

ORIX CORP  
Form 424B5  
January 06, 2011  
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**CALCULATION OF REGISTRATION FEE**

<b>Title Of Each Class Of Securities To Be Registered</b>	<b>Maximum Aggregate Offering Price</b>	<b>Amount Of Registration Fee</b>
US\$400,000,000 5.00% Notes Due 2016	\$400,000,000	\$46,440 <sup>(1)</sup>

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

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Filed pursuant to Rule 424(b)(5)  
 Registration Number 333-160410

**PROSPECTUS SUPPLEMENT**

(To prospectus dated July 2, 2009)

**ORIX CORPORATION****US\$400,000,000****5.00% Notes Due 2016**

We will pay interest on the notes on January 12 and July 12 of each year, beginning on July 12, 2011. The notes will mature on January 12, 2016. The notes will not be redeemable prior to maturity, except as set forth under "Description of Notes - Optional Tax Redemption" in this prospectus supplement, and will not be subject to any sinking fund.

The notes will be issued only in registered form in minimum denominations of US\$2,000 and integral multiples of US\$1,000 in excess thereof. The notes are not and will not be listed on any securities exchange.

**Investing in the notes involves risks. You should carefully consider the risk factors set forth in the section entitled "Risk Factors" in Item 3 of our most recent annual report on Form 20-F filed with the U.S. Securities and Exchange Commission and in the Risk Factors section beginning on page S-12 of this prospectus supplement before making any decision to invest in the notes.**

	<b>Per Note</b>	<b>Total</b>
Public offering price <sup>(1)</sup>	99.816%	\$ 399,264,000
Underwriting discount	.35%	\$ 1,400,000
Proceeds, before expenses, to ORIX <sup>(1)</sup>	99.466%	\$ 397,864,000

(1) Plus accrued interest from January 12, 2011 if settlement occurs after that date.

Neither the U.S. Securities and Exchange Commission, or the SEC, nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the related prospectus. Any representation to the contrary is a criminal offense.

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The notes will be ready for delivery in book-entry form through the book-entry delivery system of The Depository Trust Company for the accounts of its participants, including Clearstream Banking, *société anonyme*, and Euroclear Bank S.A./N.V., on or about January 12, 2011.

*Joint Bookrunners*

**UBS Investment Bank**

**Morgan Stanley**

**Nomura**

**Citi**

**BofA Merrill Lynch**

*Co-Lead Managers*

**BNP PARIBAS**

**Daiwa Capital Markets**

**Mizuho Securities USA Inc.**

*Co-Managers*

**ANZ Securities**

**Credit Agricole CIB**

**Scotia Capital**

**Standard Chartered Bank**

**CICC HKS**

**Deutsche Bank Securities**

**Goldman, Sachs & Co.**

**Houlihan Lokey**

**ING**

**Mitsubishi UFJ Securities**

**SMBC Nikko**

The date of this prospectus supplement is January 5, 2011.

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of the offering of the notes and also adds to, updates and changes information contained in the base prospectus filed with the SEC dated July 2, 2009, and the documents incorporated by reference in this prospectus supplement. The second part is the above-mentioned base prospectus, which we refer to as the accompanying prospectus. The accompanying prospectus contains a description of the senior debt securities and gives more general information, some of which may not apply to the notes. If the description of the notes in this prospectus supplement differs from the description in the accompanying prospectus, the description in this prospectus supplement supersedes the description in the accompanying prospectus.

You should rely only on the information contained or incorporated by reference into this prospectus supplement and the accompanying prospectus. Incorporated by reference means that we can disclose important information to you by referring you to another document filed separately with the SEC. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these notes in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference is accurate only as of each of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

Unless the context otherwise requires, references in this prospectus supplement to ORIX refer to ORIX Corporation and to we, us, our, ORIX Group and similar terms refer to ORIX Corporation and its subsidiaries, taken as a whole. We use the word you to refer to prospective investors in the notes.

Our consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, or U.S. GAAP. Unless otherwise stated or the context otherwise requires, all amounts in such financial statements are expressed in Japanese yen.

In this prospectus supplement, when we refer to dollars, US\$ and \$, we mean U.S. dollars, and, when we refer to yen and ¥, we mean Japanese yen. This prospectus supplement contains a translation of some Japanese yen amounts into U.S. dollars solely for your convenience.

Certain monetary amounts, ratios and percentage data included in this prospectus supplement 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.

**Representation of Gross Recipient Status upon Initial Distribution**

**By subscribing for the notes, an investor will be deemed to have represented it is a Gross Recipient.** A Gross Recipient for this purpose is (i) a beneficial owner that is, for Japanese tax purposes, neither (x) an individual resident of Japan or a Japanese corporation, nor (y) an individual non-resident of Japan or a non-Japanese corporation that in either case is a person having a special relationship with the issuer of the notes as described in Article 6, paragraph (4) of the Act on Special Measures Concerning Taxation of Japan (Act No. 26 of 1957, as amended), or the Act on Special Measures Concerning Taxation, (ii) a Japanese financial institution, designated in Article 3-2-2, paragraph (29) of the Cabinet Order relating to the Act on Special Measures Concerning Taxation (Cabinet Order No. 43 of 1957, as amended), or the Cabinet Order, that will hold notes for its own proprietary account or (iii) an individual resident of Japan or a Japanese corporation whose receipt of interest on the notes will be made through a payment handling agent in Japan as defined in Article 2-2, paragraph (2) of the Cabinet Order. As part of the initial distribution by the underwriters at any time, the notes are not to be directly or indirectly offered or sold to, or for the benefit of, any person other than a Gross Recipient or to others for re-offering or re-sale, directly or indirectly, to, or for the benefit of, any person other than a Gross Recipient.

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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus supplement contains statements that constitute forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Words such as believe, will, should, expect, intend, anticipate, estimate and expressions, identify forward-looking statements. Forward-looking statements, which include statements contained in Item 5. Operating and Financial Review and Prospects and Item 11. Quantitative and Qualitative Disclosure About Market Risk of our annual report on Form 20-F for the fiscal year ended March 31, 2010 as well as statements contained in our report on Form 6-K furnished to the SEC on November 12, 2010, are inherently subject to a variety of risks and uncertainties that could cause actual results to differ materially from those set forth in such statements.

We have identified some of the risks inherent in forward-looking statements in Item 3. Key Information Risk Factors of our most recent annual report on Form 20-F and in the Risk Factors section of this prospectus supplement. Other factors could also adversely affect our results or the accuracy of forward-looking statements in this prospectus supplement, and you should not consider the factors discussed here or in Item 3. Key Information Risk Factors of our most recent annual report on Form 20-F to be a complete set of all potential risks or uncertainties.

The forward-looking statements made in this prospectus supplement speak only as of the date of this prospectus supplement. We expressly disclaim any obligation or undertaking to release any update or revision to any forward-looking statement contained herein to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any statement is based.

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**PROSPECTUS SUPPLEMENT SUMMARY**

*This summary highlights key information described in greater detail elsewhere, or incorporated by reference, in this prospectus supplement and the accompanying prospectus. You should read carefully the entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference before making an investment decision.*

**ORIX CORPORATION**

**Overview**

ORIX Corporation is a joint stock corporation (*kabushiki kaisha*) formed under Japanese law. Founded in 1964 in Osaka, Japan as Orient Leasing Co., Ltd., we have grown over the succeeding decades from a leasing base to become one of Japan's leading financial service companies, providing a broad range of commercial and consumer finance products and services to Japanese and overseas customers. Our primary business segments are:

*Corporate Financial Services.* Through a nationwide network of 82 offices, we provide capital through loans and leasing for capital investment and other needs to our core customer base of domestic small and medium enterprises, or SMEs. In order to maximize synergies, this segment also functions as a central point of contact for our entire corporate group in responding to the needs of other segments, including business succession and overseas business development.

*Maintenance Leasing.* Our Maintenance Leasing segment consists of automobile leasing and rental operations as well as our equipment rental business. Our automobile operations started by offering to corporate clients leases that included maintenance services, and today we provide a complete range of specialized vehicle management outsourcing services. We also offer a wide range of services to address the vehicle needs of both corporate and individual clients. Our equipment rental operations cover a broad range of services, including rental of IT-related equipment and precision measuring equipment, technical support, calibration and asset management.

*Real Estate.* Our Real Estate segment encompasses a broad range of activities including the development and leasing of properties such as office buildings and commercial facilities; the development of residential condominium developments; the development and operation of hotels, golf courses, training facilities and senior housing; and asset management and administration, including Japanese real estate investment trusts (REITs).

*Investment Banking.* This segment consists principally of our real estate-related finance business and our investment banking business, including the following operations: venture capital business; real estate-related finance business, including non-recourse loans; loan servicing business that invests in non-performing loans and engages in commercial mortgage-backed securities (CMBS) management and collection; principal investment business; securitization business; and mergers and acquisitions and financial advisory business.

*Retail.* In this segment we primarily serve our individual customers. Our operations include: our trust and banking services through ORIX Trust and Banking; our card loan business, which is managed through an alliance with Sumitomo Mitsui Banking Corporation started in 2009; our life insurance business through which we offer a variety of insurance products through representative and mail-order sales; and our securities business which centers on online securities brokerage which is managed through an alliance with Monex Group formed in early 2010.

*Overseas Business.* Since expanding into Hong Kong in 1971, we have built an extensive overseas network spanning 27 countries and regions including the United States, Asia and the Pacific, the Middle East, North Africa and Europe. In the United States, we are engaged in investment and



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financing operations, such as corporate finance, investment in securities and investment banking operations, including advisory services in the areas of mergers and acquisitions, corporate financial restructuring and enterprise valuation. Recently, we have expanded our U.S. operations through an investment in RED Capital Group, a real estate loan structuring and servicing company, and an acquisition of a majority interest in Mariner Investment Group, a hedge fund management company. In Asia, Oceania, the Middle East and Europe, we focus on leasing, lending and other financial services that are closely tied to the local communities.

We had total revenues of ¥930,658 million and net income attributable to ORIX Corporation of ¥37,757 million for the fiscal year ended March 31, 2010 and total revenues of ¥481,874 million and net income attributable to ORIX Corporation of ¥34,053 million for the six months ended September 30, 2010. Our total assets at March 31, 2010 and at September 30, 2010 were ¥7,739,800 million and ¥8,643,758 million, respectively. Net income attributable to ORIX Corporation as a percentage of average total assets based on period-end balances was 0.47% for the fiscal year ended March 31, 2010 and 0.83% for the six months ended September 30, 2010 on a consolidated annualized basis.

### **Company Information**

Our head office is located at Mita NN Building, 4-1-23 Shiba, Minato-ku, Tokyo 108-0014, Japan. Our telephone number is +81-3-5419-5112. Our website is found at [www.orix.co.jp](http://www.orix.co.jp). The information on our website is not incorporated by reference into this prospectus supplement or the accompanying prospectus.

## **RECENT DEVELOPMENTS**

### **Overview**

Beginning in the fiscal year ended March 31, 2010 and continuing during the first six months of the fiscal year ending March 31, 2011, we took steps to position ourselves for strong performance in the next growth cycle with the view that the worst of the global financial crisis was behind us. Our primary focus has been on improving our financial and operational stability through balance sheet management. Specific initiatives and achievements to date include:

#### ***Enhanced Asset Control***

*Risk management policy:* We have sought to minimize risks by maintaining a well-diversified business portfolio across our six operating segments. Each of our business segments has a different risk profile, which mitigates adverse effects from the changing business environment and helps to stabilize profitability on a group-wide basis. Our diversified asset portfolio, together with allocating management resources based on management strategy and risk weight, has contributed to our 45 years of continuous profitability.

*Real estate-related assets:* We have significant exposures to real estate, mostly in Japan, through: loans to real estate companies by our Corporate Financial Services segment; holdings of non-recourse loans and specified bonds by our Investment Banking segment; and properties owned by our Real Estate segment. As of September 30, 2010, we had ¥2,110 billion in such real estate-related assets, a significant decrease from ¥2,754 billion, ¥2,583 billion and ¥2,230 billion as of March 31, 2008, 2009 and 2010, respectively, which decrease is mainly attributed to reductions in real estate-related financial assets. By leveraging our breadth of expertise to manage our rental properties and optimize both sales and leasing strategies, our Real Estate segment has maintained a stable NOI (Net Operating Income) Yield (measured as the amount of rental income attributable to rental properties net of tax, expenses and asset management fees, divided by book value of rental properties) between 5.5% and 5.7% since March 31, 2009 and, although there was an increase for the three months ended September 30, 2010 due to the completion of large projects and the sale of high-occupancy buildings, has kept the vacancy rate under 5.5% for the past four quarters through September 30, 2010.

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*Credit monitoring/credit quality:* Prior to the onset of the global financial crisis, we shifted management focus to financial stability and reduction of risk. During the crisis, along with de-leveraging, we accelerated asset reductions, particularly real estate-related financial assets as mentioned above, where we experienced significant deteriorations in the real estate-related loan portfolios of our Corporate Financial Services segment. To control asset quality in our real estate-related portfolio, we focused on maximizing recovery on non-performing loans and reduced the amount of new loans extended to real estate companies. Although provisions for doubtful receivables and probable loan losses were ¥77 billion and ¥72 billion for the fiscal years ended March 31, 2009 and 2010, respectively, the amount of non-performing loans in the Corporate Financial Services segment declined as of March 31, 2010 as compared to March 31, 2009. The amount of loans individually evaluated for impairment decreased from ¥389 billion as of September 30, 2009 to ¥348 billion as of March 31, 2010. As of September 30, 2010, the amount of loans individually evaluated for impairment further decreased to ¥302 billion (excluding ¥56 billion of such loans recorded by consolidated variable interest entities, or VIEs). Provisions for doubtful receivables and probable loan losses for the six months ended September 30, 2010 were ¥14 billion as compared to ¥39 billion for the six months ended September 30, 2009.

***Enhanced Liability Control***

*Diversified funding:* To maintain our financial stability, we reduced our non-deposit interest-bearing debt (measured as short-term debt plus long-term debt, excluding deposits) and total assets and also strengthened our funding structure by maintaining diverse funding methods, retaining excess liquidity and increasing our long-term debt ratio. We reduced our non-deposit interest-bearing debt from ¥5,252 billion as of March 31, 2009 to ¥4,410 billion as of March 31, 2010. As of September 30, 2010, our non-deposit interest-bearing debt increased to ¥5,284 billion due to the application of new accounting standards regarding the consolidation of VIEs under Accounting Standards Update 2009-16 (ASC 860 ( Transfers and Servicing )), or ASU 2009-16, and Accounting Standards Update 2009-17 (ASC 810 ( Consolidation )), or ASU 2009-17, effective April 1, 2010. On an adjusted basis, which excludes payables under securitized leases, loan receivables and investment in securities, the amount of our non-deposit interest-bearing debt was ¥4,893 billion, ¥4,208 billion and ¥4,154 billion as of March 31, 2009, March 31, 2010 and September 30, 2010, respectively. For more information about our adjusted non-deposit interest-bearing debt, see Non-GAAP Financial Measures in this prospectus supplement.

Our funding consists mainly of borrowings from financial institutions and funding from capital markets and deposits. We borrow from a diverse range of financial institutions, including major Japanese banks, regional Japanese banks, foreign banks and life and casualty insurance companies, consisting of over 200 institutions. Funding from the capital markets includes the issuance of straight bonds, medium-term notes (MTNs), unsecured convertible bonds and commercial paper. We have historically maintained a ratio of approximately 50% direct funding and 50% indirect funding. As of September 30, 2010, 40.5% of our total interest-bearing debt (measured as short-term debt plus long-term debt and deposits) was borrowings from financial institutions, 23.2% was bonds and MTNs, 3.3% was commercial paper, 18.2% was payables under securitized leases, loan receivables and investment in securities and 14.8% was deposits. On an adjusted basis, which excludes payables under securitized leases, loan receivables and investment in securities, as of September 30, 2010, 49.5% of our total interest-bearing debt was borrowings from financial institutions, 28.3% was bonds and MTNs, 4.1% was commercial paper and 18.1% was deposits. Our diverse funding structure has led to a stable average cost of funding (measured as interest expense divided by average balance of non-deposit interest bearing debt) over the past two years. For the six months ended September 30, 2010, our average cost of funding was 1.46% in Japan and 4.65% overseas, each on an annualized basis. On an

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adjusted basis, which excludes payables under securitized leases, loan receivables and investment in securities, our average cost of funding for the six months ended September 30, 2010 was 1.52% in Japan and 3.23% overseas, each on an annualized basis. For more information about our average funding costs and funding procurement on an adjusted basis, see **Non-GAAP Financial Measures** in this prospectus supplement.

*Well-managed liquidity:* We continued to focus on improving our liquidity position to establish a buffer against uncertain market environments. We implemented measures to retain excess liquidity and decrease short-term liquidity risks, such as increasing our cash and available committed credit facilities. As of September 30, 2010, our aggregate balance of cash and cash equivalents, time deposits and available amount of committed credit facilities was ¥1,144 billion, as compared to ¥731 billion as of March 31, 2009 and ¥1,026 billion as of March 31, 2010. This increase, together with the decrease in our adjusted non-deposit interest bearing debt, has led to an improved liquidity coverage ratio (measured as cash and cash equivalents, time deposits and available amount of committed credit facilities divided by adjusted non-deposit interest bearing debt) at September 30, 2010, as compared to March 31, 2008 and 2009.

We also focused on increasing our long-term debt ratio while reducing commercial paper. We increased our long-term debt ratio (measured as long-term debt divided by non-deposit interest bearing debt) from 77% as of March 31, 2008 to 87% as of March 31, 2010. As of September 30, 2010, our long-term debt ratio was 90% due to the application of new accounting standards regarding the consolidation of VIEs, effective April 1, 2010. On an adjusted basis, which excludes payables under securitized leases, loan receivables and investment in securities, our long-term debt ratio was 75%, 86% and 87% as of March 31, 2008, March 31, 2010 and September 30, 2010, respectively. For more information about our adjusted long-term debt ratio, see **Non-GAAP Financial Measures** in this prospectus supplement.

In terms of capital market funding, during the fiscal year ending March 31, 2011 through the date of this prospectus supplement, we have publicly issued approximately ¥393 billion in corporate bonds, including 7-, 9- and 10-year straight bonds offered in Japan and \$750 million in SEC-registered U.S. dollar-denominated bonds, and have redeemed approximately ¥353 billion of outstanding bonds.

### **Overall Capital Management**

*Optimal balance:* We have endeavored to strike an optimal balance between financial stability and further growth. We monitor, evaluate and manage our asset portfolio based on capital risk using internal modeling utilizing historical, as well as external marketing data. We allocate management resources taking into account group-wide risk preferences based on management strategies with a focus on those business segments or areas with greater growth potential.

*Controlled deleveraging:* We focused on decreasing our debt-to-equity ratio through controlled asset reductions and the completion of a global equity offering in July 2009, which raised net proceeds of approximately ¥83 billion. Our debt-to-equity ratio, measured as non-deposit interest-bearing debt divided by ORIX Corporation shareholders' equity, decreased from 4.5x as of March 31, 2009 to 3.4x as of March 31, 2010. As of September 30, 2010, our debt-to-equity ratio increased to 4.1x due to the application of new accounting standards regarding the consolidation of VIEs, effective April 1, 2010. On an adjusted basis, which (a) excludes payables under securitized leases, loan receivables and investment in securities and (b) for September 30, 2010, reverses the cumulative effect on our retained earnings of applying the new accounting standards for the consolidation of VIEs under ASU 2009-16 and ASU 2009-17, our debt-to-equity ratio was 4.2x, 3.2x and 3.2x as of March 31, 2009, March 31, 2010 and September 30, 2010, respectively. For more information about our adjusted debt-to-equity ratio, see **Non-GAAP Financial Measures** in this prospectus supplement.

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We have also focused on increasing ORIX Corporation shareholders' equity ratio, measured as ORIX Corporation shareholders' equity divided by total assets. ORIX Corporation shareholders' equity ratio increased from 13.9% as of March 31, 2009 to 16.8% as of March 31, 2010. As of September 30, 2010, ORIX Corporation shareholders' equity ratio decreased to 14.8% due to the application of new accounting standards regarding the consolidation of VIEs, effective April 1, 2010. On an adjusted basis, which (a) excludes payables under securitized leases, loan receivables and investment in securities from total assets and (b) for September 30, 2010, reverses the cumulative effect on our retained earnings of applying the new accounting standards for the consolidation of VIEs, ORIX Corporation shareholders' equity ratio was 14.6%, 17.2% and 17.3% as of March 31, 2009, March 31, 2010 and September 30, 2010, respectively. For more information about our adjusted ORIX Corporation shareholders' equity ratio see "Non-GAAP Financial Measures" in this prospectus supplement.

The foregoing trends in our debt-to-equity and ORIX Corporation shareholders' equity ratios have generally been continuing for the past ten years with only minor and temporary annual trend reversals coinciding with the recent financial crisis.

## **Strategy**

We believe our competitive advantage lies in our ability to offer a broad range of services differentiated from those offered by other financial institutions. We constantly strive to anticipate the market's needs and to contribute to society by developing leading financial services and innovative, value-added products for our customers. Moving forward, we intend to leverage our expertise and experience to further develop three primary business areas, Finance + Services, Asia and Energy and the Environment, in preparation for the next growth stage.

*Finance + Services:* We intend to provide high value-added services, such as our auto leasing services, in Japan to SMEs as well as large corporations, and to expand our fee-based businesses both domestically and overseas, including through two recent acquisitions in the United States. In May 2010, we acquired a majority interest in Red Capital Group, a real estate loan structuring and servicing company providing financing for multifamily, senior living and health care projects in the United States. In January 2011, we acquired a majority interest in MIG Holdings, LLC, the parent company of Mariner Investment Group, a major hedge fund and alternative investment manager. In addition to expanding our commission-based businesses, as a result of these investments, we expect to achieve new synergies with our existing servicing business, to obtain valuable know-how in the real estate loan structuring and servicing and asset management businesses and to gain access to an expanded client network in the United States.

*Asia:* We believe the opportunity exists to significantly expand our business in Asia. We intend to capture the future growth potential in Asia by leveraging our strong brand recognition and existing business networks and by creating new beneficial long-term alliances with local partners. We are actively pursuing investment opportunities in the region, in addition to supporting our existing leasing business. We have made a number of private equity, real-estate and ship and aircraft operations investments in Asia, such as investments in STX Metal in Korea, AirAsia X in Malaysia and a condominium development in Singapore. To take advantage of this overseas business growth potential, particularly in Asia, we intend to strengthen our overseas funding capability, in part by increasing the percentage of our overseas fund procurement. Our overseas funding ratio based on non-deposit interest-bearing debt as of September 30, 2010 was 22.1%. On an adjusted basis which excludes payables under securitized leases, loan receivables and investment in securities, our overseas funding ratio was 11.1%.

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*Energy and the Environment:* We intend to build upon our 15 years of experience in the environmental-related businesses to become an eco-service integrator, providing comprehensive, one-stop services combining innovative environmental technologies with our expertise in finance, maintenance, sales and operations. We will continue to pursue various environment-related businesses across all our business segments, such as resource recycling, CO<sub>2</sub> reduction and energy conservation.

**Non-GAAP Financial Measures**

This prospectus supplement includes certain financial measures presented on a basis not in accordance with U.S. GAAP, or non-GAAP financial measures, including long-term debt, ORIX Corporation shareholders' equity and total assets, as well as other measures or ratios calculated based thereon, presented on an adjusted basis, which excludes payables under securitized leases, loan receivables and investment in securities and reverses the cumulative effect on retained earnings of applying the new accounting standards for the consolidation of VIEs, effective April 1, 2010.

Our management believes these non-GAAP financial measures may provide investors with additional meaningful comparisons between our financial condition as of September 30, 2010, as compared to prior periods. Effective April 1, 2010, we adopted ASU 2009-16 and ASU 2009-17, which changed the circumstances under which we are required to consolidate certain VIEs. Our adoption of these new accounting standards caused a significant increase in our consolidated assets and liabilities and a decrease in our retained earnings without affecting the net cash flow and economic effects of our investments in such consolidated VIEs. Accordingly, our management believes that providing financial measures that exclude the impact of consolidating certain VIEs on our assets and liabilities as a supplement to financial information calculated in accordance with U.S. GAAP enhances understanding of the overall picture of our current financial position and enables investors to evaluate our historical financial and business trends without the large balance sheet fluctuation caused by our adoption of these new accounting standards. For more information about the effect of our initial adoption of ASU 2009-16 and ASU 2009-17, see Note 2(ae) of our unaudited interim financial statements for the three and six months ended September 30, 2010 included in our Form 6-K, furnished to the SEC on November 12, 2010.

We provide these non-GAAP financial measures as supplemental information to our consolidated financial statements prepared in accordance with U.S. GAAP, and they should not be considered in isolation or as a substitute for the most directly comparable U.S. GAAP measures. The tables set forth below provide reconciliations of these non-GAAP financial measures to the most directly comparable financial measures presented in accordance with U.S. GAAP as reflected in our consolidated financial statements for the periods provided.

**Table of Contents****Adjusted assets, liabilities and ORIX Corporation shareholders' equity**

	As of March 31,			As of
	2008	2009	2010	September 30,
	(In millions of yen)			2010
Total assets (a)	¥ 8,994,970	¥ 8,369,736	¥ 7,739,800	¥ 8,643,758
Deduct:				
Payables under securitized leases, loan receivables and investment in securities <sup>(1)</sup>	374,920	358,969	202,224	1,129,680
Adjusted assets (b)	8,620,050	8,010,767	7,537,576	7,514,078
Short-term debt (c)	1,330,147	798,167	573,565	543,432
Long-term debt (d)	4,462,187	4,453,845	3,836,270	4,740,372
Deduct:				
Payables under securitized leases, loan receivables and investment in securities	374,920	358,969	202,224	1,129,680
Adjusted long-term debt (e)	4,087,267	4,094,876	3,634,046	3,610,692
Non-deposit interest bearing debt (c) + (d)	5,792,334	5,252,012	4,409,835	5,283,804
Adjusted non-deposit interest bearing debt (c) + (e)	5,417,414	4,893,043	4,207,611	4,154,124
ORIX Corporation shareholders' equity (f)	1,267,917	1,167,530	1,298,684	1,279,800
Add:				
The cumulative effect on retained earnings of applying the new accounting standards for the consolidation of VIEs under ASU 2009-16 and ASU 2009-17, effective April 1, 2010				22,385
Adjusted ORIX Corporation shareholders' equity (g)	1,267,917	1,167,530	1,298,684	1,302,185

(1) These amounts are recorded as liabilities and are included in long-term debt

**Key ratios**

	As of March 31,			As of
	2008	2009	2010	September 30,
	(In percentages, except debt-to-equity ratio)			2010
ORIX Corporation shareholders' equity ratio (f) / (a)	14.1	13.9	16.8	14.8
Adjusted ORIX Corporation shareholders' equity ratio (g) / (b)	14.7	14.6	17.2	17.3
Debt-to-equity ratio ((c) + (d)) / (f)	4.6x	4.5x	3.4x	4.1x
Adjusted debt-to-equity ratio ((c) + (e)) / (g)	4.3x	4.2x	3.2x	3.2x
Long-term debt ratio (d) / ((c) + (d))	77	85	87	90
Adjusted long-term debt ratio (e) / ((c) + (e))	75	84	86	87



**Table of Contents***Average funding costs (by region)*

	For the six months ended September 30, 2010	
	Japan	Overseas
(In millions of yen, except percentages)		
Average balance of non-deposit interest bearing debt (a)	¥ 4,145,047	¥ 1,292,567
Less:		
Average balance of payables under securitized leases, loan receivables and investment in securities	449,801	784,383
Adjusted average balance of non-deposit interest bearing debt (b)	3,695,246	508,184
Interest expense (c)	¥ 30,333	¥ 30,044
Less:		
Interest expense for payables under securitized leases, loan receivables and investment in securities	2,310	21,833
Adjusted interest expense (d)	28,023	8,211
Average cost of funding (annualized) (c) / (a)	1.46%	4.65%
Adjusted average cost of funding (annualized) (d) / (b)	1.52%	3.23%

*Funding structure (by type)*

	As of September 30, 2010			
	Total interest bearing debt	Share	Adjusted total interest bearing debt	Share
Borrowings from financial institutions	¥ 2,509,328	40.5%	¥ 2,509,328	49.5%
Bonds and medium-term notes	1,437,643	23.2%	1,437,643	28.3%
Commercial paper	207,153	3.3%	207,153	4.1%
Payables under securitized leases, loan receivables and investment in securities	1,129,680	18.2%		
Deposits	920,765	14.8%	920,765	18.1%
Total	¥ 6,204,569	100.0%	¥ 5,074,889	100.0%

*Funding structure (by region)*

	As of September 30, 2010					
	Non-deposit interest bearing debt	Share	Less: Payables under securitized leases, loan receivables and investment in securities	Adjusted non-deposit interest bearing debt	Share	
Japan	¥ 4,117,512	77.9%	¥ 425,372	¥ 3,692,140	88.9%	
Overseas	1,166,292	22.1%	704,308	461,984	11.1%	
Total	¥ 5,283,804	100.0%	¥ 1,129,680	¥ 4,154,124	100.0%	

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**Table of Contents****THE OFFERING**

*The following summary contains basic information about the notes and is not intended to be complete. It does not contain all the information that may be important to you. For a more complete understanding of the notes, please refer to the section entitled "Description of Notes" in this prospectus supplement and the section entitled "Description of Senior Debt Securities" in the accompanying prospectus.*

Issuer	ORIX Corporation.
Notes offered	US\$400,000,000 of aggregate principal amount of 5.00% notes due 2016.
Maturity date	January 12, 2016.
Issue price	99.816% of the principal amount plus accrued interest from January 12, 2011 if settlement occurs after that date.
Interest payment dates	Interest on the notes will be payable on January 12 and July 12 of each year, beginning July 12, 2011.
Interest rate	5.00%.
Calculation of interest	Interest on the notes will be calculated on the basis of a 360-day year consisting of twelve 30-day months.
Ranking	The notes will be ORIX's direct, unsecured and unsubordinated general obligations and will have the same rank in liquidation as all ORIX's other unsecured and unsubordinated debt.
Additional amounts	All payments of principal and interest on the notes will be made without withholding or deduction for or on account of any taxes unless such withholding or deduction is required by law. Payments of interest on the notes generally will be subject to Japanese withholding tax unless the beneficial owner of the notes establishes that the notes are held by or for the account of a beneficial owner that is not a Japanese corporation, an individual resident of Japan, or an individual non-resident of Japan or a non-Japanese corporation that in either case is a specially-related person of ORIX for Japanese tax purposes. See "Tax Considerations - Japanese Tax Considerations" in this prospectus supplement. If payments of principal and interest on the notes are subject to withholding or deduction under Japanese tax law, we will pay such additional amounts, subject to certain exceptions, in respect of Japanese taxes as will result in the payment of amounts otherwise receivable absent any such withholding or deduction. See "Description of Notes - Additional Amounts" in this prospectus supplement. References to principal and interest in respect of the notes include any additional amounts which may be payable by us.

Optional tax redemption

If, due to changes in Japanese law occurring on or after the issue date of the notes, we would be required to pay additional amounts as described under Description of Notes Additional Amounts in this

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prospectus supplement, we may redeem the notes in whole, but not in part, at a redemption price equal to 100% of the principal amount of the notes plus accrued interest to the redemption date. For a more complete description, see [Description of Notes Optional Tax Redemption](#) in this prospectus supplement.

Markets

We are offering the notes only in jurisdictions in the United States, Europe and Asia (other than Japan), subject to certain exceptions, where the offering is permitted, and in all cases in compliance with applicable laws and regulations. See [Underwriting](#) in this prospectus supplement for more information.

Form and denominations

The notes will be issued in fully registered form, without coupons, in denominations of US\$2,000 and integral multiples of US\$1,000 in excess thereof and will be represented by one or more global notes. The notes will be issued in the form of global securities deposited in The Depository Trust Company, or DTC. Beneficial interests in the notes may be held through DTC, Clearstream Banking, *société anonyme*, or Clearstream, or Euroclear Bank S.A./N.A., or Euroclear. For more information about global securities held by DTC through DTC, Clearstream or Euroclear, you should read [Clearance and Settlement](#) in the accompanying prospectus.

Covenants

The indenture relating to the notes contains restrictions on our ability to incur liens and merge or transfer assets. For a more complete description see [Description of Notes Negative Pledge](#) in this prospectus supplement and [Description of Senior Debt Securities Covenants](#) in the accompanying prospectus.

Further issuances

We reserve the right, from time to time, without the consent of the holders of the notes, to issue additional notes on terms and conditions identical to the notes, which additional notes shall increase the aggregate principal amount of and shall be consolidated and form a single series with, the notes. We may also issue other securities under the indenture that have different terms from the notes.

Governing law

The notes and the indenture will be governed by and construed in accordance with the laws of the State of New York.

Use of proceeds

We intend to use the net proceeds of this offering for general corporate purposes.

Listing

The notes will not be listed on any securities exchange.

Trustee

Law Debenture Trust Company of New York.

Paying agent

Citibank, N.A.

Risk factors

You should carefully consider all of the information contained in, or incorporated by reference into, this prospectus supplement and the accompanying prospectus before investing in the notes. In particular,

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we urge you to consider carefully the factors set forth under **Risk Factors** beginning on page S-12 of this prospectus supplement and under **Item 3. Key Information Risk Factors** of our most recent annual report on Form 20-F.

**Lock-up agreement**

We have agreed with the underwriters to restrictions on issuances and sales of certain U.S. dollar-denominated notes by ORIX which are SEC registered or otherwise publicly offered, or are listed on any securities exchange, for a period of 30 days from the closing of the offering, as described in greater detail in this prospectus supplement under **Underwriting**.

**Clearance and settlement**

The notes have been accepted for clearance through DTC, Euroclear and Clearstream.

**Delivery of the notes**

Delivery of the notes is expected on or about January 12, 2011.

**Conflicts of Interest**

Houlihan Lokey Capital, Inc. is an affiliate of ours and, as a result, has a conflict of interest within the meaning set forth in FINRA Rule 5121 adopted by the Financial Industry Regulatory Authority (FINRA). Consequently, this offering is being conducted in compliance with the provisions of FINRA Rule 5121. Because this offering is of notes that are rated investment grade, pursuant to FINRA Rule 5121, the appointment of a qualified independent underwriter is not necessary. See **Underwriting (Conflicts of Interest)** beginning on page S-36 of this prospectus supplement.

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**RISK FACTORS**

*Investing in the notes involves risks. You should consider carefully the risks relating to the notes described below, as well as the other information presented in, or incorporated by reference into, this prospectus supplement and the accompanying prospectus, before you decide whether to invest in the notes. If any of these risks actually occurs, our business, financial condition and results of operations could suffer, and the trading price and liquidity of the notes offered could decline, in which case you may lose all or part of your investment.*

*This prospectus supplement and the accompanying prospectus also contain forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including the risks described below, elsewhere in this prospectus supplement and in Item 3. Key Information Risk Factors of our annual report on Form 20-F for the fiscal year ended March 31, 2010.*

**Risks relating to the offering**

***The notes are structurally subordinated and do not entitle holders to receive specific security interests***

The notes are unsecured obligations of ORIX and will be structurally subordinated to debt obligations of our subsidiaries, as well as other obligations of our subsidiaries, such as life insurance. A substantial portion of our outstanding long-term indebtedness consists of debt of our subsidiaries.

A portion of our debt is secured by our assets. See Note 17 to the unaudited interim consolidated financial statements in our report on Form 6-K submitted to the SEC on November 12, 2010. In addition, as is common with most Japanese corporations, our loan agreements relating to short-term and long-term debt with Japanese banks and some insurance companies provide that our assets are subject to pledges as collateral at any time if requested by the lenders. Lenders whose loans constitute a majority of our indebtedness have the right to request that we pledge assets to secure their loans. Although we have not received any requests of this kind from our lenders, there can be no assurance that our lenders will not request us to provide such collateral in the future. Most of these loan agreements, and some other loan agreements, contain rights of the lenders to offset cash deposits held by them against loans to us under specified circumstances.

Whether the provisions in our loan agreements and debt arrangements described above can be enforced will depend upon factual circumstances. However, if they are enforced, the claims of these lenders and banks would have priority over our assets and would rank senior to the claims of holders of the notes.

***There is no prior market for the notes, and if a market develops, it may not be liquid***

We do not intend to list the notes on any exchange or to seek their quotation on any automated dealer quotation system. We cannot assure you that any liquid market for the notes will ever develop or be maintained. The underwriters have advised us that they currently intend to make a market in the notes following the offering. However, the underwriters have no obligation to make a market in the notes, and they may stop at any time. Further, there can be no assurance as to the liquidity of any market that may develop for the notes or the prices at which you will be able to sell your notes, if at all. Future trading prices of the notes will depend on many factors, including:

prevailing interest rates;

our financial condition and results of operations;

the then-current ratings assigned to the notes;

the market for similar securities; and

declining general economic conditions.

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Any trading market that develops would be affected by many factors independent of and in addition to the foregoing, including:

time remaining to the maturity of the notes;

outstanding amount of the notes; and

level, direction and volatility of market interest rates in general.

***We are not restricted in our ability to dispose of our assets by the terms of the notes***

The indenture governing the notes contains a negative pledge covenant that prohibits us from pledging assets to secure other bonds or similar debt instruments unless we make a similar pledge to secure the notes offered by this prospectus supplement and the accompanying prospectus. However, we are generally permitted to sell or otherwise dispose of substantially all of our assets to another corporation or other entity under the terms of the notes. If we decide to dispose of a large amount of our assets, you will not be entitled to declare an acceleration of the maturity of the notes, and those assets will no longer be available to support the notes.

***The indenture and the notes do not contain any restrictions on our ability to pay dividends, incur indebtedness or issue or repurchase securities and provide holders with limited protection in the event of a change in control***

The indenture and the notes do not contain any financial covenants or other restrictions on our ability to pay dividends on our shares of common stock, our ability to incur additional debt, including senior indebtedness (except as set forth in Description of Notes Negative Pledge ), or our ability to issue new securities or repurchase our outstanding securities. In addition, the indenture and the notes do not contain any covenants or other provisions to afford protection to holders of the notes in the event of a highly leveraged transaction or change in control of ORIX.

***Changes in the ratings of the notes may have an adverse effect on the market price and liquidity of the notes***

The notes have received credit ratings from certain credit rating agencies. Such ratings are not recommendations to buy, sell or hold the notes, are limited in scope, and do not address all material risks relating to an investment in the notes, but reflect only the view of each rating agency at the time the rating is issued. There is no assurance that such credit ratings will remain in effect for any given period of time or that such ratings will not be lowered, suspended or withdrawn entirely by the rating agencies, if in each rating agency's judgment, circumstances so warrant. A downgrade or potential downgrade in these ratings or the assignment of new ratings that are lower than existing ratings could reduce the population of potential investors in the notes and adversely affect the price and liquidity of the notes.

**Table of Contents****RATIO OF EARNINGS TO FIXED CHARGES**

The following table shows the consolidated ratio of earnings to fixed charges for ORIX for the periods indicated.

	For the year ended March 31,					For the six months ended
	2006	2007	2008	2009	2010	September 30, 2010
Ratio of earnings to fixed charges	x4.864	x4.461	x2.770	x1.611	x1.525	x1.703

Note: In accordance with FASB Accounting Standards Codification 205-20 ( Presentation of Financial Statements Discontinued Operations ), we retroactively reclassified certain items used in the calculation of ratio of earnings to fixed charges for the fiscal years ended March 31, 2006, 2007, 2008 and 2009 related to the operations of the subsidiaries, the business units, and certain properties, which were disposed of or were classified as held for sale without significant continuing involvement in the operations during the fiscal year ended March 31, 2010.

In calculating the ratio of earnings to fixed charges, we used the following definitions:

The term **fixed charges** means the sum of the following: (a) interest expensed and capitalized, (b) amortized premiums, discounts and capitalized expenses related to indebtedness, (c) an estimate of the interest component within rental expense and (d) preference security dividend requirements of consolidated subsidiaries.

The term **earnings** is the amount resulting from adding and subtracting the following items. Add the following: (a) pre-tax income from continuing operations before adjustment for income or loss from equity investees, (b) fixed charges, (c) amortization of capitalized interest, (d) distributed income of equity investees and (e) our share of pre-tax losses of equity investees for which charges arising from guarantees are fixed charges. From the total of the added items, subtract the interest capitalized, preference security dividend requirements of consolidated subsidiaries and the noncontrolling interest in pre-tax income of subsidiaries that have not incurred fixed charges. Equity investees are investments that we account for using the equity method of accounting.

**Table of Contents****SELECTED FINANCIAL DATA**

The tables below set forth selected consolidated financial data as of and for the years ended March 31, 2006, 2007, 2008, 2009 and 2010 and as of and for the six months ended September 30, 2009 and 2010. The selected financial data as of and for the years ended March 31, 2006, 2007, 2008, 2009 and 2010 have been derived primarily from our consolidated financial statements. The selected financial data as of and for the six months ended September 30, 2009 and 2010 have been derived primarily from our unaudited interim consolidated financial statements which contain all normal and recurring adjustments necessary for fair presentation of our financial condition and results of operations and are included in our report on Form 6-K submitted to the SEC on November 12, 2010, which is incorporated by reference into this prospectus supplement and the accompanying prospectus. The results of operations for the six month period ended September 30, 2009 and 2010 are not necessarily indicative of the results for a full year's operations.

	2006	For the year ended March 31,				For the six months ended September 30,	
		2007	2008	2009	2010	2009	2010
(In millions of yen)							
<b>Income statement data:<sup>(1)</sup></b>							
Total revenues	¥ 906,944	¥ 1,115,482	¥ 1,135,338	¥ 1,053,521	¥ 930,658	¥ 461,741	¥ 481,874
Total expenses	694,589	834,830	949,784	1,000,166	901,090	440,664	435,241
Operating income	212,355	280,652	185,554	53,355	29,568	21,077	46,633
Equity in net income (loss) of affiliates	32,054	31,951	48,343	(42,937)	8,550	(4,538)	5,988
Gains (losses) on sales of subsidiaries and affiliates and liquidation losses, net	2,732	1,962	12,222	(1,731)	17,487	6,293	339
Income before income taxes, discontinued operations and extraordinary gain	247,141	314,565	246,119	8,687	55,605	22,832	52,960
Income from continuing operations	151,071	188,772	148,448	11,362	32,253	13,359	32,580
Net income (loss) attributable to the noncontrolling interests	2,330	2,014	1,952	1,175	704	(741)	165
Net income attributable to the redeemable noncontrolling interests	958	3,032	1,950	698	2,476	1,079	900
Net income attributable to ORIX Corporation	166,388	196,506	169,597	21,924	37,757	20,150	34,053

	As of March 31,					As of
	2006	2007	2008	2009	2010	September 30, 2010
(In millions of yen except number of shares)						
<b>Balance sheet data:<sup>(1)</sup></b>						
Investment in direct financing leases <sup>(2)</sup>	¥ 1,437,491	¥ 1,258,404	¥ 1,098,128	¥ 914,444	¥ 756,481	¥ 853,294
Installment loans <sup>(2)</sup>	2,926,036	3,490,326	3,766,310	3,304,101	2,464,251	3,193,971
Investment in operating leases	720,096	862,049	1,019,956	1,226,624	1,213,223	1,203,786
Investment in securities	682,798	875,581	1,121,784	926,140	1,104,158	1,038,736
Other operating assets	91,856	152,106	197,295	189,560	186,396	235,435
Allowance for doubtful receivables on direct financing leases and probable loan losses	(97,002)	(89,508)	(102,007)			