

Tokki Corp.
Form CB/A
August 06, 2010

**UNITED STATES SECURITIES
AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form CB
TENDER OFFER/RIGHTS OFFERING
NOTIFICATION FORM
(Amendment No. 2)**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

| | |
|-------------------------------------------------------|----------------------------------|
| Securities Act Rule 801 (Rights Offering) | <input type="radio"/> |
| Securities Act Rule 802 (Exchange Offer) | <input checked="" type="radio"/> |
| Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer) | <input type="radio"/> |
| Exchange Act Rule 14d-1(c) (Third Party Tender Offer) | <input type="radio"/> |
| Exchange Act Rule 14e-2(d) (Subject Company Response) | <input type="radio"/> |

Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8)
Tokki Kabushiki Kaisha

(Name of Subject Company)
Tokki Corporation

(Translation of Subject Company's Name into English (if applicable))
Japan

(Jurisdiction of Subject Company's Incorporation or Organization)
Canon Inc.

(Name of Person(s) Furnishing Form)
Common Stock

(Title of Class of Subject Securities)
Not applicable.

(CUSIP Number of Class of Securities (if applicable))
Shunji Shimbo
Director of Finance and Accounting Division
Tokki Corporation
10-1 Shinko-cho Mitsuke-shi,
Niigata 954-0076, Japan
+81-258-61-5050

(Name, Address (including zip code) and Telephone Number (including area code) of Person(s)
Authorized to Receive Notices and Communications on Behalf of Subject Company)
Copies to:

Shinichiro Hanabusa
General Manager
Consolidated Accounting Division
Canon Inc.
30-2, Shimomaruko 3-Chome,

Theodore A. Paradise, Esq.
Davis Polk & Wardwell LLP
Izumi Garden Tower 33F
6-1, Roppongi 1-Chome
Minato-ku, Tokyo 106-6033, Japan

Edgar Filing: Tokki Corp. - Form CB/A

Ohta-ku, Tokyo 146-8501, Japan
+81-3-3758-2111

+81-3-5561-4421

N/A

(Date Tender Offer/Rights Offering Commenced)

This Amendment No. 2 amends the Form CB submitted on June 29, 2010 and the Amendment No. 1 submitted on June 30, 2010 by Canon Inc. to the Securities and Exchange Commission.

PART I - INFORMATION SENT TO SECURITY HOLDERS

Item 1. Home Jurisdiction Documents

Exhibit I-1: Canon Inc. s and Tokki Corporation s press release titled Announcement of Execution of Share Exchange Agreement under which Canon Inc. Will Make Tokki Corporation Its Wholly Owned Subsidiary , dated June 28, 2010. *

Exhibit I-2: Tokki Corporation s Notice of Convocation of the Extraordinary General Meeting of Shareholders dated August 5, 2010.

* Previously submitted.

Item 2. Informational Legends

Included in Exhibits I-1 and I-2.

PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

(1) Exhibit II-1: Tokki Corporation s Extraordinary Report Concerning Execution of a Share Exchange Agreement, dated June 28, 2010. *

Exhibit II-2: Tokki Corporation s Public Notice to Set a Record Date for an Extraordinary General Meeting of Shareholders dated June 29, 2010. *

Exhibit II-3: Tokki Corporation s Public Notice of Share Exchange dated August 5, 2010.

Exhibit II-4: Share Exchange Agreement entered into by and between Canon Inc. and Tokki Corporation, dated June 28, 2010 and made available pursuant to Article 782, Paragraph 1 of the Japanese Companies Law.

Exhibit II-5: Other documents made available by Tokki Corporation relating to the matters specified in Article 782, Paragraph 1 of the Japanese Companies Law.

* Previously submitted.

(2) Not applicable.

(3) Not applicable.

PART III - CONSENT TO SERVICE OF PROCESS

(1) Written irrevocable consent and power of attorney on Form F-X filed with the Commission on June 29, 2010.

(2) Not applicable.

PART IV - SIGNATURES

After due 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.

/s/ Toshizo Tanaka
(Signature)

Toshizo Tanaka
Executive Vice President and CFO
(Name and Title)

August 6, 2010
(Date)