

ORIX CORP
Form 20-F
June 26, 2009
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended March 31, 2009

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

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: 001-14856

ORIX KABUSHIKI KAISHA

(Exact name of Registrant as specified in its charter)

ORIX CORPORATION

(Translation of Registrant's name into English)

JAPAN

(Jurisdiction of incorporation or organization)

Mita NN Building, 4-1-23 Shiba, Minato-ku Tokyo 108-0014, Japan

(Address of principal executive offices)

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Facsimile: +81-3-5419-5901

(Name, telephone, e-mail and/or facsimile number and address of company contact person)

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
(1)	Common stock without par value, or the Shares	New York Stock Exchange*
(2)	American depository shares, or the ADSs, each of which represents one-half of one Share	New York Stock Exchange

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

None

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

None

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, 2009, 92,217,067 Shares were outstanding, including Shares that were represented by 1,446,586 ADSs.

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Note: Checking the box above will not relieve any Registrant required to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 from their obligations under those sections.

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 whether the Registrant submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer

Indicate by check mark which basis of accounting the Registrant has used to prepare the financial statements included in this filing.

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the Registrant has elected to follow.

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.. Item 17 .. Item 18

If this is an annual report, indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

.. Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the Registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

.. Yes .. No

*Not for trading, but only for technical purposes in connection with the registration of the ADSs.

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**CERTAIN DEFINED TERMS, CONVENTIONS AND
PRESENTATION OF FINANCIAL INFORMATION**

As used in this annual report, unless the context otherwise requires, the Company and ORIX refer to ORIX Corporation and ORIX Group, we, us, our and similar terms refer to ORIX Corporation and its subsidiaries.

In this annual report, subsidiary and subsidiaries refer to consolidated subsidiaries of ORIX, generally companies in which ORIX owns more than 50% of the outstanding voting stock and exercises effective control over the companies operations, and affiliate and affiliates refer to all of our affiliates accounted for by the equity method, generally companies in which ORIX has the ability to exercise significant influence over their operations by way of 20-50% ownership of the outstanding voting stock or other means.

The consolidated financial statements of ORIX have been prepared in accordance with accounting principles generally accepted in the United States of America, or US GAAP. For certain entities where we hold majority voting interests but minority shareholders have substantive participation rights to decisions that occur as part of the ordinary course of the business, the equity method is applied pursuant to EITF96-16 (Investor s accounting for an investee when the investor has a majority of the voting interest but a minority shareholder or shareholders have certain approval or veto rights). Unless otherwise stated or the context otherwise requires, all amounts in such financial statements are expressed in Japanese yen.

References in this annual report to yen or ¥ are to Japanese yen and references to US\$, \$ or dollars are to United States dollars.

Certain monetary amounts and percentage data included in this annual report have been subject to rounding adjustments for the convenience of the reader. Accordingly, figures shown as totals in certain tables may not be equal to the arithmetic sums of the figures which precede them.

The Company s fiscal year ends on March 31. The fiscal year ended March 31, 2009 is referred to throughout this annual report as fiscal 2009 or the 2009 fiscal year, and other fiscal years are referred to in a corresponding manner. References to years not specified as being fiscal years are to calendar years.

FORWARD-LOOKING STATEMENTS

This annual report contains statements that constitute forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934. When included in this annual report, the words, will, should, expects, intends, anticipates, estimates and similar expressions, others, identify forward looking statements. Such statements, which include, but are not limited to, statements contained in Item 3. Key Information Risk Factors, Item 5. Operating and Financial Review and Prospects and Item 11. Quantitative and Qualitative Disclosures About Market Risk, inherently are subject to a variety of risks and uncertainties that could cause actual results to differ materially from those set forth in such statements. These forward-looking statements are made only as of the filing date of this annual report. The Company expressly disclaims any obligation or undertaking to release any update or revision to any forward-looking statement contained herein to reflect any change in the Company s expectations with regard thereto or any change in events, conditions or circumstances on which any statement is based.

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Not applicable.

Item 2. Offer Statistics and Expected Timetable

Not applicable.

Item 3. Key Information**SELECTED FINANCIAL DATA**

The following selected consolidated financial information has been derived from our consolidated financial statements as of each of the dates and for each of the periods indicated below except for Number of employees. This information should be read in conjunction with and is qualified in its entirety by reference to our consolidated financial statements, including the notes thereto, included in this annual report in Item 18, which have been audited by KPMG AZSA & Co.

	2005	2006	Year ended March 31,		2009	2009
			2007	2008		
			(In millions of yen and millions of dollars)			
Income statement data: (1)						
Total revenues	¥ 908,765	¥ 913,818	¥ 1,122,450	¥ 1,151,539	¥ 1,075,811	\$ 10,952
Total expenses	778,073	700,916	841,385	963,549	1,021,072	10,395
Operating income	130,692	212,902	281,065	187,990	54,739	557
Equity in net income (loss) of affiliates	19,672	32,054	31,951	48,343	(42,937)	(436)
Gains (losses) on sales of subsidiaries and affiliates and liquidation losses, net	3,347	2,732	1,962	12,222	(1,731)	(18)
Income before income taxes, minority interests in earnings of subsidiaries, discontinued operations and extraordinary gain	153,711	247,688	314,978	248,555	10,071	103
Income from continuing operations	83,871	148,187	184,375	146,150	10,188	104
Net income	91,496	166,388	196,506	169,597	21,924	223

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	As of March 31,					
	2005	2006	2007	2008	2009	2009
	(In millions of yen and millions of dollars except number of Shares)					
Balance sheet data:						
Investment in direct financing leases (2)	¥ 1,451,574	¥ 1,437,491	¥ 1,258,404	¥ 1,098,128	¥ 914,444	\$ 9,309
Installment loans (2)	2,386,597	2,926,036	3,490,326	3,766,310	3,304,101	33,636
Subtotal	3,838,171	4,363,527	4,748,730	4,864,438	4,218,545	42,945
Investment in operating leases	619,005	720,096	862,049	1,019,956	1,226,624	12,487
Investment in securities	589,271	682,798	875,581	1,121,784	926,140	9,428
Other operating assets	82,651	91,856	152,106	197,295	189,560	1,930
Operating assets (3)	5,129,098	5,858,277	6,638,466	7,203,473	6,560,869	66,790
Allowance for doubtful receivables on direct financing leases and probable loan losses	(115,250)	(97,002)	(89,508)	(102,007)	(158,544)	(1,614)
Other assets	1,055,105	1,481,180	1,658,229	1,893,504	1,967,411	20,029
Total assets	¥ 6,068,953	¥ 7,242,455	¥ 8,207,187	¥ 8,994,970	¥ 8,369,736	\$ 85,205
Short-term debt	¥ 947,871	¥ 1,336,414	¥ 1,174,391	¥ 1,330,147	¥ 798,167	\$ 8,125
Long-term debt	2,861,863	3,236,055	3,863,057	4,462,187	4,453,845	45,341
Common stock	73,100	88,458	98,755	102,107	102,216	1,041
Additional paid-in capital	91,045	106,729	119,402	135,159	136,313	1,388
Shareholders' equity	727,333	953,646	1,194,234	1,267,917	1,167,530	11,886
Number of issued Shares	87,996,090	90,289,655	91,518,194	92,193,067	92,217,067	
Number of outstanding Shares	87,388,706	89,890,579	91,233,710	90,496,863	89,400,220	
		2005	2006	2007	2008	2009
Key ratios (%): (4)						
Return on equity, or ROE		14.17	19.80	18.30	13.78	1.80
Return on assets, or ROA		1.56	2.50	2.54	1.97	0.25
Shareholders' equity ratio		11.98	13.17	14.55	14.10	13.95
Allowance/investment in direct financing leases and installment loans		3.00	2.22	1.88	2.10	3.76
Per share data and employees:						
Shareholders' equity per Share	¥ 8,322.96	¥ 10,608.97	¥ 13,089.83	¥ 14,010.62	¥ 13,059.59	
Basic earnings from continuing operations per Share (5)	997.16	1,677.82	2,042.70	1,603.40	114.59	
Basic earnings per Share	1,087.82	1,883.89	2,177.10	1,860.63	246.59	
Diluted earnings per Share	1,002.18	1,790.30	2,100.93	1,817.81	233.81	
Cash dividends per Share	25.00	40.00	90.00	130.00	260.00	
Cash dividends per Share (6)	\$ 0.23	\$ 0.34	\$ 0.77	\$ 1.07	\$ 2.49	
Number of employees		13,734	15,067	16,662	18,702	18,920

(1) As a result of the recording of income from discontinued operations based on the Statement of Financial Accounting Standards No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, we reclassified certain items retroactively to the prior years.