

INTERNET INITIATIVE JAPAN INC

Form 6-K

April 20, 2005

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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 under
the Securities Exchange Act of 1934**

For April 20, 2005

Commission File Number: 0-30204

Internet Initiative Japan Inc.

(Translation of registrant's name into English)

Jinbocho Mitsui Bldg. 1-105 Kanda Jinbo-cho, Chiyoda-ku, Tokyo 101-0051, 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):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

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):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

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

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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EXHIBIT INDEX

SIGNATURES

EX-1 Internet Initiative Japan Inc. and Subsidiaries

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EXHIBIT INDEX

| Exhibit | Date | Description of Exhibit |
|---------|------------|---|
| 1 | 2005/04/20 | Internet Initiative Japan Inc. and Subsidiaries - Consolidated Balance Sheets as of March 31, 2003 (Restated) and 2004 (Restated), and Related Consolidated Statements of Operations, Shareholders Equity (Capital Deficiency), and Cash Flows for Each of the Three Years in the Period Ended March 31, 2004 (Restated), and Report of Independent Registered Public Accounting Firm |

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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.

Internet Initiative Japan Inc.

Date: April 20, 2005

By: /s/ Koichi Suzuki
Koichi Suzuki
President, Chief Executive Officer and
Representative Director