

ORIX CORP  
Form 6-K  
November 10, 2016  
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# 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 November 2016.

Commission File Number: 001-14856

## ORIX Corporation

(Translation of Registrant's Name into English)

World Trade Center Bldg., 2-4-1 Hamamatsu-cho, Minato-ku,

Tokyo, JAPAN

(Address of Principal Executive Offices)

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(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 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):

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**Table of Document(s) Submitted**

1. This is an English translation of ORIX Corporation's quarterly financial report (*shihanki houkokusho*) as filed with the Kanto Financial Bureau in Japan on November 10, 2016, which includes unaudited consolidated financial information prepared in accordance with generally accepted accounting principles in the United States as of March 31, 2016 and September 30, 2016 and for the three and six months ended September 30, 2015 and 2016.

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**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.

**ORIX Corporation**

Date: November 10, 2016

By /s/ Kazuo Kojima  
Kazuo Kojima  
Director  
Deputy President and Chief Financial Officer  
ORIX Corporation

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**CONSOLIDATED FINANCIAL INFORMATION**

Notes to Translation

1. The following is an English translation of ORIX Corporation's quarterly financial report (*shihanki houkokusho*) as filed with the Kanto Financial Bureau in Japan on November 10, 2016, which includes unaudited consolidated financial information prepared in accordance with generally accepted accounting principles in the United States ( U.S. GAAP ) as of March 31, 2016 and September 30, 2016 and for the three and six months ended September 30, 2015 and 2016.

2. Significant differences between U.S. GAAP and generally accepted accounting principles in Japan ( Japanese GAAP ) are stated in Note 1 Overview of Accounting Principles Utilized of the notes to Consolidated Financial Statements.

*In preparing its consolidated financial information, ORIX Corporation (the Company ) and its subsidiaries have complied with U.S. GAAP.*

*This document may contain forward-looking statements about expected future events and financial results that involve risks and uncertainties. Such statements are based on the Company's current expectations and are subject to uncertainties and risks that could cause actual results to differ materially from those described in the forward-looking statements. Factors that could cause such a difference include, but are not limited to, those described under Risk Factors in the Company's most recent annual report on Form 20-F filed with the U.S. Securities and Exchange Commission.*

*The Company believes that it may have been a passive foreign investment company for U.S. federal income tax purposes in the year to which these consolidated financial results relate by reason of the composition of its assets and the nature of its income. In addition, the Company may be a PFIC for the foreseeable future. Assuming that the Company is a PFIC, a U.S. holder of the shares or ADSs of the Company will be subject to special rules generally intended to eliminate any benefits from the deferral of U.S. federal income tax that a holder could derive from investing in a foreign corporation that does not distribute all of its earnings on a current basis. Investors should consult their tax advisors with respect to such rules, which are summarized in the Company's annual report.*

**Table of Contents****1. Information on the Company and its Subsidiaries****(1) Consolidated Financial Highlights**

	Millions of yen (except for per share amounts and ratios)		
	Six months ended	Six months ended	Fiscal year ended
	September 30, 2015	September 30, 2016	March 31, 2016
	¥	¥	¥
Total revenues	1,170,194	1,221,125	2,369,202
Income before income taxes	250,745	219,235	391,302
Net income attributable to ORIX Corporation shareholders	161,298	142,150	260,169
Comprehensive Income attributable to ORIX Corporation shareholders	141,697	86,686	223,574
ORIX Corporation shareholders' equity	2,249,232	2,364,960	2,310,431
Total assets	11,076,457	10,782,692	10,992,918
Earnings per share for net income attributable to ORIX Corporation shareholders			
Basic (yen)	123.23	108.57	198.73
Diluted (yen)	123.11	108.47	198.52
ORIX Corporation shareholders' equity ratio (%)	20.3	21.9	21.0
Cash flows from operating activities	218,586	330,969	510,562
Cash flows from investing activities	(68,205)	20,168	(552,529)
Cash flows from financing activities	(26,861)	(101,729)	(48,001)
Cash and cash equivalents at end of period	949,121	961,830	730,420

	Millions of yen (except for per share amounts)	
	Three months ended	Three months ended
	September 30, 2015	September 30, 2016
	¥	¥
Total revenues	564,070	633,180
Net income attributable to ORIX Corporation shareholders	79,788	65,381
Earnings per share for net income attributable to ORIX Corporation shareholders		
Basic (yen)	60.95	49.94

Notes: 1. Consumption tax is excluded from the stated amount of total revenues.

2. Prior-year amounts have been adjusted for the retrospective application of Accounting Standards Update 2015-03 (Simplifying the Presentation of Debt Issuance Costs - ASC 835-30 (Interest Imputation of Interest)) on April 1, 2016.

**(2) Overview of Activities**

During the six months ended September 30, 2016, no significant changes were made in the Company and its subsidiaries' operations. Additionally, there were no changes of principal subsidiaries and affiliates.

**2. Risk Factors**

Investing in the Company's securities involves risks. You should carefully consider the information described herein as well as the risks described under "Risk Factors" in our Form 20-F for the fiscal year ended March 31, 2016 and the other information in that annual report, including, but not limited to, the Company's consolidated financial statements and related notes and Item 11. Quantitative and Qualitative Disclosures about Market Risk. The Company's business activities, financial condition and results of operations and the trading prices of the Company's securities could be adversely affected by any of those factors or other factors.

**3. Material Contracts**

Not applicable.

**Table of Contents****4. Analysis of Financial Results and Condition**

The following discussion provides management's explanation of factors and events that have significantly affected the Company's financial condition and results of operations. Also included is management's assessment of factors and trends that could have a material effect on the Company's financial condition and results of operations in the future. However, please be advised that financial conditions and results of operations in the future may also be affected by factors other than those discussed herein. These factors and trends regarding the future were assessed as of the issue date of this quarterly financial report (*shihanki houkokusho*).

**(1) Qualitative Information Regarding Consolidated Financial Results****Economic Environment**

While the economy of the United States has been recovering moderately and the economy of Europe remains at flat area, the economies of emerging and resource-rich countries have bottomed out and the world economy as a whole has been unstable. Against the backdrop of monetary easing measures in several countries, interest rates remain low worldwide. In addition, there are political and geopolitical tensions in certain regions that need to be monitored carefully.

The Japanese economy remains at a standstill due primarily to low corporate earnings caused in part by the appreciation of the yen and weakening personal consumption.

**Financial Highlights****Financial Results for the Six Months Ended September 30, 2016**

Total revenues	¥1,221,125 million (Up 4% year on year)
Total expenses	¥1,054,776 million (Up 7% year on year)
Income before income taxes	¥219,235 million (Down 13% year on year)
Net income attributable to ORIX Corporation Shareholders	¥142,150 million (Down 12% year on year)
Earnings per share for net income attributable to ORIX Corporation Shareholders	
(Basic)	¥108.57 (Down 12% year on year)
(Diluted)	¥108.47 (Down 12% year on year)
ROE (Annualized) *1	12.2% (14.7% during the same period in the previous fiscal year)
ROA (Annualized) *2	2.61% (2.87% during the same period in the previous fiscal year)

Note: Prior-year amounts have been adjusted for the retrospective application of Accounting Standards Update 2015-03 (Simplifying the Presentation of Debt Issuance Costs ASC 835-30 (Interest Imputation of Interest)) on April 1, 2016.

\*1 ROE is the ratio of Net Income Attributable to ORIX Corporation Shareholders for the period to average ORIX Corporation Shareholders Equity.

\*2 ROA is the ratio of Net Income Attributable to ORIX Corporation Shareholders for the period to average Total Assets.

Total revenues for the six months ended September 30, 2016 increased 4% to ¥1,221,125 million compared to ¥1,170,194 million during the same period of the previous fiscal year. Life insurance premiums and related investment income increased mainly due to increases in insurance premiums and investment income in ORIX Life Insurance Corporation (hereinafter, ORIX Life Insurance), and an improvement in investment income from assets under variable annuity and variable life insurance contracts originally held by Hartford Life Insurance K.K. (hereinafter, HLIKK) compared to the same period of the previous fiscal year during which the investment income decreased with deterioration of market environment. HLIKK was merged into ORIX Life Insurance on July 1, 2015. In addition, sales of goods and real estate increased due primarily to revenues generated by subsidiaries in the principal investment business. On the other hand, gains on investment securities and dividends decreased due to a decrease in gains on investment securities. In addition, services income decreased due to the partial divestment of Houlihan Lokey Inc. (hereinafter, Houlihan Lokey) shares in connection with its initial public offering in the United States and its becoming an equity method affiliate in the previous fiscal year.



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Total expenses increased 7% to ¥1,054,776 million compared to ¥987,714 million during the same period of the previous fiscal year. Life insurance costs increased due to a provision of liability reserve in line with the aforementioned improvement in investment income from assets under variable annuity and variable life insurance contracts. Costs of goods and real estate sold increased in line with the aforementioned revenue increase. On the other hand, selling, general and administrative expenses decreased compared to the same period of the previous fiscal year in line with Houlihan Lokey becoming an equity method affiliate in the previous fiscal year as mentioned above.

Gains on sales of subsidiaries and affiliates and liquidation losses, net decreased compared to the same period of the previous fiscal year due to a gain from the aforementioned partial divestment of Houlihan Lokey shares and its becoming an equity method affiliate in the previous fiscal year.

As a result of the foregoing, income before income taxes for the six months ended September 30, 2016 decreased 13% to ¥219,235 million compared to ¥250,745 million during the same period of the previous fiscal year, and net income attributable to ORIX Corporation shareholders decreased 12% to ¥142,150 million compared to ¥161,298 million during the same period of the previous fiscal year.

**Table of Contents****Segment Information**

Total revenues and profits by segment for the six months ended September 30, 2015 and 2016 are as follows:

	Millions of yen							
	Six months ended September 30, 2015		Six months ended September 30, 2016		Change (revenues)		Change (profits)	
	Segment Revenues	Segment Profits	Segment Revenues	Segment Profits	Amount	Percent (%)	Amount	Percent (%)
Corporate Financial Services	¥ 52,712	¥ 21,564	¥ 51,995	¥ 19,874	¥ (717)	(1)	¥ (1,690)	(8)
Maintenance Leasing	135,924	23,117	134,820	19,655	(1,104)	(1)	(3,462)	(15)
Real Estate	109,047	33,717	104,084	35,447	(4,963)	(5)	1,730	5
Investment and Operation	493,525	36,450	539,042	52,041	45,517	9	15,591	43
Retail	102,401	32,062	151,095	35,507	48,694	48	3,445	11
Overseas Business	277,843	97,881	240,643	51,510	(37,200)	(13)	(46,371)	(47)
<b>Total</b>	<b>1,171,452</b>	<b>244,791</b>	<b>1,221,679</b>	<b>214,034</b>	<b>50,227</b>	<b>4</b>	<b>(30,757)</b>	<b>(13)</b>
Difference between Segment Total and Consolidated Amounts	(1,258)	5,954	(554)	5,201	704		(753)	(13)
<b>Total Consolidated Amounts</b>	<b>¥ 1,170,194</b>	<b>¥ 250,745</b>	<b>¥ 1,221,125</b>	<b>¥ 219,235</b>	<b>¥ 50,931</b>	<b>4</b>	<b>¥ (31,510)</b>	<b>(13)</b>

Total assets by segment as of March 31, 2016 and September 30, 2016 are as follows:

	Millions of yen					
	March 31, 2016		September 30, 2016		Change	
	Segment Assets	Composition ratio (%)	Segment Assets	Composition ratio (%)	Amount	Percent (%)
Corporate Financial Services	¥ 1,049,867	9.6	¥ 1,034,377	9.6	¥ (15,490)	(1)
Maintenance Leasing	731,329	6.7	724,168	6.7	(7,161)	(1)
Real Estate	739,592	6.7	705,062	6.6	(34,530)	(5)
Investment and Operation	704,156	6.4	695,780	6.5	(8,376)	(1)
Retail	3,462,772	31.5	3,325,370	30.8	(137,402)	(4)
Overseas Business	2,284,733	20.7	2,051,463	19.0	(233,270)	(10)
<b>Total</b>	<b>8,972,449</b>	<b>81.6</b>	<b>8,536,220</b>	<b>79.2</b>	<b>(436,229)</b>	<b>(5)</b>
Difference between Segment Total and Consolidated Amounts	2,020,469	18.4	2,246,472	20.8	226,003	11
<b>Total Consolidated Amounts</b>	<b>¥ 10,992,918</b>	<b>100.0</b>	<b>¥ 10,782,692</b>	<b>100.0</b>	<b>¥ (210,226)</b>	<b>(2)</b>

Note: Prior-year amounts have been adjusted for the retrospective application of Accounting Standards Update 2015-03 ( Simplifying the Presentation of Debt Issuance Costs - ASC 835-30 ( Interest - Imputation of Interest )) on April 1, 2016.

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Total segment profits for the six months ended September 30, 2016 decreased 13% to ¥214,034 million compared to ¥244,791 million during the same period of the previous fiscal year. While segment profits increased significantly in the Investment and Operation segment and secondarily in the Real Estate and Retail segments, segment profits for each of the other segments decreased.

Segment information for the six months ended September 30, 2016 is as follows:

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**Corporate Financial Services Segment:** Lending, leasing and fee business

The Japanese economy remains at a standstill due to low corporate earnings caused in part by the appreciation of the yen and weakening personal consumption. The balance of outstanding loans at financial institutions continues to increase and interest rates on loans remain low levels.

Segment revenues decreased 1% to ¥51,995 million compared to ¥52,712 million during the same period of the previous fiscal year due to a decrease in gains on investment securities, and a decrease in finance revenues in line with the decreased average investment, despite an increase in services income resulting primarily from revenue generated by Yayoi Co., Ltd. and stable fee business to domestic small-and medium-sized enterprise customers.

Segment expenses increased due primarily to an increase in selling, general and administrative expenses compared to the same period of the previous fiscal year. As a result, segment profits decreased 8% to ¥19,874 million compared to ¥21,564 million during the same period of the previous fiscal year.

Segment assets decreased 1% to ¥1,034,377 million compared to the end of the previous fiscal year due primar