31, 2012)

b) Agenda to be proposed for resolution

Agendum 1: Approval of Non-consolidated and Consolidated Financial Statements for the Fiscal Year 2012

2: Approval of Reappointment of Directors

3: Approval of the Compensation Ceiling for Directors in 2013

Agendum 1: Approval of Non-consolidated and Consolidated Financial Statements for the Fiscal Year 2012

<Summary of Non-consolidated Financial Statements>

| | 2011 (In millions of Korean Won) | 2012 (In millions of Korean Won) | | 2011 (In millions of Korean Won) | 2012 (In millions of Korean Won) |
|----------------------------|-------------------------------------|-------------------------------------|---------------------------------|-------------------------------------|-------------------------------------|
| Total Assets | 118,703 | 104,184 | Revenues | 40,224 | 40,105 |
| Total liabilities | 17,378 | 17,361 | Operating income | 8,462 | 200 |
| Capital stock | 3,474 | 3,474 | Income (loss) before income tax | 7,987 | (10,477) |
| Total shareholders' equity | 101,325 | 86,823 | Net income (loss) | 14,772 | (14,298) |

<Summary of Consolidated Financial Statements¹⁾>

| | 2011 (In millions of Korean Won) | 2012 (In millions of Korean Won) | | 2011 (In millions of Korean Won) | 2012 (In millions of Korean Won) |
|----------------------------|-------------------------------------|-------------------------------------|---------------------------------|-------------------------------------|-------------------------------------|
| Total Assets | 120,277 | 106,434 | Revenues | 47,626 | 51,951 |
| Total liabilities | 18,639 | 19,228 | Operating income | 9,440 | 728 |
| Capital stock | 3,474 | 3,474 | Income (loss) before income tax | 8,081 | (11,248) |
| Total shareholders' equity | 101,638 | 87,206 | Net income (loss) | 14,735 | (14,229) |

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- ¹⁾ The consolidated subsidiary as of December 31, 2011 and as of December 2012 is NeoCyon, Inc. The other subsidiaries of the Company are not subject to consolidation under Enforcement Decree of the Act on External Audit of Stock Companies of the Republic of Korea and are accounted for as equity method investments.
- * The financial information has been prepared in accordance with Accounting Standards for Non-Public Entities in the Republic of Korea. Detailed information will be provided at the Annual General Meeting.

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Agendum 2: Approval of Reappointment of Directors

- 7 persons were nominated for reappointment as the terms expire in March 2013:

| Name | Major experience |
|--------------------|--|
| Hyun Chul Park | Gravity Co., Ltd., Chief Executive Officer (2011-present), Corporate Management Office, Officer (2009-2011) NeoCyon, Inc., <i>Director (2009-present), Chief Operating Officer (2012-present), Chief Strategy Officer (2010-2012)</i> Gravity Games Corporation, <i>Director (2010-present)</i> GungHo Online Entertainment, Inc., <i>General Manager, International Business Division (2007-present)</i> Tokyo College of Technology (currently, Tokyo College of Automotive Technology), <i>Associate in Automotive Maintenance (1998)</i> |
| Yoshinori Kitamura | Gravity Co., Ltd., Chairman of the Board of Directors (2011-present), Executive Director and Chief Operating Officer (2008-present) NeoCyon, Inc., <i>Chief Executive Officer (2009-present), Director (2008-2009)</i> Gravity Games Corporation, <i>Director (2010-present)</i> Gravity Interactive, Inc., <i>Chief Executive Officer (2008-present)</i> Gravity Entertainment Corporation, <i>Chief Executive Officer (2008-present)</i> Gravity EU SAS, <i>Director (2011-present)</i> GungHo Online Entertainment, Inc., <i>Director (2006-present), Executive General Manager of International Business Division (2007-present), General Manager of Marketing Division (2003-2007)</i> |
| Kazuki Morishita | Bunkyo University, <i>B.A. in English Language and Literature (1992)</i> Gravity Co., Ltd., Executive Director (2008-present) GungHo Online Entertainment, Inc., <i>President & Chief Executive Officer (2004-present), Chief Operating Officer (2002-2004)</i> Grasshopper Manufacture, Inc., <i>Director (2013-present)</i> Overdriver Game Technologies Ltd., <i>Director (2012-present)</i> GungHo Online Entertainment America, Inc., <i>Director (2012-present)</i> Acquire Corp., <i>Director (2011-present)</i> Game Arts Co., Ltd., <i>President (2008-present), Director (2005-2008)</i> |
| Kazuya Sakai | High School affiliated with Chiba University of Commerce (1992) Gravity Co., Ltd., Executive Director (2009-present) GungHo Online Entertainment, Inc., <i>Chief Financial Officer (2004-present), Director (2005-present), Investor Relations Officer (2011-present)</i> |

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Grasshopper Manufacture, Inc., *Director (2013-present)*

Overdriver Game Technologies Ltd., *Director (2012-present)*

GungHo Online Entertainment America, Inc., *Director (2012-present)*

Acquire Corp., *Auditor (2011-present)*

Jong Gyu Hwang

Kyushu Sangyo University, *B. Com.(1987)*

Gravity Co., Ltd., Independent Director (2009-present)

Mungyung Monorail, *Director and Chief Operating Officer (2007-present)*

Korea Urban Railway Association, *Auditor (2009-present)*

E-Frontier, Inc., *Compliance Auditor (2000-present)*

Member of the New York State Bar Association *(2006-present)*

Boston University School of Law, *LL.M. (2005)*

Kennedy School of Government, Harvard University, *M.P.A. (2004)*

Doo Hyun Ryu

Tokyo University, *LL.B. (1994)*

Gravity Co., Ltd., Independent Director (2011-present)

Logos Law, LLC., *Partner (2001-present), Branch Manager of Vietnam Office (2010-present, 2006-2008), Branch Manager of Cambodia Office (2007-2008)*

The Korean Commercial Arbitration Board, *Arbitrator (2011-present)*

The Korean Bar Association, *Member of Legal Services Development Committee (2005-present)*

The Korean Bar Examination (1986), The Juridical Research and Training Institute *(18th, 1989)*

Jung Yoo

Seoul National University, *LL.B. (1985)*

Gravity Co., Ltd., Independent Director (2011-present)

Samhasa GP, *Representative Partner (2007-present)*

Euidang Foundation, *Member of the Board of Trustees (2007-present)*

INSEAD, *MBA (1995)*

Waseda University, *M.A. in Commerce (1987)*

University of Southern California, *B.A. in East Asian Languages and Cultures (1984)*

Agendum 3: Approval of the Compensation Ceiling for the Directors

- For 2013, it is proposed to maintain KRW 1.4 billion as the total remuneration limit for Directors.

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.

GRAVITY CO., LTD.

By: /s/ Heung Gon Kim
Name: Heung Gon Kim
Title: Chief Financial Officer

Date: February 27, 2013