

HONDA MOTOR CO LTD
Form SC 13G/A
February 14, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 14)*

Honda Motor Co., Ltd.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

438128308

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

: Rule 13d-1(b)

: Rule 13d-1(c)

: Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (" Act ") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 438128308

1 NAME OF REPORTING PERSON

Mitsubishi UFJ Financial Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF

SHARES

118,152,820

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

118,152,820

8 SHARED DISPOSITIVE POWER

WITH

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

118,152,820

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 6.6%
TYPE OF REPORTING PERSON

FI

CUSIP NO. 438128308

1 NAME OF REPORTING PERSON

The Bank of Tokyo-Mitsubishi UFJ, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF

SHARES

31,183,801
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-
7 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

31,183,801
8 SHARED DISPOSITIVE POWER

WITH

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,183,801

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.7%

12 TYPE OF REPORTING PERSON

FI

3

CUSIP NO. 438128308

1 NAME OF REPORTING PERSON

HighMark Capital Management, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California, United States

5 SOLE VOTING POWER

NUMBER OF

SHARES

6 101

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

7 -0-

SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

8 101

SHARED DISPOSITIVE POWER

WITH

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

101

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

IA

CUSIP NO. 438128308

1 NAME OF REPORTING PERSON

Mitsubishi UFJ Trust and Banking Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF

SHARES

82,662,800

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

82,662,800

8 SHARED DISPOSITIVE POWER

WITH

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

82,662,800

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.6%

12 TYPE OF REPORTING PERSON

FI

5

CUSIP NO. 438128308

1 NAME OF REPORTING PERSON

Mitsubishi UFJ Kokusai Asset Management Co., Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF

SHARES **6** 12,383,000
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH **7** -0-
SOLE DISPOSITIVE POWER

REPORTING

PERSON **8** 12,383,000
SHARED DISPOSITIVE POWER

WITH

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,383,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.7%

12 TYPE OF REPORTING PERSON

FI

CUSIP NO. 438128308

1 NAME OF REPORTING PERSON

MU Investments Co., Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF

SHARES **6** 248,200
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH **7** -0-
SOLE DISPOSITIVE POWER

REPORTING

PERSON **8** 248,200
SHARED DISPOSITIVE POWER

WITH

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

248,200

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

FI

7

CUSIP NO. 438128308

1 NAME OF REPORTING PERSON

Mitsubishi UFJ Asset Management (UK) Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

London, United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES **6** 195,800
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH **7** -0-
SOLE DISPOSITIVE POWER

REPORTING

PERSON **8** 195,800
SHARED DISPOSITIVE POWER

WITH

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

195,800

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

FI

CUSIP NO. 438128308

1 NAME OF REPORTING PERSON

Mitsubishi UFJ Securities Holdings Co.,Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF

SHARES

4,306,219
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-
7 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

4,306,219
8 SHARED DISPOSITIVE POWER

WITH

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,306,219

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%
12 TYPE OF REPORTING PERSON

FI

CUSIP NO. 438128308

1 NAME OF REPORTING PERSON

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF

SHARES **6** 4,194,019
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH **7** -0-
SOLE DISPOSITIVE POWER

REPORTING

PERSON **8** 4,194,019
SHARED DISPOSITIVE POWER

WITH

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,194,019

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%

12 TYPE OF REPORTING PERSON

FI

10

CUSIP NO. 438128308

1 NAME OF REPORTING PERSON

kabu.com Securities Co., Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF

SHARES

112,200

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

112,200

8 SHARED DISPOSITIVE POWER

WITH

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

112,200

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

FI

CUSIP NO. 438128308

ITEM 1

(a) Name of Issuer

Honda Motor Co., Ltd.

(b) Address of Issuer's Principal Executive Offices

1-1 Minami-Aoyama 2-chome, Minato-ku, Tokyo 107-8556, Japan

ITEM 2

(a) Names of Persons Filing

Mitsubishi UFJ Financial Group, Inc. (MUFG)

The Bank of Tokyo-Mitsubishi UFJ, Ltd. (BTMU)

HighMark Capital Management, Inc. (HCM)

Mitsubishi UFJ Trust and Banking Corporation (MUTB)

Mitsubishi UFJ Kokusai Asset Management Co., Ltd. (MUKAM)

MU Investments Co., Ltd. (MUI)

Mitsubishi UFJ Asset Management (UK) Ltd. (MUAMUK)

Mitsubishi UFJ Securities Holdings Co., Ltd. (MUSHD)

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. (MUMSS)

kabu.com Securities Co., Ltd. (KC)

(b) Address of Principal Business Office or, if none, Residence

MUFG :
7-1 Marunouchi 2-chome, Chiyoda-ku
Tokyo 100-8330, Japan

BTMU :
7-1 Marunouchi 2-chome, Chiyoda-ku
Tokyo 100-8388, Japan

HCM :
350 California Street, San Francisco,
California 94104, USA

MUTB :
4-5 Marunouchi 1-chome, Chiyoda-ku
Tokyo 100-8212, Japan

MUKAM :
12-1 Yurakucho 1-chome, Chiyoda-ku
Tokyo 100-0006, Japan

CUSIP NO. 438128308

MUI :
3-11 Kandasurugadai 2-chome, Chiyoda-ku
Tokyo 101-0062, Japan

MUAMUK :
24 Lombard Street, London, EC3V 9AJ,
United Kingdom

MUSHD :
5-2, Marunouchi 2-chome, Chiyoda-ku
Tokyo 100-0005 , Japan

MUMSS :
5-2, Marunouchi 2-chome, Chiyoda-ku
Tokyo 100-0005 , Japan

KC :
3-2 Otemachi 1-chome, Chiyoda-ku
Tokyo 100-0004, Japan

(c) Citizenship

Not applicable.

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

438128308

ITEM 3 If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- MUFG: (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

CUSIP NO. 438128308

(h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);

(k) ☐ Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Parent holding company

BTMU: (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);

(k) ☐ Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Bank

HCM: (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

CUSIP NO. 438128308

- (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Not applicable

- MUTB: (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Bank

CUSIP NO. 438128308

- MUKAM: (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Investment adviser

- MUI: (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

- (i) [] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

CUSIP NO. 438128308

(j)[~~Ö~~A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);

(k)[~~G~~roup, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Investment adviser

MUAMUK: (a)[~~B~~roker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b)[~~B~~ank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c)[~~I~~nsurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d)[~~I~~nvestment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e)[~~A~~n investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f)[~~A~~n employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g)[~~A~~ parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h)[~~A~~ savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)[~~A~~ church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j)[~~Ö~~A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);

(k)[~~G~~roup, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Investment adviser

MUSHHD: (a)[~~B~~roker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b)[~~B~~ank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c)[~~I~~nsurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d)[~~I~~nvestment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e)[~~A~~n investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

CUSIP NO. 438128308

- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Securities holding company

- MUMSS:
- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
 - (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
 - (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
 - (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
 - (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
 - (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
 - (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
 - (k) ☐ Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Broker-dealer

CUSIP NO. 438128308

- KC:
- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
 - (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
 - (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
 - (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
 - (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
 - (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
 - (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
 - (k) ☐ Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Broker-dealer

ITEM 4

Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

For MUFG

- (a) Amount beneficially owned: 118,152,820
- (b) Percent of class: 6.56%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 118,152,820
 - (ii) Shared power to vote or to direct the vote: -0-
 - (iii) Sole power to dispose or to direct the disposition of: 118,152,820

(iv) Shared power to dispose or to direct the disposition of: -0-

For BTMU

(a) Amount beneficially owned: 31,183,801

(b) Percent of class: 1.73%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 31,183,801

CUSIP NO. 438128308

(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	31,183,801
(iv) Shared power to dispose or to direct the disposition of:	-0-

For HCM

(a) Amount beneficially owned:	101
(b) Percent of class:	0.00%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	101
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	101
(iv) Shared power to dispose or to direct the disposition of:	-0-

For MUTB

(a) Amount beneficially owned:	82,662,800
(b) Percent of class:	4.59%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	82,662,800
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	82,662,800
(iv) Shared power to dispose or to direct the disposition of:	-0-

For MUKAM

(a) Amount beneficially owned:	12,383,000
(b) Percent of class:	0.69%
(c) Number of shares as to which the person has:	

Edgar Filing: HONDA MOTOR CO LTD - Form SC 13G/A

(i) Sole power to vote or to direct the vote:	12,383,000
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	12,383,000
(iv) Shared power to dispose or to direct the disposition of:	-0-

For MUI

(a) Amount beneficially owned:	248,200
(b) Percent of class:	0.01%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	248,200
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	248,200

CUSIP NO. 438128308

(iv) Shared power to dispose or to direct the disposition of:	-0-
---	-----

For MUAMUK

(a) Amount beneficially owned:	195,800
--------------------------------	---------

(b) Percent of class:	0.01%
-----------------------	-------

(c) Number of shares as to which the person has:	
--	--

(i) Sole power to vote or to direct the vote:	195,800
---	---------

(ii) Shared power to vote or to direct the vote:	-0-
--	-----

(iii) Sole power to dispose or to direct the disposition of:	195,800
--	---------

(iv) Shared power to dispose or to direct the disposition of:	-0-
---	-----

For MUSHD

(a) Amount beneficially owned:	4,306,219
--------------------------------	-----------

(b) Percent of class:	0.24%
-----------------------	-------

(c) Number of shares as to which the person has:	
--	--

(i) Sole power to vote or to direct the vote:	4,306,219
---	-----------

(ii) Shared power to vote or to direct the vote:	-0-
--	-----

(iii) Sole power to dispose or to direct the disposition of:	4,306,219
--	-----------

(iv) Shared power to dispose or to direct the disposition of:	-0-
---	-----

For MUMSS

(a) Amount beneficially owned:	4,194,019
--------------------------------	-----------

(b) Percent of class:	0.23%
-----------------------	-------

(c) Number of shares as to which the person has:	
--	--

(i) Sole power to vote or to direct the vote:	4,194,019
---	-----------

(ii) Shared power to vote or to direct the vote:	-0-
--	-----

Edgar Filing: HONDA MOTOR CO LTD - Form SC 13G/A

(iii) Sole power to dispose or to direct the disposition of:	4,194,019
(iv) Shared power to dispose or to direct the disposition of:	-0-

For KC

(a) Amount beneficially owned:	112,200
(b) Percent of class:	0.01%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	112,200
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	112,200
(iv) Shared power to dispose or to direct the disposition of:	-0-

CUSIP NO. 438128308

ITEM 5 Ownership of Five Percent or Less of a Class

Not applicable.

ITEM 6 Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

ITEM 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

As of December 31, 2017, MUFG beneficially owns 118,152,820 shares of the issuer indirectly through its subsidiaries as follows: BTMU holds 31,183,801 shares (indirectly through a subsidiary, HCM); MUTB holds 82,662,800 shares (indirectly through a subsidiary, MUKAM) (indirectly through a subsidiary, MUI) (indirectly through a subsidiary, MUAMUK); MUSHD holds 4,306,219 shares (indirectly through a subsidiary, MUMSS); an (indirectly through a subsidiary, KC).

ITEM 8 Identification and Classification of Members of the Group

Not applicable.

ITEM 9 Notice of Dissolution of Group

Not applicable.

ITEM 10 Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP NO. 438128308

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2018

Mitsubishi UFJ Financial Group, Inc.

By: /s/ Hikaru Umehara

Name: Hikaru Umehara

Title: Chief Manager, Credit Risk Management Office,
Credit Policy & Planning Division

CUSIP NO. 438128308

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2018

The Bank of Tokyo-Mitsubishi UFJ, Ltd.

By: /s/ Hikaru Umehara

Name: Hikaru Umehara

Title: Chief Manager, Credit Risk Management Office,
Credit Policy & Planning Division

CUSIP NO. 438128308

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2018

HighMark Capital Management, Inc.

By: /s/ David B. Wines

Name: David B. Wines

Title: Chairman, President and CEO

CUSIP NO. 438128308

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2018

Mitsubishi UFJ Trust and Banking Corporation

By: /s/ Takayuki Yasuda

Name: Takayuki Yasuda

Title: General Manager of Trust Assets Planning
Division

CUSIP NO. 438128308

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2018

Mitsubishi UFJ Kokusai Asset Management Co., Ltd.

By: /s/ Hidemichi Kanesawa

Name: Hidemichi Kanesawa

Title: General Manager of Risk Management Division

CUSIP NO. 438128308

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2018

MU Investments Co., Ltd.

By: /s/ Yasuhiko Haraguchi

Name: Yasuhiko Haraguchi

Title: Director

CUSIP NO. 438128308

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2018

Mitsubishi UFJ Asset Management (UK) Ltd.

By: /s/ Yasunari Sonobe

Name: Yasunari Sonobe

Title: Managing Director & CE

CUSIP NO. 438128308

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2018

Mitsubishi UFJ Securities Holdings Co., Ltd.

By: /s/ Morio Hara

Name: Morio Hara

Title: Deputy General Manager of Corporate Planning
Division

CUSIP NO. 438128308

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2018

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.

By: /s/ Morio Hara

Name: Morio Hara

Title: Deputy General Manager of Corporate Planning Division

CUSIP NO. 438128308

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2018

kabu.com Securities Co., Ltd.

By: /s/ Takeshi Amemiya

Name: Takeshi Amemiya

Title: General Manager of Corporate Administration