SUZUKI KOICHI Form SC 13G/A January 04, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 13G/A
Under the Securities Exchange Act of 1934

(Amendment No. 2) \*

| INTERNET INITIATIVE JAPAN INC.   |
|--|
| (Name of Issuer)   |
|  |
| COMMON STOCK   |
| (Title of Class of Securities)   |
|  |
| J24210-10-6  |
| (CUSIP Number)   |
|  |
| December 31, 2004  |
| (Date of Event Which Requires Filing of this Statement)  |
| Check the appropriate box to designate the rule pursuant to which this Schedule is filed:  |
| [ ] Rule 13d-1(b)<br>[ ] Rule 13d-1(c)<br>[X] Rule 13d-1(d)  |
| * The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. |
|  |

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| CUSIP NO. J24210-10-6 |   |  |
|-----------------------|---|--|
|                       |   |  |
| 1.                    | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Koichi Suzuki  |  |
| 2.                    | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) []  (b) [X]  |  |
| 3.<br>                | SEC USE ONLY  |  |
| 4.                    | CITIZENSHIP OR PLACE OF ORGANIZATION  Japan   |  |
| NUMBER OF 5. 6. 7. 8. | SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  SOLE VOTING POWER 2,403 Shares SHARED VOTING POWER 0 Shares SOLE DISPOSITIVE POWER 0 Shares SHARED DISPOSITIVE POWER 0 Shares |  |
| 9.                    | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,403 Shares   |  |
| 10.                   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [ ]   |  |
| 11.                   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.26%   |  |
| 12.                   | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN  |  |
|                       |   |  |
| Item 1.               |   |  |
| (a)<br>(b)            | Name of Issuer Internet Initiative Japan Inc. Address of Issuer's Principal Executive Offices Jinbocho Mitsui Bldg., 1-105 Kanda Jinbo-cho  |  |

Chiyoda-ku, Tokyo 101-0051 Japan

Item 2.

- (a) Name of Person Filing Koichi Suzuki
- (b) Address of Principal Business Office or, if none, Residence Jinbocho Mitsui Bldg.,

1-105 Kanda Jinbo-cho Chiyoda-ku, Tokyo 101-0051 Japan

- (c) Citizenship Japan
- (d) Title of Class of Securities Common Stock
- (e) CUSIP Number J24210-10-6

Page 2 of 4 pages

CUSIP NO. J24210-10-6

Item 3. If this statement is filed pursuant to S.S.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item  $1. \,$ 

- (a) Amount beneficially owned: 2,403 Shares.
- (b) Percent of class: 6.26 %.
- (c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote  $\,$  2,403 Shares. (ii) Shared power to vote or to direct the vote  $\,$  0 Shares.

(iii) Sole power to dispose or to direct the disposition of  $\ensuremath{\text{0}}$  Shares.

(iv) Shared power to dispose or to direct the disposition of  $\ensuremath{\text{0}}$  Shares .

Instruction. For computations regarding securities which represent a right to acquire an underlying security see S.S.240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired

the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

Page 3 of 4 pages

CUSIP NO. J24210-10-6

#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 4, 2005

Date

/s/ Koichi Suzuki

Signature

Koichi Suzuki

Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement; provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See S.S.240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations. (See 18 U.S.C. 1001)

Page 4 of 4 pages