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ORIX CORP
Form F-6 POS
July 02, 2009

As filed with the Securities and Exchange Commission on July 2, 2009
Registration No. 333-09384

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1 TO FORM F-6
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY AMERICAN DEPOSIT RECEIPTS

ORIX KABUSHIKI KAISHA
(Exact Name of Registrant as Specified in Its Charter)

ORIX CORPORATION
(Translation of registrant's name into English)

Japan
(Jurisdiction of incorporation or organization of issuer)

Citibank, N.A.
(Exact name of depository as specified in its charter)

399 Park Avenue
New York, New York 10043
(212) 816-6690
(Address, including zip code, and telephone
number, including area code, of depository's
principal executive offices)

ORIX USA Corporation
Elizabeth Palmer Daane
1717 Main St., Suite 900
Dallas, Texas 75201
(214) 237-2000
(Name, address and telephone number of agent for service)

Please send copies of all communications to:

Theodore A. Paradise
Davis Polk & Wardwell LLP
Izumi Garden Tower 33F
1-6-1 Roppongi, Minato-Ku
Tokyo, 106-6033 Japan
+81-3-5561-4421

Herman H. Raspe, Esq.
Patterson Belknap Webb & Tyler LLP
1133 Avenue of the Americas
New York, New York 10036

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It is proposed that this filing become effective under Rule 466
 (check appropriate box):
 immediately upon filing
 on (date) at (time)

 If a separate registration statement has been filed to register the deposited
 shares check the following box:

This Post Effective Amendment No. 1 to Registration Statement on Form F-6 may be
 executed in any number of counterparts, each of which shall be deemed an
 original, and all of such counterparts together shall constitute one and the
 same instrument.

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PART I
 INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED.

| Item Number and Caption ----- | Location in Form of American Depository Receipt ("Receipt" Filed Herewith as Prospectus ----- |
|--|--|
| 1. Name of Depository and address of its principal executive office | Face of Receipt - Introducto |
| 2. Title of Receipts and identity of deposited securities | Face of Receipt - Top Center |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one American Depository Share ("ADSs") | Face of Receipt - Introducto |
| (ii) The procedure for voting, if any, the deposited securities | Reverse of Receipt - Paragra |
| (iii) The collection and distribution of dividends | Reverse of Receipt - Paragrap |
| (iv) The transmission of notices, reports and proxy soliciting material | Face of Receipt - Paragraph Reverse of Receipt - Paragrap |
| (v) The sale or exercise of rights | Reverse of Receipt - Paragrap and (c). |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Face of Receipt - Paragraphs Reverse of Receipt - Paragrap |
| (vii) Amendment, extension or termination of the deposit agreement | Reverse of Receipt - Paragrap provision for extensions). |

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- | | | |
|--------|---|--|
| (viii) | Rights of holders of Receipts to inspect the transfer books of the Depositary and the list of holders of ADSs | Face of Receipt - Paragraph (|
| (ix) | Restrictions upon the right to deposit or withdraw the underlying securities | Face of Receipt - Paragraphs (g), (i) and (j). |

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| Item Number and Caption | Location in Form of American Depositary Receipt ("Receipt" Filed Herewith as Prospectus | |
|-------------------------|---|--|
| (x) | Limitation upon the liability of the Depositary | Face of Receipt - Paragraph (Reverse of Receipt - Paragraph |
| (xi) | Fees and charges which may be imposed directly or indirectly on holders of ADSs | Face of Receipt - Paragraph (|
| Item 2. | AVAILABLE INFORMATION | Face of Receipt - Paragraph (|

The issuer is subject to the periodic reporting requirements of the U.S. Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with, and submits certain reports to, the U.S. Securities and Exchange Commission (the "Commission"). These reports can be retrieved from the Commission's internet website (www.sec.gov), and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington D.C. 20549

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PROSPECTUS

The Prospectus consists of the form of American Depositary Receipt included as Exhibit A to the Deposit Agreement filed as Exhibit (a) to this Post Effective Amendment No. 1 to Registration Statement on Form F-6 and is incorporated herein by reference.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

- | | |
|---------|--|
| Item 3. | EXHIBITS |
| (a) (i) | Deposit Agreement, dated September 16, 1998 by and among ORIX Corporation, Citibank, N.A., as Depositary, and the holders and beneficial owners of American Depositary Shares evidenced by American Depositary Receipts - Filed herewith as Exhibit (a) (i). |

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- (a) (ii) Letter Agreement, dated as of October 29, 2007 between ORIX Corporation and Citibank, N.A. - Filed herewith as Exhibit (a) (ii).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby - None.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - None.
- (d) Opinion of counsel for the Depositary as to the legality of the securities to be registered. - previously filed.
- (e) Certificate under Rule 466 - attached hereto as Exhibit (e).
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company - Set forth on the signature pages hereto.

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Item 4. UNDERTAKINGS

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of ADSs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADS thirty (30) days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Deposit Agreement, as amended, by and among ORIX Corporation, Citibank, N.A., as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by American Depositary Receipts to be issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post Effective Amendment No. 1 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 2nd day of July, 2009.

Legal entity created by the Deposit Agreement as amended, under which the

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American Depositary Receipts evidencing American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing 0.5 Common Shares, no par value per share, of ORIX Corporation.

CITIBANK, N.A., solely in its capacity as Depositary

By: /s/ Keith G. Galfo

Name: Keith G. Galfo
Title: Vice President

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, ORIX Corporation certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post Effective Amendment No. 1 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Tokyo, Japan, on July 2, 2009

ORIX Corporation

/s/ Yukio Yanase

Name: Yukio Yanase
Title: Director, Representative Executive Officer,
President and Chief Operating Officer

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POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Haruyuki Urata, Director, Deputy President and Chief Financial Officer, Yuichi Nishigori, Executive Officer, Kiyoshi Fushitani, Senior Managing Director, Kenichi Ueshima, Senior Managing Director to act as his/her true and lawful attorney-in-fact and agent, with full power of substitution, for him/her and in his/her name, place and stead, in any and all such capacities, to sign any and all amendments, including post-effective amendments, and supplements to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as s/he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended,

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this Post Effective Amendment No. 1 to Registration Statement on Form F-6 has been signed by the following persons in the following capacities on the 2nd day of July, 2009

| Signature | Title |
|--|---|
| ----- /s/ Yoshihiko Miyauchi ----- Yoshihiko Miyauchi | Director, Representative Executive Officer, Chairman and Chief Executive Officer (Principal executive officer) |
| ----- /s/ Yukio Yanase ----- Yukio Yanase | Director, Representative Executive Officer, President and Chief Operating Officer (Principal executive officer) |
| ----- /s/ Hiroaki Nishina ----- Hiroaki Nishina | Director, Deputy President |
| ----- /s/ Haruyuki Urata ----- Haruyuki Urata | Director, Deputy President and Chief Financial Officer (Principal financial officer and principal accounting officer) |
| | II-5 |
| ----- /s/ Kazuo Kojima ----- Kazuo Kojima | Director, Corporate Executive Vice President |
| ----- /s/ Yoshiyuki Yamaya ----- Yoshiyuki Yamaya | Director, Corporate Executive Vice President |

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AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

By: /s/ Hideto Nishitani

Name: Hideto Nishitani
Title: Deputy President,
ORIX USA Corporation

as the duly authorized representative of
ORIX Corporation in the

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United States

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EXHIBIT INDEX

- (a) (1) Deposit Agreement, dated September 16, 1998, by and among ORIX Corporation, Citibank, N.A., as Depositary and the Holders and Beneficial Owners of American Depositary Shares Evidenced by American Depositary Receipts.
- (a) (2) Letter Agreement dated as of October 29, 2007 between ORIX Corporation and Citibank, N.A. as Depositary.
- (e) Rule 466 Certification.