

HITACHI LTD
Form 6-K
June 27, 2011
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FORM 6-K
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**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

Commission File Number 1-8320

Hitachi, Ltd.

(Translation of registrant's name into English)

6-6, Marunouchi 1-chome, Chiyoda-ku, Tokyo 100-8280, 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):

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

Yes No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____

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This report on Form 6-K contains the following:

1. Translation of extraordinary report filed with the Japanese government pursuant to the Financial Instruments and Exchange Act of Japan

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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.

Hitachi, Ltd.
(Registrant)

Date June 27, 2011

By /s/ Toshiaki Kuzuoka
Toshiaki Kuzuoka
Senior Vice President and Executive Officer

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(Translation)

Extraordinary Report
pursuant to the Financial Instruments and Exchange Act of Japan
(June 27, 2011)
Hitachi, Ltd.
Tokyo, Japan

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1. Reason for filing

Resolutions were made for the proposals at the 142nd ordinary general meeting of the shareholders held on June 24, 2011 (the Meeting). Therefore Hitachi, Ltd. (Hitachi) filed an 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 Concerning Disclosure of Corporate Affairs, etc.

2. Contents of Report

(1) Date of the Meeting held: June 24, 2011

(2) Matters to be resolved

<Company Proposal>

Item No. 1 Election of 13 Directors due to expiration of the term of office of all Directors

Thirteen Director nominees were Mr. Takashi Kawamura, Ms. Yoshie Ota, Mr. Mitsuo Ohashi, Mr. Nobuo Katsumata, Mr. Tohru Motobayashi, Mr. Isao Ono, Sir Stephen Gomersall, Mr. Tadamichi Sakiyama, Mr. Masaharu Sumikawa, Mr. Hiroaki Nakanishi, Mr. Michiharu Nakamura, Mr. Takashi Hatchoji and Mr. Takashi Miyoshi. Ms. Yoshie Ota, Mr. Mitsuo Ohashi, Mr. Nobuo Katsumata and Mr. Tohru Motobayashi were nominees who fulfill the qualification requirements to be outside director nominees as provided for in Article 2, Paragraph 3, Item 7 of the Enforcement Regulations of the Companies Act.

<Shareholder Proposal>

Item No. 2 Removal of 1 Director

This Item proposes removal of Director Takashi Miyoshi.

(3) Number of voting rights indicating for, against or abstain, requirements for approving the proposals; and Results of resolutions, etc.

(i) Voting rights as of the record date (March 31, 2011)

Number of shareholders who are entitled to vote: 352,668

Total number of voting rights: 4,488,835

(ii) Voting rights exercised

| | Voting rights exercised by the previous day of the Meeting | Voting rights of shareholders who attended the Meeting | Total |
|-------------------------|--|--|-----------|
| Number of shareholders | 125,250 | 1,889 | 127,139 |
| Number of voting rights | 2,704,685 | 546,923 | 3,251,608 |

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(iii) Results of resolutions

| Proposals | Number of voting rights indicating for, | | | Ratio of favorable votes (note 4) | Results |
|---|---|--------------------|----------|-----------------------------------|-------------|
| | For | against or Abstain | (note 3) | | |
| <Company Proposal> Item No. 1 (note 1) | | | | | |
| Takashi Kawamura | 2,998,464 | 200,230 | 6,132 | 92.21% | Approved |
| Yoshie Ota | 3,069,025 | 132,709 | 3,094 | 94.38% | Approved |
| Mitsuo Ohashi | 3,069,772 | 131,962 | 3,094 | 94.41% | Approved |
| Nobuo Katsumata | 3,063,345 | 138,389 | 3,094 | 94.21% | Approved |
| Tohru Motobayashi | 2,480,093 | 718,592 | 6,132 | 76.27% | Approved |
| Isao Ono | 3,019,363 | 179,333 | 6,132 | 92.86% | Approved |
| Stephen Gomersall | 3,006,480 | 192,216 | 6,132 | 92.46% | Approved |
| Tadamichi Sakiyama | 2,785,386 | 413,301 | 6,137 | 85.66% | Approved |
| Masaharu Sumikawa | 3,019,180 | 179,516 | 6,132 | 92.85% | Approved |
| Hiroaki Nakanishi | 2,957,818 | 240,874 | 6,132 | 90.96% | Approved |
| Michiharu Nakamura | 3,012,287 | 186,409 | 6,132 | 92.64% | Approved |
| Takashi Hatchoji | 3,018,464 | 180,232 | 6,132 | 92.83% | Approved |
| Takashi Miyoshi | 3,006,490 | 192,205 | 6,133 | 92.46% | Approved |
| <Shareholder Proposal> Item No. 2 (note 2) | | | | | |
| | 178,519 | 3,024,927 | 4,717 | 5.49% | Disapproved |

Notes:

1. Pursuant to the Companies Act and the articles of incorporation of Hitachi, for the adoption of resolutions to approve Item No. 1, the presence of shareholders representing one-third or more of the voting rights of shareholders who are entitled to vote and a majority of the votes for the proposal by such shareholders are required.
2. Pursuant to the Companies Act and the articles of incorporation of Hitachi, for the adoption of resolution to approve Item No. 2, the presence of shareholders representing a majority of the voting rights of shareholders who are entitled to vote and a majority of the votes for the proposal by such shareholders are required.
3. Requirements for the resolutions were met by the voting rights exercised prior to the date of the Meeting and voting rights of shareholders who attended the Meeting of which Hitachi identified the indication. Therefore, other voting rights are not included in the number of voting rights indicating for, against or abstain.
4. Ratio of favorable votes is the percentage of the number of voting rights indicating for to the sum of the number of voting rights exercised by the previous day of the Meeting and the number of voting rights of shareholders who attended the Meeting.