

CANON INC
Form 6-K
January 29, 2014

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Issuer

**Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934**

For the month of **January** **2014,**

CANON INC.

(Translation of registrant's name into English)

30-2, Shimomaruko 3-Chome, Ohta-ku, Tokyo 146-8501, Japan

(Address of principal executive offices)

[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 **X** Form 40-F

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

Yes No **X**

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

SIGNATURES

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.

CANON INC.
(Registrant)

Date . **January 29, 2014**

By /s/ Shinichi Aoyama
(Signature)*

Shinichi Aoyama
General Manager
Consolidated Accounting Div.
Canon Inc.

*Print the name and title of the signing officer under his signature.

The following materials are included.

1. Notice Regarding Retained Earnings Dividend

January 29, 2014

Canon Inc.

Chairman & CEO: Fujio Mitarai

Securities code: 7751

[Tokyo (First section) and other Stock Exchanges]

Inquiries:

Shinichi Aoyama

General Manager

Consolidated Accounting Division

Finance & Accounting Headquarters

+81-3-3758-2111

Notice Regarding Retained Earnings Dividend

At a Board of Directors meeting held on January 29, 2014, Canon Inc. (the Company) passed a resolution regarding distribution of a retained earnings dividend, record date December 31, 2013, as follows.

1. Dividend Details

	Determined	Most recent	Previous period
	amount	dividend forecast	result
		(Announced October 24,	(End of fiscal year 2012)
		2013)	
Record date	December 31, 2013	December 31, 2013	December 31, 2012
Dividend per share	65.00 yen	Undetermined	70.00 yen
			(Regular dividend:
			60.00 yen)
			(Commemorative
			dividend:
			10.00 yen)

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Total dividend	73,905 million yen	80,695 million yen
amount		
Effective date	March 31, 2014	March 29, 2013
Dividend resource	Retained earnings	Retained earnings

2. Reason

The Company works to provide a stable return and actively return profits to shareholders, mainly in the form of a dividend, taking into consideration medium-term profit forecasts along with planned future investments, cash flow and other factors.

As for the year-end dividend for the fiscal year ending December 31, 2013 (the 113th Business Term), from a perspective of stable shareholder's return, the Company decided to distribute a year-end dividend of 65 yen per share, which is the same amount per share as the last interim-dividend. As a result, the Company's full-year dividend for the fiscal year ending December 31, 2013, is set at 130 yen per share, which is the same amount as last year's full-year dividend per share (includes commemorative dividend).

This matter will be discussed at the Ordinary General Meeting for the 113th Business Term of the Company to be held on March 28, 2014.

(Reference) Full Year Dividend Breakdown

Record date	Interim	Dividend per share		Full Year
		Year-end		
Current year's	65.00 yen	65.00 yen		130.00 yen
dividend payout				
Previous year's		70.00 yen		
dividend payout		(Regular dividend:		
(Fiscal year ending		60.00 yen)		
December 31,	60.00 yen	(Commemorative		130.00 yen
2012)		dividend:		
		10.00 yen)		