

TREND MICRO INC
Form 20-F/A
September 30, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 20-F/A

(Mark One)

Registration statement pursuant to Section 12(b) or 12(g) of the Securities Exchange Act of 1934

or

Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2003

or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission file number 333-10486

TREND MICRO KABUSHIKI KAISHA

(Exact Name of Registrant as Specified in Its Charter)

TREND MICRO INCORPORATED

(Translation of Registrant's Name Into English)

JAPAN

(Jurisdiction of Incorporation or Organization)

Shinjuku MAYNDS Tower, 1-1, Yoyogi 2-chome, Shibuya-ku, Tokyo

151-0053, Japan

(Address of Principal Executive Offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| <u>Title of Each Class</u> | <u>Name of Each Exchange on Which Registered</u> |
|----------------------------|--|
| None | None |

Securities registered or to be registered pursuant to Section 12(g) of the Act:

(1) Common Stock*

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

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Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of December 31, 2003, 130,661,453 shares of common stock were outstanding, including 864,000 American Depositary Shares represented by 864,000 shares of common stock.

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

All information contained in this report is as of December 31, 2003 or for the year ended December 31, 2003 unless the context otherwise indicates. In tables appearing in this annual report, figures may not add up to totals due to rounding.

* Not for trading, but only in connection with the registration of American Depositary Shares, each of which represents one share of Common Stock.

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Trend Micro Incorporated hereby amends its annual report on Form 20-F filed with the Securities and Exchange Commission on June 1, 2004, to file an additional exhibit as Exhibit 15.1. This amendment is filed for the purpose of updating Item 15. Controls and Procedures and Item 19. Exhibits .

PART II

Item 15. Controls and Procedures.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the U.S. Securities Exchange Act of 1934) as of December 31, 2003. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective as of that date.

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) under the U.S. Securities Exchange Act of 1934) occurred during the year ended December 31, 2003 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART III
Item 19. Exhibits.

Exhibits

| Exhibit Number | Document |
|-------------------|---|
| 1.1* | Articles of Incorporation of Trend Micro (English translation) |
| 1.2** | Share Handling Regulations of Trend Micro, as amended (English translation) |
| 1.3***** | Regulations of the Board of Directors of Trend Micro, as amended (English translation) |
| 1.4***** | Regulations of the Board of Corporate Auditors of Trend Micro, as amended (English translation) |
| 2.1*** | Specimen Common Stock Certificates |
| 2.2**** | Form of Deposit Agreement among Trend Micro, The Bank of New York as depository and all owners and holders from time to time of American Depositary Receipts, including the form of American Depositary Receipt |
| 4.1*****+ | Basic Agreement on Continual Sale and Purchase of Goods dated October 1, 1999, between Trend Micro Incorporated and SOFTBANK BB (formerly known as SOFTBANK COMMERCE CORP.), and related agreements |
| 4.2** | Limited Liability Agreement dated April 28, 2003, between Trend Micro Incorporated and Edward Tian |
| 8.1***** | List of subsidiaries of Trend Micro |
| 11.1***** | Code of Conduct |
| 12.1 | Certification of the principal executive officer of Trend Micro required by Rule 13a-14(a) |
| 12.2 | Certification of the principal financial officer of Trend Micro required by Rule 13a-14(a) |
| 13.1 | Certification of the chief executive officer required by Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code |
| 13.2 | Certification of the chief financial officer required by Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code |
| 15.1 | Consent of Independent Registered Public Accounting Firm |

* Incorporated by reference to the corresponding exhibit to Trend Micro's Form S-8 Registration Statement (File No. 333-115782) filed on May 24, 2004.

** Incorporated by reference to the corresponding exhibit to our annual report of Form 20-F (File No. 333-10486) filed on June 30, 2003.

*** Incorporated by reference to the corresponding exhibit to our annual report on Form 20-F (File No. 333-10486) filed on June 29, 2001.

**** Incorporated by reference to the corresponding exhibit to our Amendment No. 1 to Registration Statement on Form F-6 (File No. 333-10492) filed on June 22, 2001.

***** Incorporated by reference to the corresponding exhibit to our Amendment No. 2 to the Form F-1 Registration Statement (File No. 333-10568) filed on May 22, 2000.

***** Incorporated by reference to the corresponding exhibit to our annual report on Form 20-F (File No. 333-10486) filed on June 1, 2004.

+ Confidential treatment granted for a portion of these documents.

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We have not included as exhibits certain instruments with respect to our long-term debt, the amount of debt authorized under each of which does not exceed 10% of our total assets, and we agree to furnish a copy of any such instrument to the Securities and Exchange Commission upon request.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant certifies that it meets all of the requirements for filing on Form 20-F/A and has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

TREND MICRO INCORPORATED

By: /s/ Mahendra Negi

Name: Mahendra Negi
Title: Representative Director
Chief Financial Officer and
Executive Vice President

Date: September 30, 2004

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