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INTERNET INITIATIVE JAPAN INC
Form 6-K
May 26, 2006

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 May 26, 2006
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 [X] 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 [X]

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

Exhibit -----	Date -----	Description of Exhibit -----
1	2006/05/25	IIJ Announces Elimination of Accumulated Deficit through Reductions of Additional Paid-in Capital and Common Stock in Non-Consolidated Financial Statements under Generally Accepted Accounting Principles in Japan
2	2006/05/25	IIJ Announces Director and Executive Officer Nominations
3	2006/05/25	IIJ Announces Partial Amendment of the Articles of Incorporation
4	2006/05/25	IIJ-Tech Announces Corporate Officer Nominations

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: May 26, 2006

By: /s/ Koichi Suzuki

Koichi Suzuki
President, Chief Executive Officer and
Representative Director

EXHIBIT 1

IIJ Announces Elimination of Accumulated Deficit through Reductions of Additional Paid-in Capital and Common Stock in Non-Consolidated Financial Statements under Generally Accepted Accounting Principles in Japan

TOKYO--(BUSINESS WIRE)--May 25, 2006--

Capital Restructuring Will Not Affect Earnings Per Share, Total Shareholders' Equity Per Share and Any Other Earnings Calculations

Internet Initiative Japan Inc. ("IIJ" or "the Company", NASDAQ: IIJI, TSE Mothers: 3774), one of Japan's leading Internet access and comprehensive network solutions providers, today announced that at the

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meeting of the Board of Directors held on May 25, 2006, the Company resolved to propose reductions of additional paid-in capital and common stock in the non-consolidated financial statements under generally accepted accounting principles in Japan at the 14th Ordinary General Shareholders' Meeting scheduled to be held on June 28, 2006. The reductions will not result in any changes in total shareholders' equity and the number of shares of common stock outstanding as the reductions will offset its accumulated deficit. As a result, earnings per share, total shareholders' equity per share and any other earnings calculations will not change. Details of the reductions are outlined below:

1. Purpose of the reductions in additional paid-in capital and common stock

Under Japanese law, a company is required to have retained earnings, without accumulated deficit, in order to be able to conduct certain types of capital-related transactions such as payments of dividends and/or repurchase of treasury stock in general. IIJ's Board of Directors has therefore resolved to seek approval from the Company's shareholders for the reductions in IIJ's additional paid-in capital and common stock in order to eliminate its accumulated deficit and provide greater flexibility in the management of the Company's capital structure in the future.

The Company has no concrete plans at this stage to conduct such transactions and the proposed capital restructuring does not imply that IIJ will pay dividends and/or repurchase stocks in the future.

The accumulated deficit in IIJ's non-consolidated financial statements as of March 31, 2006 amounted to JPY 24,520 million, including impairment losses on its investment in Crosswave Communications Inc., which was its former equity method investee and which filed for corporate reorganization in August 2003.

2. Details of the reductions in additional paid-in capital and common stock

(1) Amount of the reductions

Amount of additional paid-in capital to be reduced: JPY
21,980,395,078

(All of additional paid-in capital as of March 31, 2006 will be reduced)

Amount of common stock to be reduced: JPY 2,539,222,196

(2) Method of the reductions

a. Pursuant to Article 448.1 of the Japanese Corporation Law, IIJ proposes to reduce its additional paid-in capital in the amount of JPY 21,980 million to reduce its accumulated deficit.

b. Pursuant to Article 447.1 of the Japanese Corporation Law, IIJ proposes to reduce its common stock in the amount of JPY 2,539 million without compensation to cover the loss in shareholders' equity and a change in the number of shares of common stock outstanding to reduce the accumulated deficit.

(3) Breakdown of capital after the reductions

If the reductions in additional paid-in capital and common stock are approved at the 14th Ordinary General Shareholders' Meeting on June 28, 2006 and the process is completed, the amount of common stock, additional paid-in capital and accumulated deficit will be as below:

Common stock: JPY 14,294,625,054

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Additional paid-in capital: JPY 0
Accumulated deficit: JPY 0

3. Schedule of the reductions in additional paid-in capital and common stock
Date of the resolution by the Board of Directors: Thursday, May 25, 2006
Scheduled date of resolution at the 14th Ordinary General Shareholders' Meeting: Wednesday, June 28, 2006
Scheduled date of deadline for objections by creditors: Thursday, August 3, 2006
Scheduled effective date: Friday, August 4, 2006

About IIJ

Founded in 1992, Internet Initiative Japan Inc. ("IIJ", NASDAQ: IIJI, Tokyo Stock Exchange Mothers: 3774) is one of Japan's leading Internet-access and comprehensive network solutions providers. IIJ and its group of companies provide total network solutions that mainly cater to high-end corporate customers. The company's services include high-quality systems integration and security services, Internet access, hosting/housing, and content design. Moreover, the company has built one of the largest Internet backbone networks in Japan, and between Japan and the United States. IIJ was listed on NASDAQ in 1999 and on the Mothers market of Tokyo Stock Exchange in 2005. For more information about IIJ, visit the IIJ Web site at <http://www.iij.ad.jp/en/>.

The statements within this release contain forward-looking statements about our future plans that involve risk and uncertainty. These statements may differ materially from actual future events or results. Readers are referred to the documents furnished by Internet Initiative Japan Inc. with the SEC, specifically the most recent reports on Forms 20-F and 6-K, which identify important risk factors that could cause actual results to differ from those contained in the forward-looking statements.

CONTACT: IIJ Investor Relations
+81-3-5259-6500
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<http://www.iij.ad.jp/>

EXHIBIT 2

IIJ Announces Director and Executive Officer Nominations

TOKYO--(BUSINESS WIRE)--May 25, 2006--Internet Initiative Japan Inc. ("IIJ", NASDAQ: IIJI, TSE Mothers: 3774), one of Japan's leading Internet access and comprehensive network solutions providers, today announced the nomination of the following candidates for positions on the Company's Board of Directors.

Mr. Yoshiaki Hisamoto has been nominated to be a candidate for an Executive Vice President. He will succeed Mr. Fukuzo Inoue, who will finish his term following the close of the Ordinary General Meeting of

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Shareholders on June 28, 2006.

Mr. Senji Yamamoto, who is currently a director of IIJ Technology Inc. ("IIJ-Tech"), IIJ's 72.1% owned subsidiary, has been nominated to be a candidate for a Director of IIJ. Mr. Yamamoto is scheduled to be nominated for Vice Chairman of IIJ-Tech on June 27, 2006.

Mr. Junichi Tate has been nominated to be a candidate for Standing Statutory Auditor. Mr. Hideki Matsushita, the current Standing Statutory Auditor, will retire following the close of the Ordinary General Meeting of Shareholders on June 28, 2006.

These nominations are subject to the approval of IIJ's Ordinary General Meeting of Shareholders that will be held on June 28, 2006 and to the approval of the Board of Directors at a meeting that will be held on the same day. If all approvals are obtained, as of June 28, 2006, our directors and executive officers will be as follows:

President	Mr. Koichi Suzuki	Chief Executive Officer and Representative Director
Executive Vice Presidents	Mr. Toshiya Asaba	Division Director of Network Service Department
	Mr. Yoshiaki Hisamoto (1)	Division Director of Administrative Department
Senior Managing Director	Mr. Hideshi Hojo	Division Director of Sales Department
Directors	Mr. Takamichi Miyoshi	Director and General Manager of Strategy Planning Division
	Mr. Akihisa Watai	Chief Financial Officer and Chief Accounting Officer
	Mr. Hiroyuki Hisashima	Division Director of Applied Research and Development Department
	Mr. Kazuhiro Tokita	Division Director of Solution Department
	Mr. Yasurou Tanahashi (2)	
	Mr. Takashi Hiroi (2)	
	Mr. Yoshifumi Nishikawa (2)	
Standing Statutory Auditor	Mr. Junnosuke Furukawa (2)	
	Mr. Senji Yamamoto (1)	
	Mr. Junichi Tate (1) (3)	
	Mr. Masaki Okada (3)	
Statutory Auditors	Mr. Masaaki Koizumi (3)	
	Mr. Hirofumi Takahashi	

- (1) New appointment
- (2) Outside Directors
- (3) Outside Statutory Auditors

About IIJ

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cater to high-end corporate customers. The company's services include high-quality systems integration and security services, Internet access, hosting/housing, and content design. Moreover, the company has built one of the largest Internet backbone networks in Japan, and between Japan and the United States. IIJ was listed on NASDAQ in 1999 and on the Mothers market of Tokyo Stock Exchange in 2005. For more information about IIJ, visit the IIJ Web site at <http://www.iij.ad.jp/en/>.

The statements within this release contain forward-looking statements about our future plans that involve risk and uncertainty. These statements may differ materially from actual future events or results. Readers are referred to the documents furnished by Internet Initiative Japan Inc. with the SEC, specifically the most recent reports on Forms 20-F and 6-K, which identify important risk factors that could cause actual results to differ from those contained in the forward-looking statements.

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EXHIBIT 3

IIJ Announces Partial Amendment of the Articles of Incorporation

TOKYO--(BUSINESS WIRE)--May 25, 2006--Internet Initiative Japan Inc. ("IIJ", NASDAQ: IIJI, TSE Mothers: 3774) today announced that at the meeting of the Board of Directors held on May 25, 2006, IIJ resolved to propose the partial amendment of the articles of incorporation at the 14th Ordinary General Shareholders' Meeting scheduled to be held on June 28, 2006, as described below:

1. Reason for the amendment

- (1) In Accordance with the enforcement of the "Corporation Act" (Law No.86, 2005) as of May 1, 2006,
 - a. To add Article 4 (Establishment of Organs) in order to provide for organs to be established in the Company pursuant to Article 326.2 of the Corporation Law.
 - b. To add Article 7 (Issuance of Share Certificates) in order to provide for the issuance of share certificates pursuant to Article 214 of the Corporation Law.
 - c. To add Article 12 (Disclosure via Internet and Deemed Provision of Reference Materials, etc. for a Shareholders Meeting) in order to enable the Company to omit provision of written materials by disclosing via Internet a part of description of business reports and reference materials for shareholders meetings and notes and all consolidated financial statements pursuant to Articles 94 and 133. 3 of the

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Enforcement Regulations of the Corporation Law, and Articles 161.4 and 162.4 of the Corporate Accounting Rules.

- d. To add Article 22 (Omission of Resolutions of a Board of Directors Meeting) to enable the Company to make a resolution by the board of directors meeting in writing or by electromagnetic means agilely whenever necessary, pursuant to Article 370 of the Corporation Law.
- e. To add Article 31.2 in order to enable outside statutory auditors to fully perform functions expected of them, pursuant to Article 427.1 of the Corporation Law.
- f. To amend clauses quoted in the Articles of Incorporation to match the equivalent clauses of the Corporation Law.
- g. To amend the terms used in the former Commercial Code to the terms used in the Corporation Law, and to modify some of the wordings and amend phrases.
- h. To renumber the provisions as required by the above amendments.

- (2) In order to further strengthen our management, it is proposed that the maximum number of the directors be increased (Article 16 of the proposed amendments).

2. Contents of amendments

Contents of amendments are as attached:

3. Schedule for amendment

Scheduled date of the 14th Ordinary General Shareholders' Meeting:
Wednesday, June 28, 2006

Scheduled effective date: Wednesday, June 28, 2006

About IIJ

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The statements within this release contain forward-looking statements about our future plans that involve risk and uncertainty. These statements may differ materially from actual future events or results. Readers are referred to the documents furnished by Internet Initiative Japan Inc. with the SEC, specifically the most recent reports on Forms 20-F and 6-K, which identify important risk factors that could cause actual results to differ from those contained in the forward-looking statements.

Present Articles

Proposed Amendments

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CHAPTER I. GENERAL PROVISIONS

(Corporate Name)

Article 1.

The Company shall be called Kabushiki Kaisha Internet Initiative, which shall be expressed in English as Internet Initiative Japan Inc.

(Objects)

Article 2.

The objects of the Company shall be to engage in the following categories of business:

- (1) Telecommunications business under the Telecommunications Business Law;
- (2) Processing, mediation and provision of information and contents by using telecommunications networks;
- (3) Agency for the management of business such as the management of networks and the management of information and telecommunications systems;
- (4) Planning, consulting service, development, operation and maintenance of or for information and telecommunications systems;
- (5) Development, sales, lease and maintenance of computer software;
- (6) Development, sales, lease and maintenance of telecommunications' machinery and equipment;
- (7) Telecommunications construction business;
- (8) Agency for non-life insurance business;
- (9) Research, study, education and training related to the foregoing; and
- (10) Any and all businesses incidental or related to the foregoing.

(Location of Head Office)

Article 3.

The Company shall have its head office in Chiyoda-ku, Tokyo.

(New provision)

CHAPTER I. GENERAL PROVISIONS

(Corporate Name)

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- (7) Telecommunications construction business;
- (8) Agency for non-life insurance business;
- (9) Research, study, education and training related to the foregoing; and
- (10) Any and all businesses incidental or related to the foregoing.

(Location of Head Office)

Article 3.

The Company shall have its head office in Chiyoda-ku, Tokyo.

(Establishment of Organs)

Article 4.

The Company shall have shareholders meeting, directors and the following organization:

- (1) the board of directors
- (2) statutory auditors
- (3) the board of statutory auditors
- (4) accounting auditors.

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(Method of Public Notice)

Article 4.

Public notices of the Company shall be given by electronic public notice; provided that in case it is impossible to place electronic public notice due to accident or any other unavoidable events, they shall be given in the Nihon Keizai Shinbun.

(Method of Public Notice)

Article 5.

Public notices of the Company shall be given by electronic public notice; provided that in case it is impossible to place electronic public notice due to accident or any other unavoidable events, they shall be given in the Nihon Keizai Shinbun.

CHAPTER II. SHARES

(Total Number of Shares Authorized to be Issued)

Article 5.

The total number of shares authorized to be issued by the Company shall be three hundred seventy seven thousand and six hundred (377,600) shares; provided that in case of retirement of any shares, the number of shares subject to retirement shall be reduced from the total number of shares authorized to be issued.

(New provision)

CHAPTER II. SHARES

(Total Number of Shares Authorized to be Issued)

Article 6.

The total number of shares authorized to be issued by the Company shall be three hundred seventy seven thousand and six hundred (377,600) shares.

(Issuance of Share Certificates)

Article 7.

The Company shall issue share certificates representing its shares.

(Handling of Shares and Fractional Shares)

Article 6.

Kinds of share certificates to be issued by the Company, and matters concerning registration of transfer of shares, registration of pledges, indication of trust property, purchase of fractional shares, reissue of share certificates and other procedures concerning shares and handling charges thereof shall be governed by the Share Handling Regulations to be prescribed by the Board of Directors.

(Share Handling Regulations)

Article 8.

The procedures concerning shares and handling charges thereof shall be governed by the Share Handling Regulations to be prescribed by the Board of Directors.

(Transfer Agent)

Article 7.

The Company shall appoint a transfer agent for the handling of its shares and fractional shares. 2. The transfer agent and its place of business shall be designated by a resolution of the

(Shareholder Register Agent)

Article 9.

The Company shall appoint a shareholder register agent. 2. The shareholder register agent and its place of business shall be designated by a resolution of the

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a resolution of the Board of Directors.

3. The register of shareholders, the original register of fractional shares of the Company and the register of lost share certificates shall be kept by the transfer agent at its place of business, and matters concerning registration of transfer of shares, registration of pledges, indication of trust property, delivery of share certificates, acceptance of reports by shareholders, listing or recording into the original register of fractional shares and the register of lost share certificates and other matters concerning shares and fractional shares shall be handled by the transfer agent, and the Company shall not handle any such matters.

(Record Date)
Article 8.

The shareholders entitled to exercise voting rights at the ordinary general meeting of shareholders of the Company relevant to each fiscal year shall be those shareholders with voting rights who are listed or recorded in the last register of shareholders as of March 31 of the fiscal year.

2. In addition to the preceding paragraph, whenever necessary, the Company may provisionally fix a record date after giving a public notice according to a resolution of the Board of Directors and may deem the shareholders or pledgees who are listed or recorded in the last register of shareholders as of the record date, or holders of fractional shares who are listed or recorded in the last original register of fractional shares as of the record date, as the shareholders, registered pledgees or holders of fractional shares entitled to exercise the relevant rights.

CHAPTER III. GENERAL MEETING OF SHAREHOLDERS

Board of Directors.

3. The register of shareholders (hereinafter including the register of beneficial shareholders), the original register of stock acquisition rights and the register of lost share certificates shall be kept by the shareholder register agent at its place of business, and the listing or recording of entries into the register of shareholders, the original register of stock acquisition rights and the register of lost share certificates and other matters concerning shares and stock acquisition rights shall be handled by the shareholder register agent, and the Company shall not handle any such matters.

(Record Date)
Article 10.

The record date for the voting rights to be exercised at the ordinary general meeting of shareholders of the Company shall be March 31 of each year.

(Deleted)

CHAPTER III. GENERAL MEETING OF SHAREHOLDERS

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(Convocation)

Article 9.

An ordinary general meeting of shareholders of the Company shall be held within three (3) months from the day immediately following the settlement of accounts of each fiscal year and an extraordinary general meeting of shareholders may be held from time to time whenever necessary.

(Convocation)

Article 11.

An ordinary general meeting of shareholders of the Company shall be held within three (3) months from the last day of each business year and an extraordinary general meeting of shareholders may be held from time to time whenever necessary.

(New provision)

(Disclosure Internet and Deemed Provision of Reference Materials for a Shareholders Meeting)

Article 12.

For the purpose of convocation of a general meeting of shareholders, the Company may deem that it has duly provided its shareholders with the information to be listed or indicated in the reference materials for a general meeting of shareholders, the business report, financial statements and consolidated financial statements by disclosing the information via the Internet as provided for by the Ministry of Justice Ordinance.

(Chairman)

Article 10.

The President shall chair a general meeting of shareholders. Should the President be unable to so act, another director shall act in his/her place in the order predetermined by the Board of Directors.

(Chairman)

Article 13.

The President and Director shall chair a general meeting of shareholders. Should the President and Director be unable to so act, another director shall act in his/her place in the order predetermined by the Board of Directors.

(Voting by Proxy)

Article 11.

A shareholder may exercise his/her voting right through another shareholder having voting rights acting as a proxy in a general meeting of shareholders.

2. In the case of the preceding paragraph, the shareholder or his/her proxy shall submit to the Company an instrument evidencing his/her power as proxy for each general meeting of shareholders.

(Voting by Proxy)

Article 14.

A shareholder may exercise his/her voting right through another one(1) shareholder having voting rights acting as a proxy in a general meeting of shareholders.

2. In the case of the preceding paragraph, the shareholder or his/her proxy shall submit to the Company an instrument evidencing his/her power as proxy for each general meeting of shareholders.

(Method of Resolution)

Article 12.

(Method of Resolution)

Article 15.

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Unless otherwise provided for by law or these Articles of Incorporation, resolutions of a general meeting of shareholders shall be adopted by a majority vote of shareholders present at the meeting.

2. Special resolutions under Article 343 of the Commercial Code of Japan and other resolutions to which the method of resolution of aforementioned Article is applied mutatis mutandis by laws or regulations shall be passed by two-thirds or more of the voting rights of the shareholders present having one-third or more of the voting rights of all shareholders.

(Minutes)

Article 13.

The summary of proceedings at a general meeting of shareholders and the results thereof shall be recorded in the minutes of the meeting, which shall bear the signatures, printed names and seal impressions, or digital signatures of the chairman of the meeting and the directors who were present at the meeting.

CHAPTER IV. DIRECTORS AND THE BOARD OF DIRECTORS

(Number of Directors)

Article 14.

The number of directors of the Company shall be between three (3) and twelve (12).

(Election)

Article 15.

A resolution for election of directors shall be made by a majority of voting rights of the shareholders present at the meeting where the shareholders representing one third (1/3) or more of the total number of the voting rights of all shareholders are present; provided that cumulative voting shall not be adopted for such election.

(Term of Office of Directors)

Article 16.

The term of office of directors shall expire at the close of the

Unless otherwise provided for by law or these Articles of Incorporation, resolutions of a general meeting of shareholders shall be adopted by a majority vote of shareholders who are present and entitled to exercise voting rights at the meeting.

2. Special resolutions under Article 309 Paragraph 2 of the Corporation Law of Japan shall be passed by two-thirds or more of the voting rights of the shareholders present having one-third or more of the voting rights of all shareholders who are entitled to exercise voting rights.

(Deleted)

CHAPTER IV. DIRECTORS AND THE BOARD OF DIRECTORS

(Number of Directors)

Article 16.

The number of directors of the Company shall be thirteen (13) at maximum.

(Election)

Article 17.

A resolution for election of directors shall be made by a majority of voting rights of the shareholders present at the meeting where the shareholders representing one third (1/3) or more of the total number of the voting rights of all shareholders entitled to vote thereat are present; provided that cumulative voting shall not be adopted for such election.

(Term of Office of Directors)

Article 18.

The term of office of directors shall expire at the close of the

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ordinary general meeting of shareholders held in relation to the last settlement of accounts within two (2) years following their assumption of office.

(Convocation of Meetings of the Board of Directors)

Article 17.

Unless otherwise provided for by law, a meeting of the Board of Directors shall be convened and chaired by the President.

2. The notice of convocation of a meeting of the Board of Directors shall be given to each director and statutory auditor at least three (3) days prior to the day set for such meeting; provided, however, that this period may be further shortened under pressing circumstances.

3. Matters concerning operation of meetings of the Board of Directors, etc. shall be governed by the Regulations of Board of Directors to be prescribed by the Board of Directors.

(Representative Director and Directors with Specific Titles)

Article 18.

Representative Directors shall be elected among directors by the resolution of the Board of Directors. Each Representative Director shall severally represent the Company.

2. The Board of Directors may, by its resolution, select from among its members one chairman of the Board of Directors, one President, several Vice Presidents, several Senior Managing Directors, several Managing Directors.

(Method of Resolution of the Meeting of the Board of Directors)

Article 19.

A resolution of the Board of Directors shall be adopted by a majority vote of the directors present at the meeting at which a majority of the directors are present.

ordinary general meeting of shareholders held in relation to the last business year ending within two (2) years following their election to office.

(Convocation of Meetings of the Board of Directors)

Article 19.

Unless otherwise provided for by law, a meeting of the Board of Directors shall be convened and chaired by the President and Director.

2. The notice of convocation of a meeting of the Board of Directors shall be given to each director and statutory auditor at least three (3) days prior to the day set for such meeting; provided, however, that this period may be further shortened under pressing circumstances.

3. Matters concerning operation of meetings of the Board of Directors, etc. shall be governed by laws and regulations, the Articles of Incorporation and the Regulations of Board of Directors to be prescribed by the Board of Directors.

(Representative Director and Directors with Specific Titles)

Article 20.

Representative Directors shall be elected among directors by the resolution of the Board of Directors. Each Representative Director shall severally represent the Company.

2. The Board of Directors may, by its resolution, select from among its members one Chairman and Director, one President and Director, several Vice Presidents and Directors, several Senior Managing Directors and several Managing Directors.

(Method of Resolution of the Meeting of the Board of Directors)

Article 21.

A resolution of the Board of Directors shall be adopted by a majority vote of the directors present at the meeting at which a majority of the directors authorized to vote thereat are present.

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(New provision)

(Omission of Resolutions of a Board of Directors Meeting)

Article 22.

The Company shall deem that a proposal for a resolution at a meeting of the Board of Directors has been approved if all directors consent to the proposal in writing or by electronic means; provided, however that this shall not apply to the case where any of the statutory auditors raises an objection.

(Remuneration and Retirement Allowances)

(Remuneration and other compensation)

Article 20.

Article 23.

The remuneration and retirement allowances for directors shall be determined in a general meeting of shareholders.

The remuneration, bonus and other profit be paid to directors as consideration for the execution of duties (hereinafter referred to as 'Remuneration and other compensation') shall be determined by a general meeting of shareholders.

(Exemption of Liability for Directors)

(Exemption of Liability for Directors)

Article 20.2

Article 24.

The Company may, pursuant to the provision of Article 266 paragraph 12 of the Commercial Code of Japan, with a resolution of the Board of Directors, exempt a director (either incumbent or past) from liabilities in respect of the acts mentioned in Article 266 paragraph 1 item 5 of the Commercial Code of Japan only to the extent permitted by laws or regulations.

The Company may, pursuant to the provision of Article 426 Paragraph 1 of the Corporation Law of Japan, with a resolution of the Board of Directors, exempt a director (either incumbent or past) from liabilities for damages under Article 423 Paragraph 1 of the Corporation Law of Japan with the limit of the amount for which the director would have been liable to compensate, less the minimum amount of liability as prescribed by laws or regulations, if the requirements prescribed by laws or regulations are satisfied.

2. The Company may, pursuant to Article 266 paragraph 19 of the Commercial Code of Japan, enter into an agreement with an outside director under which liability of such director against the Company for the damages resulting from acts mentioned in Article 266 paragraph 1 item (5) shall be limited; provided, however, that the limited amount of such damages pursuant to the agreement shall be the larger of the amount not less than 10 million yen which has been determined in advance or the

2. The Company may, pursuant to Article 427 Paragraph 1 of the Corporation Law of Japan, enter into an agreement with an outside director under which liability of such director against the Company for the damages under Article 423 Paragraph 1 of the Corporation Law of Japan shall be limited if the requirements prescribed by laws or regulations are satisfied; provided, however, that the limited amount of such damages pursuant to the agreement shall be the larger of the amount not less

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amount provided by laws or regulations.

than 10 million yen which has been determined in advance or the minimum amount of liability provided by laws or regulations.

CHAPTER V. STATUTORY AUDITORS AND THE BOARD OF STATUTORY AUDITORS

CHAPTER V. STATUTORY AUDITORS AND THE BOARD OF STATUTORY AUDITORS

(Number of Statutory Auditors)
Article 21.

(Number of Statutory Auditors)
Article 25.

The Company shall have three (3) or more statutory auditors.

The Company shall have three (3) or more statutory auditors.

(Election)
Article 22.

(Election)
Article 26.

A resolution for election of statutory auditors shall be made by a majority of voting rights of the shareholders present at the meeting where the shareholders representing one third (1/3) or more of the total number of the voting rights of all shareholders are present.

A resolution for election of statutory auditors shall be made by a majority of voting rights of the shareholders present at the general meeting of shareholders where the shareholders representing one third (1/3) or more of the total number of the voting rights of all shareholders entitled to vote thereat are present.

(Term of Office of Statutory Auditors)
Article 23.

(Term of Office of Statutory Auditors)
Article 27.

The term of office of statutory auditors shall expire at the close of the ordinary general meeting of shareholders in relation to the last settlement of accounts within four (4) years following their assumption of office.

The term of office of statutory auditors shall expire at the close of the ordinary general meeting of shareholders in relation to the last business year ending within four (4) years following their election to office.

2. The term of office of a statutory auditor elected to fill a vacancy shall expire at such time as the term of office of his/her predecessor would otherwise expire.

2. The term of office of a statutory auditor elected to fill a vacancy of his/her predecessor who retired or resigned prior to the expiration of term shall expire at such time as the term of office of his/her predecessor would otherwise expire.

(Full-time Statutory Auditors)
Article 24.

(Full-time Statutory Auditors)
Article 28.

The statutory auditors shall appoint a full-time statutory auditor(s) from among themselves. A standing statutory auditor(s) may be appointed from among full-time statutory auditors through mutual consultation among statutory auditors.

The Board of Statutory Auditors shall appoint a full-time statutory auditor(s) by a resolution thereof. A standing statutory auditor(s) shall be appointed from among full-time statutory auditors through mutual consultation among statutory auditors.

(Procedures for Convocation of the

(Procedures for Convocation of the

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Meeting of the Board of Statutory Auditors)	Meeting of the Board of Statutory Auditors)
Article 25.	Article 29.
A notice of the convocation of a meeting of the Board of Statutory Auditors shall be given to each statutory auditor at least three (3) days prior to the date set for such meeting; provided, however, that such period may be shortened under pressing circumstances.	A notice of the convocation of a meeting of the Board of Statutory Auditors shall be given to each statutory auditor at least three (3) days prior to the date set for such meeting; provided, however, that such period may be shortened under pressing circumstances.
2. Matters concerning operation of meetings of the Board of Statutory Auditors, etc. shall be governed by the Regulations of Board of Statutory Auditors to be prescribed by the Board of Statutory Auditors.	2. Matters concerning operation of meetings of the Board of Statutory Auditors, etc. shall be governed by laws and regulations, the Articles of Incorporation and the Regulations of Board of Statutory Auditors to be prescribed by the Board of Statutory Auditors.

(Remuneration and Retirement Allowances for Statutory Auditors)	(Remuneration)
Article 26.	Article 30.
The remuneration and retirement allowances for statutory auditors shall be determined in a general meeting of shareholders.	The Remuneration and other compensation for statutory auditors shall be determined by a general meeting of shareholders.

(Exemption of Liability for Statutory Auditors)	(Exemption of Liability for Statutory Auditors)
Article 26.2	Article 31
The Company may, pursuant to the provision of Article 280 paragraph 1 of the Commercial Code of Japan, with a resolution of the Board of Directors, exempt a statutory auditor (either incumbent or past) from liabilities only to the extent permitted by laws or regulations.	The Company may, pursuant to the provision of Article 426 Paragraph 1 of the Corporation Law of Japan, with a resolution of the Board of Directors, exempt a statutory auditor (either incumbent or past) from liabilities for damages under Article 423 Paragraph 1 of the Corporation Law of Japan with the limit of the amount for which the statutory auditor would have been liable to compensate, less the minimum amount of liability as prescribed by laws or regulations, if the requirements prescribed by laws or regulations are satisfied.

(New provision)	2. The Company may, pursuant to Article 427 Paragraph 1 of the Corporation Law of Japan, enter into an agreement with an outside statutory auditor under which liability of such statutory auditor against the Company for the damages under Article 423 Paragraph 1 of the Corporation Law of Japan shall be limited if the requirements prescribed by laws or
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regulations are satisfied;
provided, however, that the
limited amount of such damages
pursuant to the agreement shall be
the larger of the amount not less
than 10 million yen which has been
determined in advance or the
minimum amount of liability
provided by laws or regulations.

(Substitute Statutory Auditor)

(Deleted)

Article 27.

The Company may, in preparation for
the case where the Company has a
vacancy in the number of its
statutory auditors provided by
laws or regulations, elect a
substitute statutory auditor at a
general meeting of shareholders in
advance.

2. A resolution for election of a
substitute statutory auditor shall
be made by a majority of voting
rights of the shareholders present
at the meeting where the
shareholders representing one
third (1/3) or more of the total
number of the voting rights of all
shareholders are present.

3. A resolution for election of a
substitute statutory auditor shall
remain effective until the holding
of the immediate subsequent
ordinary general meeting of
shareholders.

4. In case a substitute statutory
auditor assumes the office of a
statutory auditor, the term of
office of such statutory auditor
shall expire at such time as the
term of office of his/her
predecessor would otherwise
expire.

CHAPTER VI. ACCOUNTING

CHAPTER VI. ACCOUNTING

(Fiscal Year)

(Business Year)

Article 28.

Article 32.

The fiscal year of the Company
shall commence on April 1 of each
year and end on March 31 of the
following year.

The business year of the Company
shall commence on April 1 of each
year and end on March 31 of the
following year.

(Fixing of Shareholders for Payment of Dividends)

(Record Date for Surplus Distribution)

Article 29.

Article 33.

Dividends shall be paid to the
shareholders or pledgees who are
listed on recorded in the last
register of shareholders as of

The record date for year-end
dividend distribution shall be
March 31 of each year.

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March 31 of each year, or the holders of fractional shares who are listed on recorded in the last original register of fractional shares as of the same date or who deposited their fractional share certificates with the Company as of such date.

(Interim Dividends)
Article 30.

The Company may, by resolution of the Board of Directors, pay interim dividends to shareholders or pledgees listed or recorded in the last register of shareholders as of September 30 in each year or the holders of fractional shares listed or recorded in the last original register of fractional shares as of the same day.

2. The Company may, by resolution of the Board of Directors, pay interim dividends by fixing September 30 of each year as the record date.

(Prescription Period of Dividends)
Article 31.

In case dividends or interim dividends remain unclaimed for three (3) full years after the first date of payment, the Company shall be relieved from the obligation to make payment thereof.

2. No interest shall accrue on the outstanding dividends provided for in the preceding paragraph.

(Prescription Period of Dividends)
Article 34.

In case any monetary dividends remain unclaimed for three (3) full years after the first date of payment, the Company shall be relieved from the obligation to make payment thereof.

2. No interest shall accrue on the outstanding dividends provided for

* (Translation Note: The amendment which is made in the original Japanese is a lexical one, and thus, such change is not reflected in the above translation.)

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EXHIBIT 4

IIJ-Tech Announces Corporate Officer Nominations

TOKYO--(BUSINESS WIRE)--May 25, 2006--Internet Initiative Japan Inc. ("IIJ", NASDAQ: IIJI, TSE Mothers: 3774), one of Japan's leading Internet access and comprehensive network solutions providers, today

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announced that IIJ Technology Inc. ("IIJ-Tech"), IIJ's 72.1 % owned subsidiary, decided candidates for the positions of Member of the Board. These nominations are subject to the approval of IIJ-Tech's Ordinary General Meeting of Shareholders that will be held on June 27, 2006 and to the approval of the Board of Directors at a meeting that will be held on the same day.

1. Directors

(1) Promotional directors

Vice Chairman and Representative Director

Mr. Senji Yamamoto(*1) (Currently Director)

Senior Managing Director

Mr. Tsutomu Yoshihara (Currently Managing Director)

Managing Director

Mr. Masayoshi Tobita (Currently Director)

(2) New appointment Director

Mr. Shozo Kokubu (Currently Sales Division Director)

2. Statutory Auditors

(1) Resignation

Mr. Bumpei Katayama(*2)

(2) New appointment

Mr. Jyunichi Tate(*2)

Mr. Senji Yamamoto's Biography

1946 Born in Fukuoka Prefecture, Japan
Graduated from Mathematics of Department of Science, Kyoto University
1970 Entered Sony Corporation
1995 Director, Sony Communication Network Corporation
1998 President and Representative Director, Sony Communication Network Corporation
2000 Group Executive Officer, Sony Corporation
2005 Chairman and Director, Sony Communication Network Corporation
2005 Director, IIJ Technology Inc.
2006 Vice Chairman and Representative Director, IIJ Technology Inc. (dated June 27, 2006)

(*1) Mr. Yamamoto was selected as Director, Internet Initiative Japan Inc. subject to the approval of the Ordinary General Meeting of Shareholders of IIJ to be held on June 28, 2006, and President and Representative Director, IIJ Financial Systems Inc.

(*2) Outside Statutory Auditors

About IIJ

Founded in 1992, Internet Initiative Japan Inc. (IIJ, NASDAQ: IIJI, Tokyo Stock Exchange Mothers: 3774) is one of Japan's leading Internet-access and comprehensive network solutions providers. IIJ and its group of companies provide total network solutions that mainly cater to high-end corporate customers. The company's services include high-quality systems integration and security services, Internet access, hosting/housing, and content design. Moreover, the company has built one of the largest Internet backbone networks in Japan, and between Japan and the United States. IIJ was listed on NASDAQ in 1999 and on the Mothers market of Tokyo Stock Exchange in 2005. For more information about IIJ, visit the IIJ Web site at

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<http://www.iij.ad.jp/en/>.

About IIJ Technology Inc.

IIJ Technology Inc. (IIJ-Tech) was established in November 1996 by IIJ, Sumitomo Corp., Itochu Corp., Sumitomo Electric Industries, Hitachi Software Engineering, Sun Microsystems, Toyota, Hewlett Packard Japan and others. IIJ-Tech provides comprehensive Internet systems integration and consulting services for corporate networks and e-commerce systems. <http://www.iij-tech.co.jp/>

The statements within this release contain forward-looking statements about our future plans that involve risk and uncertainty. These statements may differ materially from actual future events or results. Readers are referred to the documents furnished by Internet Initiative Japan Inc. with the SEC, specifically the most recent reports on Forms 20-F and 6-K, which identify important risk factors that could cause actual results to differ from those contained in the forward-looking statements.

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