

MITSUI & CO LTD  
Form 20-F/A  
August 17, 2010

**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 (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, 2010**

**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 0-9929**

# MITSUI BUSSAN KABUSHIKI KAISHA

*(Exact name of Registrant as specified in its charter)*

## MITSUI & CO., LTD.

*(Translation of Registrant's name into English)*

**JAPAN**

*(Jurisdiction of incorporation or organization)*

**2-1, OHTEMACHI 1-CHOME, CHIYODA-KU, TOKYO 100-0004, JAPAN**

*(Address of principal executive offices)*

**Kenichi Hori, 81-3-3285-7533, [K.Hori@mitsui.com](mailto:K.Hori@mitsui.com)**

*(Name, Telephone, E-mail Address of Company Contact Person)*

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

<b>Title of Each Class</b>	<b>Name of Each Exchange On Which Registered</b>
<b>Common Stock</b>	<b>Nasdaq Stock Market</b>

**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, 2010, 1,824,821,883 shares of common stock were outstanding including**

**23,440,400 shares represented by an aggregate of 1,172,020 American Depositary Shares.**

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

Yes  No

## Edgar Filing: MITSUI & CO LTD - Form 20-F/A

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

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 has 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 (§232.405 of this chapter) 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.

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

**Explanatory Note**

This amendment to our Annual Report on Form 20-F amends the Annual Report on Form 20-F for the fiscal year ended March 31, 2010 of Mitsui & Co., Ltd. (the Company ) originally filed on August 13, 2010 (this Amendment ). The Company is filing this Amendment in order to correct a typographical error in Exhibit 13.1.

**CERTIFICATION**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, Chapter 63 of title 18, United States Code), each of the undersigned officers of Mitsui & Co., Ltd. (the Company), hereby certifies, to such officer's knowledge, that the Company's annual report on Form 20-F for the year ended March 31, 2010 (the Report) fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 13, 2010

By /s/ MASAMI IJIMA  
Name: Masami Iijima  
Title: President and Chief Executive Officer

**(Principal Executive Officer)**

By /s/ JUNICHI MATSUMOTO  
Name: Junichi Matsumoto  
Title: Executive Vice President and

**Chief Financial Officer**

**(Principal Financial Officer)**

**Signature**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant hereby certifies that it meets all the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

MITSUI & CO., LTD.  
(Registrant)

Date: August 17, 2010

By  
**Name:**  
**Title:**

/s/ JUNICHI MATSUMOTO  
**Junichi Matsumoto**

**Executive Vice President and**

**Chief Financial Officer**

**(Principal Financial Officer)**