

SONY CORP
Form 6-K
June 03, 2013

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549
FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

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

For the month of June 2013

Commission File Number: 001-06439

SONY CORPORATION

(Translation of registrant's name into English)

7-1, KONAN 1-CHOME, MINATO-KU, TOKYO 108-0075, JAPAN

(Address of principal executive offices)

The registrant files annual reports under cover of Form 20-F.

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F,
Form 20-F 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

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

SONY CORPORATION

Notice of the Ordinary General Meeting of
Shareholders to be held on June 20, 2013

To the Registered Holders of American Depositary Receipts representing Common Stock of Sony Corporation (the “Corporation”):

The undersigned Depositary has received notice that the Corporation has called an ordinary general meeting of shareholders to be held in Tokyo, Japan on June 20, 2013 (the “Meeting”) for the following purposes:

MATTERS TO BE REPORTED:

To receive reports on the business report, non-consolidated financial statements, consolidated financial statements and audit reports on the consolidated financial statements by the Independent Auditors (certified public accountants) and the Audit Committee for the fiscal year ended March 31, 2013 (from April 1, 2012 to March 31, 2013) pursuant to the Companies Act of Japan.

PROPOSALS TO BE ACTED UPON:

1. To elect 13 Directors.
2. To issue Stock Acquisition Rights for the purpose of granting stock options.

EXPLANATION OF THE SUBJECT MATTER OF THE MEETING

MATTERS TO BE REPORTED:

To receive reports on the business report, non-consolidated financial statements, consolidated financial statements and audit reports on the consolidated financial statements by the Independent Auditors (certified public accountants) and the Audit Committee for the fiscal year ended March 31, 2013 (from April 1, 2012 to March 31, 2013).

Note: The Consolidated Financial Statements are available on the Sony Investor Relations website.

This document can be accessed at <http://www.sony.net/SonyInfo/IR/investors/meeting.html>

PROPOSALS TO BE ACTED UPON:

1. To elect 13 Directors.

The terms of office of all 14 Directors currently in office will expire at the conclusion of the Meeting. In accordance with the decision of the Nominating Committee, the election of the following 13 Directors is proposed.

The Corporation sets forth the following provisions in its Charter of the Board of Directors as qualifications for Directors, and all candidates conform to these requirements.

Of the 13 director candidates, each of the 10 candidates for outside Director has management experience and demonstrated performance, expertise in various fields including technology, and an international orientation, and has been judged sufficiently able to fulfill the roles of determining the fundamental management policies of Sony Group and overseeing the management of Sony Group's business operations. In addition, as of the date of this proposal, each of the 10 candidates for outside Director conforms to the requirements for independence as set out in the Japanese Stock Exchanges' Listing Standards where the shares of the Corporation are listed, and the Corporation filed with the relevant Stock Exchanges that each of them will be an independent director.

All Directors Qualifications:

- (1) Shall not be a director, a statutory auditor, a corporate executive officer, a general manager or other employees of any company in competition with Sony Group in any of Sony Group's principal businesses (hereinafter referred to as "Competing Company") or own three percent (3%) or more of the shares of any Competing Company.
- (2) Shall not be or have been a representative partner or partner of any independent auditor of Sony Group during the past three (3) years before being nominated as a Director.
- (3) Shall not have any connection with any matter that may cause a material conflict of interest in performing the duties of a Director.

Outside Directors Qualifications:

- (1) Shall not have received directly from Sony Group, during any consecutive twelve-month (12 month) period within the last three (3) years, more than an amount equivalent to one hundred twenty thousand United States dollars (US\$120,000), other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).
- (2) Shall not be a director, a statutory auditor, a corporate executive officer, a general manager or other employees of any company whose aggregate amount of transactions with Sony Group, in any of the last three (3) fiscal years, exceeds the greater of an amount equivalent to one million United States dollars (US\$1,000,000), or two percent (2%) of the annual consolidated sales of such company.
- (3)

Edgar Filing: SONY CORP - Form 6-K

Shall not be, or shall not have been, a director engaged in the business operation, a corporate executive officer, an accounting counselor, a general manager or other employees of the Corporation or its subsidiaries.

The candidates for Director are as follows:

2

1. Kazuo Hirai

As the Chief Executive Officer of Sony Group, this candidate is responsible for overall management of the entire Group.

Responsibility as a Director	Member of the Nominating Committee
Date of Birth	December 22, 1960
Number of Years Served as a Director	1 year
Number of the Corporation's Shares Held	4,000 shares

Brief Personal History and Principal Business Activities Outside the Corporation

April 1984	Entered CBS/Sony Inc. (currently Sony Music Entertainment (Japan) Inc.)
July 1996	Executive Vice President and Chief Operating Officer, Sony Computer Entertainment America LLC
October 1997	Corporate Executive Officer, Sony Computer Entertainment Inc.
April 1999	President and Chief Operating Officer, Sony Computer Entertainment America LLC
August 2003	President and Chief Executive Officer, Sony Computer Entertainment America LLC
December 2006	President and Group Chief Operating Officer, Sony Computer Entertainment Inc. Chairman, Sony Computer Entertainment America LLC
June 2007	President and Group Chief Executive Officer, Sony Computer Entertainment Inc.
April 2009	Executive Vice President, Corporate Executive Officer, Sony Corporation
April 2011	Executive Deputy President, Representative Corporate Executive Officer, Sony Corporation
September 2011	Chairman, Sony Computer Entertainment Inc.
April 2012	President and Chief Executive Officer, Representative Corporate Executive Officer, Sony Corporation (present)
June 2012	Director, Sony Corporation (present)

2. Masaru Kato

Of the headquarters functions, this candidate is responsible for Corporate Planning and Control, Accounting, Tax, Finance, Investor Relations, Disclosure Controls and Information Systems.

Responsibility as a Director	Member of the Compensation Committee
Date of Birth	February 22, 1952
Number of Years Served as a Director	1 year
Number of the Corporation's Shares Held	13,500 shares

Brief Personal History and Principal Business Activities Outside the Corporation

April 1977	Entered Sony Corporation
June 1997	Corporate Executive Officer, Sony Computer Entertainment Inc.
June 2000	Director, Sony Computer Entertainment Inc.
July 2002	Deputy President and Chief Financial Officer, Sony Computer Entertainment Inc.
July 2005	Representative Director, Sony Computer Entertainment Inc.
June 2009	Senior Vice President and Deputy Chief Financial Officer, Corporate Executive, Sony Corporation
June 2010	Executive Vice President and Chief Financial Officer, Corporate Executive Officer, Sony Corporation (present)

June 2012

Director, Sony Corporation (present)

3

3. Sir Peter Bonfield

Candidate for outside
Director

In addition to serving as Chief Executive Officer of British Telecom, this candidate was a member of the Advisory Board of the Corporation. Since 2005, he has served as an outside Director of the Corporation.

Responsibility as a Director	Chair of the Nominating Committee
Date of Birth	June 3, 1944
Number of Years Served as a Director	8 years
Number of the Corporation's Shares Held	

Brief Personal History and Principal Business Activities Outside the Corporation

October 1981	Entered ICL plc
December 1986	Chairman and Chief Executive Officer, ICL plc
January 1996	Chief Executive Officer, British Telecom plc
March 2002	Director, Telefonaktiebolaget LM Ericsson (present)
	Director, Mentor Graphics Corporation (present)
April 2002	Director, Taiwan Semiconductor Manufacturing Company Limited (present)
May 2004	Member of the Advisory Board, Sony Corporation
June 2005	Director, Sony Corporation (present)
December 2006	Chairman of the Board, NXP Semiconductors N.V. (present)

4. Ryuji Yasuda

Candidate for outside
Director

This candidate has experience as a university professor, consultant and corporate manager, as well as expertise in corporate strategy and financial institution management. Since 2007, he has served as an outside Director of the Corporation.

Responsibility as a Director	Chair of the Compensation Committee
Date of Birth	April 28, 1946
Number of Years Served as a Director	6 years
Number of the Corporation's Shares Held	4,000 shares

Brief Personal History and Principal Business Activities Outside the Corporation

January 1979	Entered McKinsey & Company
June 1986	Principal Partner, McKinsey & Company
June 1991	Director, McKinsey & Company
June 1996	Managing Director and Chairman, A.T. Kearney, Asia
June 2003	Chairman, J-Will Partners Co., Ltd.
	Director, Daiwa Securities Group Inc. (present)
April 2004	Professor, Graduate School of International Corporate Strategy, Hitotsubashi University (present)
April 2007	Director, Fukuoka Financial Group, Inc. (present)

Edgar Filing: SONY CORP - Form 6-K

June 2007	Director, Sony Corporation (present)
June 2008	Director, Sony Financial Holdings Inc. (present)
June 2009	Director, Yakult Honsha Co., Ltd. (present)

5. Yukako Uchinaga

Candidate for outside
Director

In addition to business experience and specialties focusing on technology cultivated at IBM, this candidate has extensive experience in promoting workplace diversity. Since 2008, she has served as an outside Director of the Corporation.

Responsibility as a Director

Date of Birth July 5, 1946

Number of Years Served as a Director 5 years

Number of the Corporation's Shares Held 3,100 shares

Brief Personal History and Principal Business Activities Outside the Corporation

July 1971	Entered IBM Japan, Ltd.
April 1995	Director, IBM Japan, Ltd.
April 2000	Managing Director, IBM Japan, Ltd.
April 2004	Senior Managing Director, IBM Japan, Ltd.
April 2007	Technical Advisor, IBM Japan, Ltd.
May 2007	Board Chair, Japan Women's Innovative Network (present)
June 2007	Director, Benesse Corporation
April 2008	Director and Vice Chairman, Benesse Corporation
	Chairman of the Board, Chief Executive Officer and President, Berlitz Corporation
June 2008	Director, Sony Corporation (present)
October 2009	Director and Executive Vice President, Benesse Holdings, Inc. (present)
April 2013	Honorary Chairman, Berlitz Corporation (present)
May 2013	Director, Aeon Co., Ltd. (present)

6. Mitsuaki Yahagi

Candidate for outside
Director

This candidate has expertise and insight in the area of bank management. Since 2008, he has served as an outside Director of the Corporation.

Responsibility as a Director Member of the Audit Committee

Date of Birth March 3, 1948

Number of Years Served as a Director 5 years

Number of the Corporation's Shares Held

Brief Personal History and Principal Business Activities Outside the Corporation

April 1970	Entered The Mitsui Bank, Ltd.
June 1998	Director, The Sakura Bank, Ltd.
April 2001	Managing Director, Sumitomo Mitsui Banking Corporation
June 2003	Director, Sumitomo Mitsui Financial Group, Inc.
	Senior Managing Director, The Japan Research Institute, Limited
April 2004	Senior Managing Director, Sumitomo Mitsui Banking Corporation

Edgar Filing: SONY CORP - Form 6-K

June 2005	Deputy President, Sumitomo Mitsui Banking Corporation
June 2007	Representative Director, Chairman of the Board, The Japan Research Institute, Limited Corporate Auditor, Toray Industries, Inc. (present)
June 2008	Director, Sony Corporation (present) Corporate Auditor, Mitsui Engineering & Shipbuilding Co., Ltd. (present)
June 2012	Special Advisor, The Japan Research Institute, Limited (present)

5

7. Kanemitsu Anraku

Candidate for outside
Director

In addition to experience in managing manufacturing companies as well as global companies, this candidate has extensive knowledge of finance and accounting. Since 2010, he has served as an outside Director of the Corporation.

Responsibility as a Director	Member of the Audit Committee
Date of Birth	April 21, 1941
Number of Years Served as a Director	3 years
Number of the Corporation's Shares Held	3,100 shares

Brief Personal History and Principal Business Activities Outside the Corporation

April 1964	Entered Nissan Motor Co., Ltd.
June 1993	Director, Nissan Motor Co., Ltd.
June 1997	Managing Director, Nissan Motor Co., Ltd.
May 1999	Executive Vice President, Nissan Motor Co., Ltd.
April 2000	Vice Chairman, Nissan Motor Co., Ltd.
April 2002	President, Nissan Real Estate Development Co., Ltd.
June 2005	Counselor, Nissan Real Estate Development Co., Ltd.
June 2007	Director, Mizuho Financial Group, Inc. (present)
June 2010	Director, Sony Corporation (present)

8. Yorihiro Kojima

Candidate for outside
Director

This candidate has extensive insight and experience in managing global companies. Since 2010, he has served as an outside Director of the Corporation.

Responsibility as a Director	Member of the Nominating Committee
Date of Birth	October 15, 1941
Number of Years Served as a Director	3 years
Number of the Corporation's Shares Held	7,300 shares

Brief Personal History and Principal Business Activities Outside the Corporation

May 1965	Entered Mitsubishi Corporation
June 1995	Director, Mitsubishi Corporation
April 1997	Managing Director, Mitsubishi Corporation
April 2001	Executive Vice President, Mitsubishi Corporation
June 2001	Member of the Board, Senior Executive Vice President, Mitsubishi Corporation
April 2004	Member of the Board, President, Chief Executive Officer, Mitsubishi Corporation
June 2010	Director, Sony Corporation (present)
	Chairman of the Board, Mitsubishi Corporation (present)
	Director, Mitsubishi Heavy Industries, Ltd. (present)
June 2011	Director, Takeda Pharmaceutical Company Limited (present)

9. Osamu Nagayama

Candidate for outside
Director

This candidate has extensive insight and experience in managing global companies. Since 2010, he has served as an outside Director of the Corporation.

Responsibility as a Director	Vice Chairman of the Board Member of the Nominating Committee
Date of Birth	April 21, 1947
Number of Years Served as a Director	3 years
Number of the Corporation's Shares Held	1,000 shares

Brief Personal History and Principal Business Activities Outside the Corporation

April 1971	Entered The Long-Term Credit Bank of Japan, Limited
November 1978	Entered Chugai Pharmaceutical Co., Ltd.
March 1985	Director, Chugai Pharmaceutical Co., Ltd.
March 1987	Managing Director, Chugai Pharmaceutical Co., Ltd
March 1989	Executive Deputy President, Chugai Pharmaceutical Co., Ltd.
September 1992	Representative Director, President and Chief Executive Officer, Chugai Pharmaceutical Co., Ltd.
January 2006	Member of Enlarged Corporate Executive Committee, F. Hoffmann-La Roche Ltd. (present)
June 2010	Director, Sony Corporation (present)
March 2012	