

ORIX CORP  
Form 6-K  
June 24, 2011  
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# **SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

## **FORM 6-K**

### **REPORT OF FOREIGN PRIVATE ISSUER**

**Pursuant to Rule 13a-16 or 15d-16 OF  
THE SECURITIES EXCHANGE Act of 1934**

**For the month of June 2011.**

## **ORIX Corporation**

**(Translation of Registrant's Name into English)**

**Mita NN Bldg., 4-1-23 Shiba, Minato-Ku, Tokyo, JAPAN**

**(Address of Principal Executive Offices)**

## Edgar Filing: ORIX CORP - Form 6-K

(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 whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes ☐ No ☒

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| 1. <u>English press release entitled, Filing of Extraordinary Report</u> |             |

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**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.

**ORIX Corporation**

Date: June 24, 2011

By /s/ Haruyuki Urata  
Haruyuki Urata  
Director  
Deputy President & CFO  
ORIX Corporation

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June 24, 2011

**FOR IMMEDIATE RELEASE**

**Contact Information:**

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**Filing of Extraordinary Report**

TOKYO, Japan June 24, 2011 ORIX Corporation (TSE: 8591; NYSE: IX), a leading integrated financial services group, announced today that it filed an extraordinary report with the Director-General of the Kanto Financial Bureau in Japan concerning the results of the exercise of voting rights at the 48<sup>th</sup> General Meeting of Shareholders of ORIX Corporation held on June 22, 2011 (the Meeting ).

**1. Reason for Filing**

Given that the resolutions were made for proposals to be acted upon at the Meeting, ORIX Corporation filed the extraordinary report pursuant to Article 24-5, Paragraph 4, of the Financial Instruments and Exchange Act of Japan and Article 19, Paragraph 2, Item 9-2 of the Cabinet Office Ordinance on Disclosure of Corporate Information, etc.

**2. Description of Report**

(1) Date on which the Meeting was held  
June 22, 2011

**(2) Matters Resolved**

**Proposal 1: Partial Amendment to the Articles of Incorporation**

In the interest of increasing the efficiency of public notice, Articles of Incorporation Article 37 (Method of Public Notice) was amended to electronic notice as the method of public notice.

**Proposal 2: Election of 13 Directors**

Messrs. Yoshihiko Miyauchi, Makoto Inoue, Haruyuki Urata, Hiroaki Nishina, Kazuo Kojima, Yoshiyuki Yamaya, Yoshinori Yokoyama, Hirotaka Takeuchi, Takeshi Sasaki, Robert Feldman, Takeshi Niinami and Ms. Eiko Tsujiyama were reelected and reappointed as Directors, and Mr. Tamio Umaki was newly elected and appointed as a Director.

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- (3) Number of voting rights for Approval, Disapproval and Abstentions in the Matters to be Resolved, and the requirements for Approval and voting results thereof

| Matters to be Resolved                             | Number of Approvals<br>(units) | Number of Disapprovals<br>(units) | Number of Abstentions<br>(units) | Approval Rate<br>(%) | Voting Result |
|----------------------------------------------------|--------------------------------|-----------------------------------|----------------------------------|----------------------|---------------|
| Proposal 1                                         |                                |                                   |                                  |                      |               |
| Partial Amendment to the Articles of Incorporation | 8,492,708                      | 1,481                             | 4,636                            | 99.74                | Approved      |
| Proposal 2                                         |                                |                                   |                                  |                      |               |
| Election of 13 Directors                           |                                |                                   |                                  |                      |               |
| Yoshihiko Miyauchi                                 | 7,787,814                      | 706,857                           | 4,524                            | 91.47                | Approved      |
| Makoto Inoue                                       | 8,416,048                      | 78,623                            | 4,524                            | 98.84                | Approved      |
| Haruyuki Urata                                     | 8,415,887                      | 78,784                            | 4,524                            | 98.84                | Approved      |
| Hiroaki Nishina                                    | 8,415,597                      | 79,074                            | 4,524                            | 98.84                | Approved      |
| Kazuo Kojima                                       | 8,415,551                      | 79,120                            | 4,524                            | 98.84                | Approved      |
| Yoshiyuki Yamaya                                   | 8,415,608                      | 79,063                            | 4,524                            | 98.84                | Approved      |
| Tamio Umaki                                        | 8,415,542                      | 79,129                            | 4,524                            | 98.84                | Approved      |
| Yoshinori Yokoyama                                 | 8,389,451                      | 105,219                           | 4,524                            | 98.53                | Approved      |
| Hiroataka Takeuchi                                 | 8,397,692                      | 96,978                            | 4,524                            | 98.63                | Approved      |
| Takeshi Sasaki                                     | 8,431,351                      | 63,319                            | 4,524                            | 99.02                | Approved      |
| Eiko Tsujiyama                                     | 8,430,222                      | 64,448                            | 4,524                            | 99.01                | Approved      |
| Robert Feldman                                     | 8,428,280                      | 66,390                            | 4,524                            | 98.99                | Approved      |
| Takeshi Niinami                                    | 8,426,593                      | 68,077                            | 4,524                            | 98.97                | Approved      |

(Notes) Approval requirements for the adoption of each proposal are as follows;

Approval of not less than two-thirds (2/3) of the voting rights held by the shareholders present at the Meeting who hold in aggregate not less than one-third (1/3) of the voting rights of the shareholders entitled to exercise their voting rights, is required for the adoption of Proposal 1.

Approval of a majority of the voting rights held by the shareholders present at the Meeting who hold in aggregate not less than one-third (1/3) of the voting rights of the shareholders entitled to exercise their voting rights, is required for the adoption of Proposal 2.

- (4) Reason for Not Counting a Portion of the Voting Rights of the Shareholders Present at the General Meeting of Shareholders  
Since the results of all the proposals were conclusively decided by the exercise of the voting rights prior to the Meeting and a portion of shareholders in attendance at the Meeting, only the number of voting rights for approval, disapproval and abstentions of the shareholders present at the Meeting, which ORIX Corporation was able to confirm, including those of the shareholders present by proxy and of officers, etc. present, has been counted.

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**About ORIX**

ORIX Corporation (TSE: 8591; NYSE: IX) is an integrated financial services group based in Tokyo, Japan, providing innovative value-added products and services to both corporate and retail customers. With operations in 27 countries and regions worldwide, ORIX's activities include corporate financial services, such as leases and loans, as well as automobile operations, rental operations, real estate, life insurance, trust and banking and loan servicing. For more details, please visit our website at: <http://www.orix.co.jp/grp/en>

These documents may contain forward-looking statements about expected future events and financial results that involve risks and uncertainties. Such statements are based on our current expectations and are subject to uncertainties and risks that could cause actual results to differ materially from those described in the forward-looking statements. Factors that could cause such a difference include, but are not limited to, those described under "Risk Factors" in the Company's annual report on Form 20-F filed with the United States Securities and Exchange Commission and under "4. Risk Factors" of the "Summary of Consolidated Financial Results" of the "Consolidated Financial Results April 1, 2010 – March 31, 2011."

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