

NTT DOCOMO INC
Form 20-F/A
September 28, 2005

As filed with the Securities and Exchange Commission on September 28, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 20-F/A
(AMENDMENT NO. 1)

“ REGISTRATION STATEMENT PURSUANT TO SECTION 12(B) OR 12(G) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended March 31, 2005

OR

“ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

OR

" SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report _____

Commission file number: 1-31221

Kabushiki Kaisha NTT DoCoMo

(Exact name of registrant as specified in its charter)

NTT DoCoMo, Inc.

(Translation of registrant's name into English)

Japan
(Jurisdiction of incorporation or organization)

Sanno Park Tower
11-1, Nagata-cho 2-chome
Chiyoda-ku, Tokyo 100-6150
Japan
(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class

Name of Each Exchange On Which Registered

Common Stock*

New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act:

Edgar Filing: NTT DOCOMO INC - Form 20-F/A

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of March 31, 2005, 46,272,208 shares of common stock were outstanding, comprised of 46,119,084 shares and 15,312,400 ADSs (equivalent to 153,124 shares).

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark which financial statement item the registrant has elected to follow:

Item 17 ☐ Item 18 ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.): Yes ☐ No ☒

* Not for trading, but only in connection with the listing of the American Depositary Shares

Explanatory Note:

The registrant hereby amends its Annual Report on Form 20-F filed with the Securities and Exchange Commission on June 27, 2005 to file separate consolidated financial statements and notes thereto for Hutchison 3G UK Holdings Limited for its fiscal years ended December 31, 2002 and 2003, pursuant to Rule 3-09 of Regulation S-X.

This amendment is being filed for the purpose of updating Item 18. Financial Statements and Item 19. Exhibits .

Item 18. Financial Statements.

Reference is made to pages F-1 through F-45, incorporated herein by reference, of our Annual Report on Form 20-F filed on June 27, 2005.

Separate consolidated financial statements and notes thereto for Hutchison 3G UK Holdings Limited (H3GUK) for its fiscal years ended December 31, 2002 and 2003 are being filed pursuant to Rule 3-09 of Regulation S-X. See Exhibits 15.1 and 15.2 to this Amendment No. 1 to our Annual Report on Form 20-F for the fiscal year ended March 31, 2005.

Item 19. Exhibits.

Exhibit Number	Description
1.1	Articles of Incorporation of the registrant (English translation)*
1.2	Share Handling Regulations of the registrant (English translation)**
1.3	Regulations of the Board of Directors of the registrant (English translation)*
1.4	Regulations of the Board of Corporate Auditors of the registrant (English translation)*
2.1	Specimen common stock certificates of the registrant***
2.2	Form of Deposit Agreement among the registrant, The Bank of New York as Depositary and all owners and holders from time to time of American Depositary Receipts, including the form of American Depositary Receipt (incorporated by reference to Post-Effective Amendment No. 3 to Registration Statement on Form F-6 (File No. 333-9694) filed on May 15, 2002)
8.1	List of Subsidiaries*
11.1	Code of Ethics*
12.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
12.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
13.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350
13.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350
15.1	Consolidated financial statements and notes thereto for Hutchison 3G UK Holdings Limited for the fiscal year ended December 31, 2003
15.2	Consolidated financial statements and notes thereto for Hutchison 3G UK Holdings Limited for the fiscal years ended December 31, 2002 and 2001

* Previously filed with the Securities and Exchange Commission on June 27, 2005 and herein incorporated by reference

** Previously filed with the Securities and Exchange Commission on June 28, 2004 and herein incorporated by reference.

*** Previously filed with the Securities and Exchange Commission on January 25, 2002 and herein incorporated by reference.

We have not included as exhibits certain instruments with respect to our long-term debt. The amount of debt authorized under each such debt instrument does not exceed 10% of our total assets. We agree to furnish a copy of any such instrument to the Commission upon request.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

NTT DoCoMo, Inc.

By /s/ MASAO NAKAMURA

Name: **Masao Nakamura**

Title: **President and Chief Executive Officer**

Date: September 28, 2005

Exhibit Number	Description
1.1	Articles of Incorporation of the registrant (English translation)*
1.2	Share Handling Regulations of the registrant (English translation)**
1.3	Regulations of the Board of Directors of the registrant (English translation)*
1.4	Regulations of the Board of Corporate Auditors of the registrant (English translation)*
2.1	Specimen common stock certificates of the registrant***
2.2	Form of Deposit Agreement among the registrant, The Bank of New York as Depositary and all owners and holders from time to time of American Depositary Receipts, including the form of American Depositary Receipt (incorporated by reference to Post-Effective Amendment No. 3 to Registration Statement on Form F-6 (File No. 333-9694) filed on May 15, 2002)
8.1	List of Subsidiaries*
11.1	Code of Ethics*
12.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
12.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
13.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350
13.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350
15.1	Consolidated financial statements and notes thereto for Hutchison 3G UK Holdings Limited for the fiscal year ended December 31, 2003
15.2	Consolidated financial statements and notes thereto for Hutchison 3G UK Holdings Limited for the fiscal years ended December 31, 2002 and 2001

* Previously filed with the Securities and Exchange Commission on June 27, 2005 and herein incorporated by reference

** Previously filed with the Securities and Exchange Commission on June 28, 2004 and herein incorporated by reference.

*** Previously filed with the Securities and Exchange Commission on January 25, 2002 and herein incorporated by reference.

We have not included as exhibits certain instruments with respect to our long-term debt. The amount of debt authorized under each such debt instrument does not exceed 10% of our total assets. We agree to furnish a copy of any such instrument to the Commission upon request.