

HONDA MOTOR CO LTD
Form 6-K
February 23, 2015
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No.1-7628

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16

UNDER THE SECURITIES EXCHANGE ACT OF 1934

FOR THE MONTH OF FEBRUARY 2015

COMMISSION FILE NUMBER: 1-07628

HONDA GIKEN KOGYO KABUSHIKI KAISHA

(Name of registrant)

HONDA MOTOR CO., LTD.

(Translation of registrant's name into English)

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

(Address of principal executive offices)

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 if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

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Exhibit 1:

The Board of Directors of Honda Motor Co., Ltd. (the Company), at its meeting held on February 23, 2015, has decided on changes in its Operating Officers as of April 1, 2015 and its Directors as of June 2015. Those changes in its Directors as of June 2015 are subject to approval at the General Meeting of Shareholders of the Company scheduled to be held in June 2015.

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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.

HONDA GIKEN KOGYO KABUSHIKI KAISHA
(HONDA MOTOR CO., LTD.)

/s/ Hideo Moroe
Hideo Moroe
General Manager
Finance Division
Honda Motor Co., Ltd.

Date: February 23, 2015

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[Translation]

February 23, 2015

To: Shareholders of Honda Motor Co., Ltd.

From: Honda Motor Co., Ltd.
1-1, Minami-Aoyama 2-chome,
Minato-ku, Tokyo, 107-8556
Takanobu Ito
President and Representative Director

Notice Concerning Management Changes

The Board of Directors of Honda Motor Co., Ltd. (the Company), at its meeting held on February 23, 2015, has decided on changes in its Operating Officers as of April 1, 2015 and its Directors as of June 2015. Those changes in its Directors as of June 2015 are subject to approval at the General Meeting of Shareholders of the Company scheduled to be held in June 2015.

Particulars

1. Changes in Board Members

<As of June 2015>

Planned changes in Representative Directors

| Name | New Title | Current Title |
|------------------|-----------------------------------------------------|-------------------------------------------------------------------|
| Takahiro Hachigo | President, Chief Executive Officer | Managing Officer |
| Takanobu Ito | and Representative Director Director and Advisor | President, Chief Executive Officer and Representative Director |

Mr. Takahiro Hachigo is to become a Senior Operating Officer on April 1, 2015.

Mr. Takahiro Hachigo is also one of the candidates (along with those mentioned hereafter) to be newly appointed a Director, subject to approval at the General Meeting of Shareholders scheduled to be held in June 2015.

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Planned changes in Directors

Directors (not including Representative Directors) to be newly appointed

| Name | New Title | Current Title |
|---------------------|--------------------------------------|-----------------------------------------|
| Koichi Fukuo | Senior Managing Officer and Director | Senior Managing Officer |
| Yoshiyuki Matsumoto | Senior Managing Officer and Director | Managing Officer |
| Yoshi Yamane | Senior Managing Officer and Director | Managing Officer |
| Masayuki Igarashi | Operating Officer and Director | Director of Asian Honda Motor Co., Ltd. |

Mr. Masayuki Igarashi is to become an Operating Officer on April 1, 2015.

Directors to retire

| Name | New Title | Current Title |
|--------------------|------------------|--------------------------------------|
| Takashi Yamamoto | | Senior Managing Officer and Director |
| Yoshiharu Yamamoto | | Senior Managing Officer and Director |
| Toshihiko Nonaka | Managing Officer | Managing Officer and Director |
| Yuji Shiga | | Operating Officer and Director |

Mr. Toshihiko Nonaka is expected to assume the office of President, Chief Executive Officer and Representative Director of Honda Engineering Co., Ltd. as of April 1, 2015.

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2. Planned changes in Corporate Auditors

<As of June 2015>

Corporate Auditors to be newly appointed

| Name | New Title | Current Title and Background |
|---------------|-------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Hideo Takaura | Corporate Auditor | Certified Public Accountant, Hideo Takaura Office; Auditor, Innovation Network Corporation of Japan (INCJ); Auditor, The Uehara Memorial Foundation |
| Mayumi Tamura | Corporate Auditor | Former Executive Officer, Senior Vice President and Chief Financial Officer of Walmart Japan Holdings GK; Former Executive Officer, Senior Vice President and Chief Financial Officer of Seiyu GK |

Mr. Hideo Takaura and Ms. Mayumi Tamura are candidates for the position of outside corporate auditors defined under the provision of the Companies Act.

Corporate Auditors to retire

| Name | Current Title |
|--------------------|----------------------|
| Hirotake Abe | Corporate Auditor |
| Tomochika Iwashita | Corporate Auditor |

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3. Planned changes in Operating Officers

<As of April 1, 2015>

Operating Officers to change titles

| Name | New Title | Current Title |
|------------------------------------------|-------------------------------|--------------------------------|
| Takuji Yamada | Senior Managing Officer | Managing Officer |
| Yoshiyuki Matsumoto | Senior Managing Officer | Managing Officer |
| Toshiaki Mikoshiba | Senior Managing Officer | Managing Officer |
| Yoshi Yamane | Senior Managing Officer | Managing Officer |
| Takahiro Hachigo | Senior Managing Officer | Managing Officer |
| Takashi Sekiguchi | Managing Officer | Operating Officer |
| Soichiro Takizawa | Managing Officer | Operating Officer |
| Kohei Takeuchi | Managing Officer and Director | Operating Officer and Director |
| Operating Officers to be newly appointed | | |

| Name | New Title | Current Title |
|--------------------------------|-------------------|--------------------------------------------------------------------------------|
| Kazuhiro Odaka | Operating Officer | General Manager of Associate Relations Division of Business Support Operations |
| Masayuki Igarashi | Operating Officer | Director of Asian Honda Motor Co., Ltd. |
| Hiroyuki Kachi | Operating Officer | Senior Vice President & Director of Honda Cars India Ltd. |
| <As of June 2015> | | |

Operating Officer to be promoted

| Name | New Title | Current Title and Background |
|------------------|------------------------------------|-------------------------------------|
| Takahiro Hachigo | President, Chief Executive Officer | Managing Officer |

and Representative Director

Mr. Takahiro Hachigo is to become a Senior Operating Officer on April 1, 2015.

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Resume of Representative Director Candidate

As of February 23, 2015

Takahiro HACHIGO

Date of Birth: May 19, 1959 (55 years old)

Professional Experience:

| | | |
|-----------------|-------------|-----------------------------------------------------------------------------------------------------|
| April | 1982 | Joined Honda Motor Co., Ltd. |
| April | 2006 | Operating Officer, Honda R&D Co., Ltd. |
| April | 2007 | Managing Officer, Honda R&D Co., Ltd. |
| April | 2008 | General Manager, Automobile Purchasing Division II, Honda Motor Co., Ltd. |
| June | 2008 | Operating Officer, Honda Motor Co., Ltd. |
| April | 2010 | General Manager, Purchasing Division II, Honda Motor Co., Ltd. |
| April | 2011 | General Manager, Suzuka Factory, Production Operations, Honda Motor Co., Ltd. |
| April | 2012 | Vice President and Director, Honda Motor Europe Ltd. |
| September | 2012 | Managing Officer, Honda R&D Co., Ltd.; |
| | | President and Director, Honda R&D Europe (U.K.) Ltd. |
| April | 2013 | Representative of Development, Purchasing and Production (China), Honda Motor Co., Ltd.; |
| | | Vice President, Honda Motor (China) Investment Co., Ltd. |
| November | 2013 | Vice President, Honda Motor Technology (China) Co., Ltd. |
| April | 2014 | Managing Officer, Honda Motor Co., Ltd. |

*Current responsibilities in boldface