

MAKITA CORP
Form 6-K
June 04, 2012

UNITED STATES 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 June, 2012

Commission file number 0-12602

MAKITA CORPORATION

(Translation of registrant's name into English)

3-11-8, Sumiyoshi-cho, Anjo City, Aichi Prefecture, Japan

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover 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-

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.

MAKITA CORPORATION
(Registrant)

By: /s/ Masahiko Goto
Masahiko Goto
President, Representative Director and
Chief Executive Officer

Date: June 4, 2012

(Summary English Translation of the Notice of the 100th Ordinary General Meeting of Shareholders Originally Issued in Japanese Language)

MAKITA CORPORATION

(Stock code: 6586)

June 4, 2012

To the Shareholders of

MAKITA CORPORATION

NOTICE OF THE 100TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are respectfully requested to attend the 100th Ordinary General Meeting of Shareholders of MAKITA CORPORATION, which is hereby announced.

If you do not expect to attend the meeting, you may exercise your voting rights through the enclosed voting form. Please review the accompanying information and send the enclosed voting form to us by return mail after indicating your vote for or against the proposition.

Masahiko Goto

President

MAKITA CORPORATION

3-11-8, Sumiyoshi-cho, Anjo City,

Aichi Prefecture, 446-8502, Japan

1. **Date and Time:** 10 a.m., Tuesday, June 26, 2012
2. **Place:** Head Office of MAKITA CORPORATION, 5th Floor
3-11-8, Sumiyoshi-cho, Anjo City,
Aichi Prefecture, 446-8502, Japan

3. **Agenda:**

Items to be Reported:

1. The Business Report, Consolidated Financial Statements for the 100th term (from April 1, 2011 to March 31, 2012) and the Audit Reports on such Consolidated Financial Statements by the Accounting Auditors and the Board of Statutory Auditors
2. The Non-consolidated Financial Statements for the 100th term

Items to be Resolved:

- No.1** Appropriations of Surplus
- No.2** Election of 3 Statutory Auditors
- No.3** Payment of Bonus to Directors

BUSINESS REPORT

(From April 1, 2011 to March 31, 2012)

1. Matters on the Current Status of Makita

(1) Progress and Results of Operations

In the term ended March 31, 2012, the economy in Western Europe, which was once on a recovery trend, slowed down due to the effects of financial crisis etc. However, German economy grew steadily, supported by strong exports due to the depreciation of the euro. The Russian economy continued to be in good condition thanks to rising crude oil prices. In the United States, the economy remained sluggish because the housing market was still weak, though consumer spending showed some signs of recovery. In Asia and Central and South America, robust capital investments and favorable exports kept the economy growing, but the growth pace slowed due to credit tightening in China and Brazil and the flooding in Thailand. In Japan, the economy didn't attain the full-scale recovery because exports remained weak due to the yen's unprecedented appreciation against the Euro and the U.S. dollar, though consumer spending gradually recovered after the Great East Japan Earthquake in March 2011.

Under these circumstances, in development side, Makita Corporation (the Company) and its consolidated subsidiaries (collectively Makita) continuously expanded its product lines, including those of power tools, rechargeable tools and gardening equipment through the development of smaller and lighter tools or tools with lower noise and vibration. In addition, we set up a development and experimental center for gardening equipment at Nisshin Office (Aichi) in October 2011 to upgrade and extend the product line-ups of engine-powered gardening equipment. In production side, we strengthened our quality control system to continuously produce high-quality brands, while improving a production system so that we could flexibly respond to a change in demand. In sales side, we improved the sales network in China and set up a subsidiary in Slovenia to strengthen its sales system in Balkan countries. Through these steps, we strove to maintain and improve our system of providing sales and after-sales services from immediate proximity to the customers, which had already been our forte.

Our consolidated net sales for this year increased by 8.5% to 295,711 million yen compared to the same period of the previous year. This was because of the rollout of attractive new products as well as the success in expanding sales by making the most of our sales and after-sales service structures that have always been our strong point, although the yen's appreciation resulted in a decline in our overseas sales. Operating income increased by 15.8% to 48,516 million yen (operating income ratio: 16.4%). This was mainly because of a leap in capacity utilization at the plant as well as an increase in net sales. Meanwhile, because of an increase in non-operating expenses, such as foreign exchange losses of 2,150 million yen due to a drastic appreciation of the yen and realized losses on securities of 652 million yen due to a fall in share prices, income before income taxes and net income attributable to Makita Corporation increased by 9.9% to 46,963 million yen (income before income taxes ratio: 15.9%) and by 8.7% to 32,497 million yen (net income attributable to Makita Corporation ratio: 11.0%), respectively.

Net sales results by region were as follows:

Net sales in Japan increased by 15.4% to 53,175 million yen compared to the same period of the previous year, a record amount. This was because of the favorable sales of lithium-ion battery products, the best product line-ups in the industry, and increased demand from post-quake restoration and reconstruction efforts.

Net sales in Europe increased by 6.3% to 123,251 million yen compared to the same period of the previous year. This was due to steady sales in Russia, though demand in Western countries, such as Germany and the U.K., slowed down in the latter half of the current year.

Net sales in North America increased by 1.0% to 37,475 million yen compared to the same period of the previous year. This was primarily because our sales, mainly lithium-ion battery products, remained robust amid sluggish housing market, though our sales suffered a decline in value due to the yen's appreciation.

Net sales in Asia increased by 12.7% to 26,013 million yen compared to the same period of the previous year. This was because demand steadily recovered in Southeast Asian countries, though China's tight credit policy and Thailand's flooding affected our sales.

Sales situation in other regions are as follows. Net sales in Central and South America and Oceania increased by 15.2% to 23,370 million yen and by 15.6% to 17,780 million yen, respectively, compared to the same period of the previous year, because demand was strong in both regions. Net sales in the Middle East and Africa decreased by 0.5% to 14,647 million yen, because economic activities stagnated due to political uncertainty.

Overall, overseas sales accounted for 82.0% of total sales.

(2) Management Challenges

In developed countries, competition among companies is expected to intensify further because recovery of demand will remain moderate. In emerging countries including Asia where construction demand is expected to expand continuously, markets with a strong orientation toward low-price products are likely to emerge. With trends in crude oil prices and the foreign exchange rates being unpredictable, Makita is expected to continue facing a challenging business environment.

Based on these situations, Makita aims to build a strong brand equity and to become a Strong Company, in other words, to become a company that can obtain and maintain worldwide market leadership as a global total supplier of power tools for professional use, pneumatic tools, and gardening equipment etc. through actively making the following efforts:

- (i) Developing new products that fully satisfy professional users by reinforcing its R&D and product development activities to deliver more user-friendly and earth-conscious power tools and gardening equipment.
- (ii) Upgrading global production organizations, which would enable Makita to respond to changing demand conditions and to achieve high quality and price competitiveness of its products; and
- (iii) Strengthening sales activities to professional users and maintaining and improving its sales and after-sales service systems, which hold leading positions in the industry.

Makita will strive to maintain a solid financial position enabling it to implement these measures, which, we believe, will lead to enhancing customer satisfaction and raising Makita's position in the industry, resulting, in turn, in the improvement of its corporate value.

In closing, we would like to thank you for your ongoing support and ask you for continued backing.

(3) Capital Expenditures

During the term, Makita allocated 13,481 million yen for its capital expenditures. These funds used by the Company amounted to 3,865 million yen. This reflected mainly capital expenditures for set up a development and experimental center for gardening equipment, and metal molds for new products. These funds also used by subsidiaries amounted to 9,616 million yen. This reflected mainly capital expenditures for buildings, machinery equipments and metal molds of China plant, and for land and buildings of Thai plant.

(4) Financial Position and Results of Operations for the Recent 3 Terms

Description	97th term	98th term	99th term	100th term
	(ended March 31, 2009)	(ended March 31, 2010)	(ended March 31, 2011)	(ended March 31, 2012)
Net sales (Millions of Yen)	294,034	245,823	272,630	295,711
Operating income (Millions of Yen)	50,075	30,390	41,909	48,516
Income before income taxes (Millions of Yen)	44,443	33,518	42,730	46,963
Net income attributable to Makita Corporation (Millions of Yen)	33,286	22,258	29,905	32,497
Earning per share (Basic) Net income attributable to Makita Corporation common shareholders (yen)	236.88	161.57	217.08	236.78
Total assets (Millions of Yen)	336,644	349,839	372,507	383,256
Total Makita Corporation Shareholders' equity (Millions of Yen)	283,485	297,207	307,149	321,253

- Notes: 1. Consolidated financial statements are prepared in accordance with United States Generally Accepted Accounting Principles.
2. Earning per share (Basic) Net income attributable to Makita Corporation common shareholders is calculated based on the average number of outstanding shares during the term.
3. Amounts of less than 1 million yen have been rounded.

(5) Significant Subsidiaries

Company Name	Capital (thousands)	Proportion of Ownership and Voting interest (%)	Principal Business
Makita U.S.A. Inc.	USD 161,400	100.0	Sales of electric power tools
Makita (U.K.) Ltd.	GBP 21,700	100.0*	Sales of electric power tools
Makita France SAS	EUR 12,436	55.0*	Sales of electric power tools
Makita Werkzeug G.m.b.H (Germany)	EUR 7,669	100.0*	Sales of electric power tools
Makita Oy (Finland)	EUR 100	100.0*	Sales of electric power tools
Makia Gulf FZE (U.A.E.)	AED 22,391	100.0	Sales of electric power tools
Makita (China) Co., Ltd.	USD 72,000	100.0	Manufacture and sales of electric power tools
Makita (Kunshan) Co., Ltd.	USD 25,000	100.0	Manufacture of electric power tools
Makita (Australia) Pty. Ltd.	AUD 13,000	100.0	Sales of electric power tools
Makita do Brasil Ferramentas Elétricas Ltda.	BRL 87,943	99.9	Manufacture and sales of electric power tools

Note: The Proportion of Ownership and Voting interest with asterisks include the shares owned by the subsidiaries.

(6) Principal Operations

Makita is primarily involved in the production and sales of electric power tools such as cordless impact drivers, rotary hammers, circular saws and angle grinders, pneumatic tools such as air nailers and tackers, gardening equipment such as hedge trimmers and petrol brushcutters, and household tools such as cordless cleaners.

(7) Principal Sales Offices and Plants

1. Makita Corporation

Head office	Anjo (Aichi)
Sales offices	Tokyo, Nagoya, Osaka
Plant	Okazaki (Aichi)

2. Subsidiaries

Name	Location
For Sales	
Makita U.S.A. Inc.	Los Angeles (United States)
Makita (U.K.) Ltd.	London (United Kingdom)
Makita France SAS	Bussy Saint-Georges (France)
Makita Werkzeug G.m.b.H	Ratingen (Germany)
Makita Oy	Helsinki (Finland)
Makita Gulf FZE	Dubai (U.A.E.)
Makita (Australia) Pty. Ltd.	Sydney (Australia)
For Production and Sales	
Makita (China) Co., Ltd.	Kunshan, Jiangsu (China)
Makita do Brasil Ferramentas Elétricas Ltda.	Ponta Grossa (Brazil)
For Production	
Makita (Kunshan) Co., Ltd.	Kunshan, Jiangsu (China)

(8) Employees

1. Employees of Makita

Number of Employees 12,563	Increase/Decrease 509 (Increase)
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2. Employees of the Company

Number of Employees 2,807	Increase/Decrease 28 (Decrease)	Average Age 40.7	Average Years of Service 18.9
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2. Shareholding Status of the Company

(1) Total Number of Shares Authorized to be Issued by the Company:	496,000,000 shares
(2) Total Number of Outstanding Shares:	135,750,518 shares
	(excluding treasury stock of 4,258,242 shares)
(3) Number of Shareholders:	14,334
(4) Major Shareholders:	

Name of Shareholders	Number of shares held (thousands of shares)	Percentage (%)
The Master Trust Bank of Japan, Ltd. (Trust account)	9,041	6.65
Japan Trustee Services Bank, Ltd. (Trust account)	7,593	5.59
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	4,213	3.10
Makita Cooperation Companies Investment Association	4,075	3.00
Maruwa, Ltd.	4,069	2.99
Nippon Life Insurance Company	4,013	2.95
JPMorgan Chase Bank 380055	3,041	2.24
Sumitomo Mitsui Banking Corporation	2,900	2.13
National Mutual Insurance Federation of Agricultural Cooperatives	2,439	1.79
Masahiko Goto	1,987	1.46

Note: The Percentage is calculated based on the total number of outstanding shares (excluding treasury stock) at the end of the term.

(5) Other Important Matters Concerning Shares

The Company purchased 2,000,000 shares of common stock for the total amount of 5,033 million yen through market transactions for the period from December 26, 2011 through January 10, 2012, pursuant to the resolution of the Board of Directors on December 22, 2011, in accordance with Article 165, Paragraph 2 of the Companies Act and Article 7 of the Articles of Incorporation of the Company, in order to enhance the performance of flexible capital management corresponding to the change in the business environment and the increase of the shareholders value through the improvement of capital efficiency.

3. Directors and Statutory Auditors of the Company
(1) Directors and Statutory Auditors

Title	Name	Position at the Company and Important Concurrent Posts
President*	Masahiko Goto	
Director	Yasuhiko Kanzaki	In charge of International Sales and General Manager of International Sales Headquarters: Europe, the Middle East, Africa Region
Managing Corporate Officer Director	Tadayoshi Torii	In charge of Production and General Manager of Production Headquarters
Managing Corporate Officer Director	Shiro Hori	In charge of International Sales and General Manager of International Sales Headquarters: America, Asia and Oceania Region
Corporate Officer Director	Tomoyasu Kato	General Manager of Research and Development Headquarters
Corporate Officer Director	Tadashi Asanuma	In charge of Domestic Sales and General Manager of Domestic Sales Marketing Headquarters
Corporate Officer Director	Hisayoshi Niwa	General Manager of Quality Headquarters
Corporate Officer Director	Shinichiro Tomita	General Manager of Purchasing Headquarters
Corporate Officer Director	Tetsuhisa Kaneko	General Manager of Production Headquarters (in charge of China plant)
Corporate Officer	Yoji Aoki	General Manager of Administration Headquarters
Director	Motohiko Yokoyama	Chairman and Representative Director of JTEKT Corporation Chairman of the Japan Machine Tool Builders Association
Standing Statutory Auditor	Toshihito Yamazoe	
Standing Statutory Auditor	Haruhito Hisatsune	Representative of Masafumi Nakamura Accountancy Firm
Statutory Auditor	Masafumi Nakamura	Council member of The Japanese Institute of Certified Public Accountants
	Michiyuki Kondo	Professor in Graduate School of Business at Aichi Shukutoku University Representative of Kondo Michiyuki Law Firm

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Statutory Auditor

Notes: 1. The asterisk denotes Representative Director.

2. In order to promote swift execution of group strategies and strengthen the business affairs of Makita, the Company has introduced the corporate officer system. Corporate officers consist of 16 members including 10 directors excluding 1 outside director.

3. Changes in important concurrent posts during the term

On June 28, 2011, the following change in Director's important concurrent post was made.

Name