

ADVANTEST CORP
Form SC 13G/A
February 12, 2016

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

ADVANTEST CORPORATION

(Name of Issuer)

Common Stock

(Title of Class of Securities)

00762U200

(CUSIP Number)

December 31, 2015

(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. 00762U200 13G

NAMES OF REPORTING PERSONS

1.

Sumitomo Mitsui Trust Holdings, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Japan

SOLE VOTING POWER

5.

10,132,624

SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH

6.

- 0 -

7. SOLE DISPOSITIVE POWER

15,972,024

SHARED DISPOSITIVE
POWER

8.

- 0 -

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

9.

15,972,024

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

9.1%

TYPE OF REPORTING PERSON (See Instructions)

12.

HC, FI

Item 1(a). Name of Issuer:

ADVANTEST CORPORATION

Item 1(b). Address of Issuer's Principal Executive Offices:

Shin-Marunouchi Center Building
1-6-2 Marunouchi
Chiyoda-ku
Tokyo 100-0005
Japan

Item 2(a). Name of Person Filing:

Sumitomo Mitsui Trust Holdings, Inc.

Item 2(b). Address of Principal Business Office or, if None, Residence:

1-4 Marunouchi 1-chome
Chiyoda-ku
Tokyo 100-8233
Japan

Item 2(c). Citizenship:

Japan

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

00762U200

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (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).

Item 4. Ownership.

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

(a) Amount beneficially owned: 15,972,024

(b) Percent of class: 9.1%

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

(i) Sole power to vote or to direct the vote: 10,132,624

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

(iii) Sole power to dispose or to direct the disposition of: 15,972,024

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

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

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.

See Exhibit A.

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, other than activities solely in connection with a nomination under § 240.14a-11.

By signing below I certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to banks, investment advisers and parent holding companies is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution(s). I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

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 12, 2016
(Date)

Sumitomo Mitsui Trust Holdings, Inc.
(Company Name)

/s/ Kiwafumi Shimizu
(Signature)

Senior Manager of Risk Management Dept
(Name/Title)

Exhibit A

Pursuant to the instructions in Item 7 of Schedule 13G, (a) Sumitomo Mitsui Trust Bank, Limited is classified as a bank in accordance with §240.13d-1(b)(1)(ii)(B) and as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J) and each of (b) Sumitomo Mitsui Trust Asset Management Co., Ltd. and (c) Nikko Asset Management Co., Ltd. is classified as an investment adviser in accordance with §240.13d-1(b)(1)(ii)(E) and as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).