

PANASONIC Corp
Form 6-K
March 02, 2009
Table of Contents

FORM 6-K
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of

The Securities Exchange Act of 1934

For the Month of February 2009

Commission File Number: 1-6784

Panasonic Corporation

Kadoma, Osaka, Japan

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 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):

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):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

Table of Contents

This Form 6-K consists of:

1. News release issued on February 26, 2009, by Panasonic Corporation (the registrant), announcing proposed senior management changes.
2. News release issued on February 27, 2009, by the registrant, announcing the progress regarding preparation for tender offer by Panasonic for SANYO shares.

Table of Contents

SIGNATURE

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.

Panasonic Corporation

By: /s/ YUKITOSHI ONDA
Yukitoshi Onda, Attorney-in-Fact

General Manager of Investor Relations

Panasonic Corporation

Dated: March 2, 2009

Table of Contents

February 26, 2009

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Panasonic Announces Proposed Senior Management Changes

Osaka, Japan, February 26, 2009 - Panasonic Corporation (Panasonic [NYSE symbol: PC]), today announced the following changes of the members of the Board of Directors and Executive Officers, effective April 1, 2009, and proposed changes of the members of the Board of Directors, effective June 25, 2009. These proposed changes will be submitted for and subject to approval at the company's ordinary general meeting of shareholders to be held on June 25, 2009.

1. Members of the Board of Directors (Effective April 1)

| Title | Name | Responsibilities |
|----------------------------|--------------------------------------|---|
| Chairman of the Board | Kunio Nakamura | |
| Vice Chairman of the Board | Masayuki Matsushita | |
| President | Fumio Ohtsubo | |
| Executive Vice Presidents | Susumu Koike | In charge of Technology and Semiconductor Company |
| | Shunzo Ushimaru | |
| | Koshi Kitadai | In charge of Industrial Sales, Automotive Electronics Business, Panasonic EV Energy Co., Ltd., System Solutions Company, Panasonic Mobile Communications Co., Ltd. |
| | Toshihiro Sakamoto (promoted) | In charge of Domestic Consumer Marketing and Design |
| | Takahiro Mori (promoted) | In charge of Planning / Associate Director, Corporate IT Innovation Division / in charge of Corporate Construction Business Promotion Division, Corporate Overseas Solution Business Department, Electrical Supplies Sales, Project Sales and Building Products Sales |
| | Shinichi Fukushima (promoted) | Representative in Kansai |

Table of Contents

-2-

| Title | Name | Responsibilities |
|---|---------------------|---|
| Senior Managing Directors | Yasuo Katsura | Representative in Tokyo / Director, Tokyo Branch / in charge of Corporate International Affairs Group |
| | (promoted) | |
| | Hitoshi Otsuki | In charge of Overseas Operations |
| | (promoted) | |
| Managing Directors | Junji Esaka | |
| | Ikusaburo Kashima | In charge of Legal Affairs, Intellectual Property, Corporate Business Ethics, Legal Consultation & Solutions Center, and Corporate International Affairs |
| Directors | Ikuo Uno | |
| | Masayuki Oku | |
| | Hidetsugu Otsuru | |
| | Makoto Uenoyama | In charge of Accounting / General Manager, Corporate Accounting Group / in charge of Finance and Information Systems / Associate Director, Corporate IT Innovation Division |
| | Masatoshi Harada | In charge of Personnel, General Affairs, Social Relations and e-Work Promotion Office |
| Honorary Chairman of the Board and Executive Advisor, Member of the Board | Masaharu Matsushita | |

Notes: The Chairman of the Board of Directors, Vice Chairman of the Board of Directors, President, Executive Vice Presidents and Senior Managing Directors are Representative Directors and severally represent the company.

Ikuo Uno and Masayuki Oku are outside directors of the company as stipulated in Article 2, Paragraph 15 of the Company Law of Japan.

2. Members of the Board of Corporate Auditors (Effective April 1)

| Title | Name | Responsibilities |
|---------------------------|--------------------|--|
| Senior Corporate Auditors | Kenichi Hamada | Chairman, Panasonic Group Auditors Meeting |
| | Masahiro Seyama | |
| Corporate Auditors | Yasuo Yoshino | |
| | Ikuo Hata | |
| | Hiroyuki Takahashi | |

Note: Yasuo Yoshino, Ikuo Hata and Hiroyuki Takahashi are outside corporate auditors.

Table of Contents

-3-

3. Executive Officers (Effective April 1)

| Title | Name | Responsibilities |
|-----------------------------------|-------------------------------|---|
| Senior Managing Executive Officer | Ken Morita (promoted) | President, AVC Networks Company |
| Managing Executive Officers | Yoshihiko Yamada | Director, Corporate Management Division for North America / Chairman, Panasonic Corporation of North America |
| | Kazuhiro Tsuga | President, Automotive Systems Company |
| | Takumi Kajisha | In charge of Corporate Communications, Corporate Advertising, Corporate Citizenship and CSR Office |
| | Kazunori Takami | President, Home Appliances Company / in charge of Lighting Company |
| | Ikuo Miyamoto (promoted) | Director, Corporate Management Division for Asia and Oceania / President, Panasonic Asia Pacific Pte. Ltd. |
| | Yoshiiku Miyata (promoted) | Senior Vice President / Director, Visual Products and Display Devices Business Group / in charge of PDP Business / Director, PDP TV Business Unit / in charge of Overseas Operations, AVC Networks Company |
| | Yutaka Takehana (promoted) | In charge of Corporate Risk Management and Corporate Information Security |
| Executive Officers | Masashi Makino | In charge of Manufacturing Innovation, Facility Management, Quality Administration, FF Customer Support & Management and Environmental Affairs / Director, Corporate Environmental Affairs Division / in charge of Recycling Business Promotion |
| | Hideo Kawasaki | President, Semiconductor Company |
| | Shigeru Omori | Director, Corporate Industrial Marketing & Sales Division |
| | Masaaki Fujita | In charge of Corporate Quality Administration Division and Corporate FF Customer Support & Management Division |
| | Yoshihisa Fukushima | In charge of Intellectual Property / Director, Corporate Intellectual Property Division / President, Intellectual Property Rights Operations Company |
| | Naoto Noguchi | President, Energy Company |
| | Osamu Waki | President, Panasonic Mobile Communications Co., Ltd. |
| | Toshiaki Kobayashi | President, Panasonic Electronic Devices Co., Ltd. |
| | Joseph Taylor | COO, Panasonic Corporation of North America |
| | Takashi Toyama | President, System Solutions Company |

Table of Contents

-4-

| Title | Name | Responsibilities |
|--------------------|-------------------|---|
| Executive Officers | Jun Ishii | Director, Corporate Marketing Division for Home Appliances / Director, Corporate Marketing Division for Wellness Products / Director, Corporate Marketing Division for Consumer Products / in charge of Corporate CS Division |
| | Toshiro Kisaka | Director, Corporate Management Division for China and Northeast Asia / Chairman, Panasonic Corporation of China |
| | Masato Tomita | Director, Corporate Management Division for CIS, the Middle East & Africa |
| | Hideaki Kawai | General Manager, Corporate Finance & IR Group / in charge of Financial Operations Center |
| | Takeshi Uenoyama | In charge of Device Technology and Environmental Technology / General Manager, Device Strategy Office / Director, Image Devices Development Center / Acting Director, The Nakao Laboratory |
| | Koji Itazaki | Director, Corporate Procurement Division / Director, Corporate Global Logistics Division |
| | Shiro Nishiguchi | Director, Corporate Marketing Division for Digital AVC Products |
| | Yoshiyuki Miyabe | In charge of Digital Network & Software Technology, Overseas R&D Centers, New Business Strategy Office, Panasonic Start-up Fund and Actvila Business Promotion |
| | Laurent Abadie | Director, Corporate Management Division for Europe / Chairman, Panasonic Europe Ltd. |
| | Yorihisa Shiokawa | COO, Panasonic Europe Ltd. / President, Panasonic Marketing Europe GmbH |
| | (newly appointed) | |
| | Yoshio Ito | President, Lighting Company |
| | (newly appointed) | |
| | Hidetoshi Osawa | Director, Corporate Communications Division |
| | (newly appointed) | |
| | Yoshiaki Nakagawa | General Manager, Corporate Planning Group |
| | (newly appointed) | |
| | Mamoru Yoshida | Senior Vice President / Director, Network Business Group, AVC Networks Company |
| | (newly appointed) | |
| | Tsuyoshi Nomura | Director, Corporate Manufacturing Innovation Division / President, Advanced Production Systems Development Company |
| | (newly appointed) | |

Note: Effective March 31, 2009, Yoshitaka Hayashi and Takae Makita will retire from the office of Managing Executive Officer, and Masatsugu Kondo will retire from the office of Executive Officer.

Table of Contents

-5-

4. Resignations and Appointments of the Members of the Board of Directors (Effective June 25)**Resignations:**

| Title | Name | Responsibilities |
|--------------------------|------------------|---|
| Executive Vice President | Shunzo Ushimaru | To be appointed Corporate Advisor, Panasonic Corporation. |
| Managing Director | Junji Esaka | To be appointed Corporate Advisor, Panasonic Corporation. |
| Director | Hidetsugu Otsuru | To be appointed Corporate Advisor, Panasonic Corporation. |

Appointments:

| Title | Name | Responsibilities (as of April 1) |
|--------------------------|-----------------|---|
| Senior Managing Director | Ken Morita | President, AVC Networks Company |
| Managing Director | Kazunori Takami | President, Home Appliances Company / in charge of Lighting Company |
| Director | Masashi Makino | In charge of Manufacturing Innovation, Facility Management, Quality Administration, FF Customer Support & Management and Environmental Affairs / Director, Corporate Environmental Affairs Division / in charge of Recycling Business Promotion |

5. Members of the Board of Directors (Effective June 25)

| Title | Name | Responsibilities |
|----------------------------|---------------------|---|
| Chairman of the Board | Kunio Nakamura | |
| Vice Chairman of the Board | Masayuki Matsushita | |
| President | Fumio Ohtsubo | |
| Executive Vice Presidents | Susumu Koike | In charge of Technology and Semiconductor Company |
| | Koshi Kitadai | In charge of Industrial Sales, Automotive Electronics Business, Panasonic EV Energy Co., Ltd., System Solutions Company, Panasonic Mobile Communications Co., Ltd. |
| | Toshihiro Sakamoto | In charge of Domestic Consumer Marketing and Design |
| | Takahiro Mori | In charge of Planning / Associate Director, Corporate IT Innovation Division / in charge of Corporate Construction Business Promotion Division, Corporate Overseas Solution Business Department, Electrical Supplies Sales, Project Sales and Building Products Sales |
| | Shinichi Fukushima | Representative in Kansai |

Table of Contents

-6-

| Title | Name | Responsibilities |
|---|---------------------|---|
| Senior Managing Directors | Yasuo Katsura | Representative in Tokyo / Director, Tokyo Branch / in charge of Corporate International Affairs Group |
| | Hitoshi Otsuki | In charge of Overseas Operations |
| | Ken Morita | President, AVC Networks Company |
| | (newly appointed) | |
| Managing Directors | Ikusaburo Kashima | In charge of Legal Affairs, Intellectual Property, Corporate Business Ethics, Legal Consultation & Solutions Center and Corporate International Affairs |
| | Kazunori Takami | President, Home Appliances Company / in charge of Lighting Company |
| | (newly appointed) | |
| Directors | Ikuo Uno | |
| | Masayuki Oku | |
| | Masashi Makino | In charge of Manufacturing Innovation, Facility Management, Quality Administration, FF Customer Support & Management and Environmental Affairs / Director, Corporate Environmental Affairs Division / in charge of Recycling Business Promotion |
| | (newly appointed) | |
| | Makoto Uenoyama | In charge of Accounting / General Manager, Corporate Accounting Group / in charge of Finance and Information Systems / Associate Director, Corporate IT Innovation Division |
| | Masatoshi Harada | In charge of Personnel, General Affairs, Social Relations and e-Work Promotion Office |
| Honorary Chairman of the Board and Executive Advisor, Member of the Board | Masaharu Matsushita | |

Notes: The Chairman of the Board of Directors, Vice Chairman of the Board of Directors, President, Executive Vice Presidents and Senior Managing Directors are Representative Directors and severally represent the company.

Ikuo Uno and Masayuki Oku are outside directors of the company as stipulated in Article 2, Paragraph 15 of the Company Law of Japan.

6. Members of the Board of Corporate Auditors (Effective June 25)

| Title | Name | Responsibilities |
|---------------------------|--------------------|--|
| Senior Corporate Auditors | Kenichi Hamada | Chairman, Panasonic Group Auditors Meeting |
| | Masahiro Seyama | |
| Corporate Auditors | Yasuo Yoshino | |
| | Ikuo Hata | |
| | Hiroyuki Takahashi | |

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Note: Yasuo Yoshino, Ikuo Hata and Hiroyuki Takahashi are outside corporate auditors.

Table of Contents

-7-

7. Executive Officers (Effective June 25)

| Title | Name | Responsibilities |
|-----------------------------|---------------------|---|
| Managing Executive Officers | Yoshihiko Yamada | Director, Corporate Management Division for North America / Chairman, Panasonic Corporation of North America |
| | Kazuhiro Tsuga | President, Automotive Systems Company |
| | Takumi Kajisha | In charge of Corporate Communications, Corporate Advertising, Corporate Citizenship and CSR Office |
| | Ikuo Miyamoto | Director, Corporate Management Division for Asia and Oceania / President, Panasonic Asia Pacific Pte. Ltd. |
| | Yoshiiku Miyata | Senior Vice President / Director, Visual Products and Display Devices Business Group / in charge of PDP Business / Director, PDP TV Business Unit / in charge of Overseas Operations, AVC Networks Company |
| Executive Officers | Yutaka Takehana | In charge of Corporate Risk Management and Corporate Information Security |
| | Hideo Kawasaki | President, Semiconductor Company |
| | Shigeru Omori | Director, Corporate Industrial Marketing & Sales Division |
| | Masaaki Fujita | In charge of Corporate Quality Administration Division, Corporate FF Customer Support & Management Division |
| | Yoshihisa Fukushima | In charge of Intellectual Property / Director, Corporate Intellectual Property Division / President, Intellectual Property Rights Operations Company |
| | Naoto Noguchi | President, Energy Company |
| | Osamu Waki | President, Panasonic Mobile Communications Co., Ltd. |
| | Toshiaki Kobayashi | President, Panasonic Electronic Devices Co., Ltd. |
| | Joseph Taylor | COO, Panasonic Corporation of North America |
| | Takashi Toyama | President, System Solutions Company |
| | Jun Ishii | Director, Corporate Marketing Division for Home Appliances / Director, Corporate Marketing Division for Wellness Products / Director, Corporate Marketing Division for Consumer Products / in charge of Corporate CS Division |
| | Toshiro Kisaka | Director, Corporate Management Division for China and Northeast Asia / Chairman, Panasonic Corporation of China |
| | Masato Tomita | Director, Corporate Management Division for CIS, the Middle East & Africa |
| | Hideaki Kawai | General Manager, Corporate Finance & IR Group / in charge of Financial Operations Center |

Table of Contents

-8-

| Title | Name | Responsibilities |
|--------------------|-------------------|--|
| Executive Officers | Takeshi Uenoyama | In charge of Device Technology and Environmental Technology / General Manager, Device Strategy Office / Director, Image Devices Development Center / Acting Director, The Nakao Laboratory |
| | Koji Itazaki | Director, Corporate Procurement Division / Director, Corporate Global Logistics Division |
| | Shiro Nishiguchi | Director, Corporate Marketing Division for Digital AVC Products |
| | Yoshiyuki Miyabe | In charge of Digital Network & Software Technology, Overseas R&D Centers, New Business Strategy Office, Panasonic Start-up Fund and Actvila Business Promotion |
| | Laurent Abadie | Director, Corporate Management Division for Europe / Chairman, Panasonic Europe Ltd. |
| | Yorihisa Shiokawa | COO, Panasonic Europe Ltd. / President, Panasonic Marketing Europe GmbH |
| | Yoshio Ito | President, Lighting Company |
| | Hidetoshi Osawa | Director, Corporate Communications Division |
| | Yoshiaki Nakagawa | General Manager, Corporate Planning Group |
| | Mamoru Yoshida | Senior Vice President / Director, Network Business Group, AVC Networks Company |
| | Tsuyoshi Nomura | Director, Corporate Manufacturing Innovation Division / President, Advanced Production Systems Development Company |

About Panasonic

Panasonic Corporation is a worldwide leader in the development and manufacture of electronic products for a wide range of consumer, business, and industrial needs. Based in Osaka, Japan, the company recorded consolidated net sales of 9.07 trillion yen (US\$90.7 billion) for the year ended March 31, 2008. The company's shares are listed on the Tokyo, Osaka, Nagoya and New York (NYSE Symbol: PC) stock exchanges. For more information on the company and the Panasonic brand, visit the company's website at <http://panasonic.net/>.

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Table of Contents

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Progress Regarding Preparation for Tender Offer by Panasonic for SANYO Shares

Osaka, February 27, 2009 Panasonic Corporation (NYSE: PC/ TSE: 6752, Panasonic) and SANYO Electric Co. Ltd. (TSE: 6764, SANYO) are currently preparing for the public tender offer for SANYO shares by Panasonic (the Tender Offer) following the conclusion of the Capital and Business Alliance Agreement announced in the press release titled Panasonic and SANYO Agree to Capital and Business Alliance dated December 19, 2008. As scheduled, an update is being provided regarding the progress of procedures required for the launch of the Tender Offer under domestic and international competition laws and regulations as follows:

Pursuant to domestic and foreign competition laws and regulations, all procedures in Japan, the U.S., Europe, China and other countries required for the launch of the Tender Offer are in progress, including responses to the Request for Additional Information (Second Request) which Panasonic and SANYO received in the U.S. The Tender Offer is scheduled to be launched as soon as practicable following the completion of necessary procedures and measures under domestic and foreign competition laws and regulations. Update on further progress of procedures under the competition laws and regulations and information on the timing of the launch will be announced around late April 2009.

Table of Contents

- 2 -

About Panasonic

Best known for its Panasonic brand name, Panasonic Corporation is a worldwide leader in the development and manufacturing of electronic products for a wide range of consumer, business, and industrial needs. Based in Osaka, Japan, the company recorded consolidated net sales of 9.07 trillion yen (approx. US\$90.52 billion) for the year ended March 31, 2008. The company's shares are listed on the Tokyo, Osaka, Nagoya and New York (NYSE:PC) stock exchanges. For more information on the company and the Panasonic brand, visit the company's website at <http://panasonic.net/>.

About SANYO

SANYO Electric Co., Ltd. aims to become a leading company for energy and environment based on its Brand Vision Think GAIA. SANYO's businesses are divided into three business areas: Energy, Electronics and Ecology. These three areas cover a broad range of products and services such as rechargeable batteries, photovoltaic systems, HVAC/R equipment, digital imaging devices, personal navigation systems, home appliances, electronic components and others. For further information, please visit SANYO's web site at <http://www.sanyo.com/>.

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