

SONY CORP  
Form 6-K  
February 04, 2016

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 February 2016  
Commission File Number: 001-06439

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

1-7-1 KONAN, 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  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- \_\_\_\_\_

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.

SONY CORPORATION  
(Registrant)

By: /s/ Kenichiro Yoshida  
(Signature)  
Kenichiro Yoshida  
Executive Deputy President and  
Chief Financial Officer

Date: February 4, 2016



**Quarterly Securities Report**

For the three months ended December 31, 2015

(TRANSLATION)

**Sony Corporation**

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**Note for readers of this English translation**

On February 4, 2016, Sony Corporation (the “Company” or “Sony Corporation”) filed its Japanese-language Quarterly Securities Report (Shihanki Houkokusho) for the three months ended December 31, 2015 with the Director-General of the Kanto Local Finance Bureau in Japan pursuant to the Financial Instruments and Exchange Act of Japan. This document is an English translation of the Quarterly Securities Report in its entirety, except for (i) information that had been previously filed with or submitted to the U.S. Securities and Exchange Commission (the “SEC”) in a Form 20-F, Form 6-K or any other form and (ii) a description of differences between generally accepted accounting principles in the U.S. (“U.S. GAAP”) and generally accepted accounting principles in Japan (“J-GAAP”), which are required to be described in the Quarterly Securities Report under the Financial Instruments and Exchange Act of Japan if the Company prepares its financial statements in conformity with accounting principles other than J-GAAP.

**Cautionary Statement**

Statements made in this release with respect to Sony’s current plans, estimates, strategies and beliefs and other statements of the Company and its consolidated subsidiaries (collectively “Sony”) that are not historical facts are forward-looking statements about the future performance of Sony. Forward-looking statements include, but are not limited to, those statements using words such as “believe,” “expect,” “plans,” “strategy,” “prospects,” “forecast,” “estimate,” “anticipate,” “aim,” “intend,” “seek,” “may,” “might,” “could” or “should,” and words of similar meaning in connection with a discussion of future operations, financial performance, events or conditions. From time to time, oral or written forward-looking statements may also be included in other materials released to the public. These statements are based on management’s assumptions, judgments and beliefs in light of the information currently available to it. Sony cautions investors that a number of important risks and uncertainties could cause actual results to differ materially from those discussed in the forward-looking statements, and therefore investors should not place undue reliance on them. Investors also should not rely on any obligation of Sony to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Sony disclaims any such obligation. Risks and uncertainties that might affect Sony include, but are not limited to (i) the global economic environment in which Sony operates and the economic conditions in Sony’s markets, particularly levels of consumer spending; (ii) foreign exchange rates, particularly between the yen and the U.S. dollar, the euro and other currencies in which Sony makes significant sales and incurs production costs, or in which Sony’s assets and liabilities are denominated; (iii) Sony’s ability to continue to design and develop and win acceptance of, as well as achieve sufficient cost reductions for, its products and services, including televisions, game platforms, and smartphones, which are offered in highly competitive markets characterized by severe price competition and continual new product and service introductions, rapid development in technology and subjective and changing consumer preferences; (iv) Sony’s ability and timing to recoup large-scale investments required for technology development and production capacity; (v) Sony’s ability to implement successful business restructuring and transformation efforts under changing market conditions; (vi) Sony’s ability to implement successful hardware, software, and content integration strategies for all segments excluding the Financial Services segment, and to develop and implement successful sales and distribution strategies in light of the Internet and other technological developments; (vii) Sony’s continued ability to devote sufficient resources to research and development and, with respect to capital expenditures, to prioritize investments correctly (particularly in the electronics businesses); (viii) Sony’s ability to maintain product quality; (ix) the effectiveness of Sony’s strategies and their execution, including but not limited to the success of Sony’s acquisitions, joint ventures and other strategic investments; (x) significant volatility and disruption in the global financial markets or a ratings downgrade; (xi) Sony’s ability to forecast demands, manage timely procurement and control inventories; (xii) the outcome of pending and/or future legal and/or regulatory proceedings; (xiii) shifts in customer demand for financial services such as life insurance and Sony’s ability to conduct successful asset liability management in the Financial Services segment; (xiv) the impact of unfavorable conditions or developments (including market fluctuations or volatility) in the Japanese equity markets on the revenue and operating income of the Financial Services segment; (xv) Sony’s ability to anticipate and manage cybersecurity risk, including the risk of unauthorized access to Sony’s business information,

potential business disruptions or financial losses; and (xvi) risks related to catastrophic disasters or similar events. Risks and uncertainties also include the impact of any future events with material adverse impact.

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**I Corporate Information****(1) Selected Consolidated Financial Data**

	Yen in millions, Yen per share amounts		
	Nine months ended December 31, 2014	Nine months ended December 31, 2015	Fiscal year ended March 31, 2015
Sales and operating revenue	6,278,168	6,281,611	8,215,880
Operating income	166,321	387,070	68,548
Income before income taxes	146,250	404,184	39,729
Net income (loss) attributable to Sony Corporation's stockholders	(19,190 )	236,128	(125,980 )
Comprehensive income	189,120	231,207	34,317
Total equity	3,074,156	3,422,148	2,928,469
Total assets	16,277,347	17,106,723	15,834,331
Net income (loss) attributable to Sony Corporation's stockholders per share of common stock, basic (yen)	(17.50 )	191.98	(113.04 )
Net income (loss) attributable to Sony Corporation's stockholders per share of common stock, diluted (yen)	(17.50 )	189.17	(113.04 )
Ratio of stockholders' equity to total assets (%)	15.2	16.2	14.6
Net cash provided by operating activities	382,932	321,511	754,640
Net cash used in investing activities	(363,790 )	(669,802 )	(639,636 )
Net cash provided by (used in) financing activities	(184,575 )	497,750	(263,195 )
Cash and cash equivalents at end of the period	933,498	1,090,637	949,413

	Yen in millions, Yen per share amounts	
	Three months ended December 31, 2014	Three months ended December 31, 2015
Sales and operating revenue	2,566,749	2,580,812
Net income attributable to Sony Corporation's stockholders	89,971	120,134
Net income attributable to Sony Corporation's stockholders per share of common stock, basic (yen)	78.12	95.25
Net income attributable to Sony Corporation's stockholders per share of common stock, diluted (yen)	76.96	93.33

## Notes:

1. The Company's consolidated financial statements are prepared in conformity with U.S. GAAP.
2. The Company reports equity in net income of affiliated companies as a component of operating income.
3. Consumption taxes are not included in sales and operating revenue.

4. Total equity is presented based on U.S. GAAP.
5. Ratio of stockholders' equity to total assets is calculated by using total equity attributable to the stockholders of the Company.
6. The Company prepares consolidated financial statements. Therefore parent-only selected financial data is not presented.

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**(2) Business Overview**

There was no significant change in the business of Sony during the nine months ended December 31, 2015.

Sony realigned its reportable segments effective from the first and third quarters of the fiscal year ending March 31, 2016. For further information on the realignment, please refer to “IV Financial Statements – Notes to Consolidated Financial Statements – 10. Business segment information”.

As of December 31, 2015, the Company had 1,327 subsidiaries and 111 affiliated companies, of which 1,298 companies are consolidated subsidiaries (including variable interest entities) of the Company. The Company has applied the equity accounting method for 102 affiliated companies.

## II State of Business

### (1) Risk Factors

#### **Note for readers of this English translation:**

Except for the revised risk factors below, there was no significant change from the information presented in the Risk Factors section of the Annual Report on Form 20-F filed with the Securities and Exchange Commission (the “SEC”) on June 23, 2015. The changes are indicated by underline below. Any forward-looking statements included in the descriptions below are based on management’s current judgment.

URL: The Annual Report on Form 20-F filed with the SEC on June 23, 2015

<http://www.sec.gov/Archives/edgar/data/313838/000119312515231346/d895998d20f.htm>

#### ***Sony may not be able to recoup the capital expenditures or investments it makes to increase production capacity.***

Sony continues to invest in production facilities and equipment in its electronics businesses, including image sensor fabrication facilities to meet the increasing demand for image sensors, particularly for use in smartphones. For example, in March 2014, Sony acquired semiconductor fabrication equipment and certain related assets for 7.5 billion yen from Renesas Electronic Corporation, and established Sony Semiconductor Corporation Yamagata Technology Center. Sony invested approximately 44 billion yen of capital in the fiscal year ended March 31, 2015 and will invest approximately 205 billion yen of capital in the fiscal year ending March 31, 2016, in order to increase image sensor production capacity. However, if unforeseen market changes and corresponding declines in demand result in a mismatch between sales volume and anticipated production volumes, or if unit sales prices decline due to market oversupply, Sony may not be able to recover its capital expenditures or investments, in part or in full, or the recovery of these capital expenditures or investments may take longer than expected. In particular, with respect to image sensors, much of Sony’s sales depends on smartphones, and it is possible that Sony will not be able to achieve its expected sales volume, based on factors such as consumer demand and the competitive environment in the smartphone market, or the business decisions, operating results, or financial condition of Sony’s major customers. As a result of these factors, the carrying value of the related assets may be subject to an impairment charge, which may adversely affect Sony’s profitability.

#### ***Declines in the value of equity securities may have an adverse impact on Sony’s operating results and financial condition, particularly in Sony’s Financial Services segment.***

In the Financial Services segment, Sony Life Insurance Co., Ltd. (“Sony Life”) holds equity securities and may hold hybrid bond securities that are affected by changes in the value of equity market indices. Declines in equity prices may result in impairment losses and losses on the sales of the equity securities held by Sony Life. In addition, reductions in gains or increases in losses on the sales of equity securities, as well as reductions in unrealized gains or increases in unrealized losses in respect of such hybrid bond securities may adversely affect the operating results and financial condition of Sony’s Financial Services segment. Declines in the yield of Sony Life’s separate account assets

may result in additional policy reserves being recorded and the accelerated amortization of deferred acquisition costs, since U.S. GAAP requires the review of actuarial assumptions used for the valuation of policy reserves concerning minimum death guarantees for variable life insurance and the amortization of deferred acquisition costs. Additional policy reserves and accelerated amortization of deferred acquisition costs may have an adverse impact on Sony's operating results.

For equity securities held by Sony outside of the Financial Services segment, a decrease in fair value could result in a non-cash impairment charge. Any such charge may adversely affect Sony's operating results and financial condition.

***Sony could incur asset impairment charges for goodwill, intangible assets or other long-lived assets.***

Sony has a significant amount of goodwill, intangible assets and other long-lived assets, including production facilities and equipment in its electronics businesses. A decline in financial performance, market capitalization or changes in estimates and assumptions used in the impairment analysis, which in many cases requires significant judgment, could result in impairment charges of these assets. Sony tests goodwill and intangible assets that are determined to have an indefinite life for impairment during the fourth quarter of each fiscal year and assesses whether there are any factors or indicators, such as unfavorable variances from established business plans, revisions to such plans, significant changes in forecasted results or volatility inherent to external markets and industries, that would require an interim test. The increased levels of global competition and the faster pace of technological change to which Sony is exposed in these businesses can result in greater volatility of these estimates, assumptions and judgments, which can affect these interim tests and determinations as to whether they are required. In addition, the recoverability of the carrying value of long-lived assets held and used and long-lived assets to be disposed of is reviewed whenever events or changes in circumstances, including the types of events or changes described above in respect of goodwill and intangible assets, indicate that the carrying value of the assets or

asset groups may not be recoverable. If the carrying value of the asset or asset group is considered impaired, an impairment charge is recorded for the amount by which the carrying value of the asset or asset group exceeds its fair value. For example, in the fiscal year ended March 31, 2014, Sony recorded impairment charges including a 32.1 billion yen impairment charge related to long-lived assets in the battery business in the Devices segment, a 25.6 billion yen impairment charge related to long-lived assets in the disc manufacturing business outside of Japan and the U.S. and goodwill across the entire disc manufacturing business in All Other, and a 12.8 billion yen impairment charge related to long-lived assets in the PC business in All Other. During the fiscal year ended March 31, 2015, Sony recorded a 176.0 billion yen impairment charge related to goodwill in the Mobile Communications segment. During the third quarter ended December 31, 2015, Sony recorded a 30.6 billion yen impairment charge related to long-lived assets for the battery business in the Devices segment. Any such charge may adversely affect Sony's operating results and financial condition.

In addition, as announced on January 29, 2016 in the consolidated financial results for the third quarter ended December 31, 2015, Sony is currently formulating its business plan for all of its business segments for the fiscal year ending March 31, 2017. With regard to the camera module business, there is a possibility that factors such as a decrease in projected future demand, which caused a downward revision in the forecast for the current fiscal year for the business, could continue to have a negative impact on the business going forward. It is therefore possible that the above-described business environment might result in an impairment charge against long-lived assets in the camera module business.

## **(2) Material Contracts**

There were no material contracts executed or determined to be executed during the three months ended December 31, 2015.

### **Note for readers of this English translation:**

There was no significant change from the information presented in the Annual Report on Form 20-F ("Patents and Licenses" in Item 4) filed with the SEC on June 23, 2015.

URL: The Annual Report on Form 20-F filed with the SEC on June 23, 2015

<http://www.sec.gov/Archives/edgar/data/313838/000119312515231346/d895998d20f.htm>

## **(3) Management's Discussion and Analysis of Financial Condition, Results of Operations and Status of Cash Flows**

### **i) Results of Operations**

### **Note for readers of this English translation:**

## Edgar Filing: SONY CORP - Form 6-K

Except for information specifically included in this English translation, this document omits certain information set out in the Japanese-language Quarterly Securities Report for the three-month and nine-month periods ended December 31, 2015, since it is the same as described in a press release previously submitted to the SEC. Please refer to “Consolidated Financial Results for the Third Quarter Ended December 31, 2015” submitted to the SEC on Form 6-K on January 29, 2016.

URL: The press release titled “Consolidated Financial Results for the Third Quarter Ended December 31, 2015”

<http://www.sec.gov/Archives/edgar/data/313838/000115752316004355/a51267712.htm>

### Foreign Exchange Fluctuations and Risk Hedging

#### **Note for readers of this English translation:**

Except for the information set forth below, there was no significant change from the information presented in the Foreign Exchange Fluctuations and Risk Hedging section of the Annual Report on Form 20-F filed with the SEC on June 23, 2015. Although foreign exchange rates have fluctuated during the three-month period ended December 31, 2015, there has been no significant change in Sony’s risk hedging policy as described in the Annual Report on Form 20-F.

URL: The Annual Report on Form 20-F filed with the SEC on June 23, 2015

<http://www.sec.gov/Archives/edgar/data/313838/000119312515231346/d895998d20f.htm>

During the three months ended December 31, 2015, the average rates of the yen were 121.4 yen against the U.S. dollar, which is 5.7 percent lower than the same quarter of the previous fiscal year (“year-on-year”) and 133.0 yen against the euro, which is 7.5 percent higher year-on-year.

For the three months ended December 31, 2015, sales were 2,580.8 billion yen, an increase of 0.5 percent year-on-year, while on a constant currency basis, sales decreased approximately 0.3 percent year-on-year. For references to information on a constant currency basis, see Note at the bottom of this section.

Consolidated operating income of 202.1 billion yen was recorded for the three months ended December 31, 2015, an increase of 20.1 billion yen year-on-year (an improvement of approximately 70.2 billion yen year-on-year on a constant currency basis). Most of the foreign exchange rate impact was attributable to the Mobile Communications (“MC”), Game & Network Services (“G&NS”), Imaging Products & Solutions (“IP&S”), Home Entertainment & Sound (“HE&S”) and Devices segments.

The table below indicates the impact of changes in foreign exchange rates on sales and operating results of each of the above-mentioned five segments. For a detailed analysis of segment performance, please refer to the “*Results of Operations*” section above, which discusses the impact of foreign exchange rates within each segment.

(Billions of yen)

		<b>Three months ended December 31</b>	Change in yen	Change on constant currency basis	Impact of changes in foreign exchange rates	
		<b>2014</b>	<b>2015</b>			
<b>MC</b>	Sales	450.9	<b>384.5</b>	-14.7%	-13%	-7.3
	Operating income	10.4	<b>24.1</b>	+13.8	+32.6	-18.8
<b>G&amp;NS</b>	Sales	531.5	<b>587.1</b>	+10.5%	+11%	-0.3
	Operating income	27.6	<b>40.2</b>	+12.6	+31.8	-19.2
<b>IP&amp;S</b>	Sales	201.9	<b>191.9</b>	-5.0%	-5%	+0.8
	Operating income	19.7	<b>23.7</b>	+4.0	+6.3	-2.3
<b>HE&amp;S</b>	Sales	420.2	<b>402.0</b>	-4.3%	-3%	-4.2
	Operating income	26.0	<b>31.2</b>	+5.2	+20.1	-14.9
	Sales	285.9	<b>249.9</b>	-12.6%	-16%	+10.6
<b>Devices</b>	Operating income (loss)	53.8	<b>(11.7)</b>	-65.5	-68.8	+3.1

In addition, sales for the Pictures segment increased 26.9 percent year-on-year to 262.1 billion yen, an approximately 21 percent increase on a constant currency (U.S. dollar) basis. In the Music segment, sales increased 8.2 percent year-on-year to 181.2 billion yen, an approximately 4 percent increase on a constant currency basis. As most of the operations in Sony's Financial Services segment are based in Japan, Sony's management analyzes the performance of the Financial Services segment on a yen basis only.

Note: In this section, for all segments other than Pictures and Music, the impact of foreign exchange rate fluctuations on sales is calculated by applying the change in the yen's periodic weighted average exchange rates for the three and nine months ended December 31, 2014 from the three and nine months ended December 31, 2015 to the major transactional currencies in which the sales are denominated. The impact of foreign exchange rate fluctuations on operating income (loss) described herein is calculated by subtracting from the impact on sales the impact on cost of sales and selling, general and administrative expenses calculated by applying the same major transactional currencies calculation process to cost of sales and selling, general and administrative expenses as for the impact on sales. Since the worldwide subsidiaries of the Pictures segment and of SME and Sony/ATV in the Music segment are aggregated on a U.S. dollar basis and are translated into yen, the impact of foreign exchange rate fluctuations is calculated by applying the change in the periodic weighted average exchange rates for the three and nine months ended December 31, 2014 from the three and nine months ended December 31, 2015 from U.S. dollar to yen to the U.S. dollar basis operating results. This information is not a substitute for Sony's consolidated financial statements measured in accordance with U.S. GAAP. However, Sony believes that these disclosures provide additional useful analytical information to investors regarding the operating performance of Sony.

Status of Cash Flows

**Note for readers of this English translation:**

Except for information specifically included in this English translation, this document omits certain information set out in the Japanese-language Quarterly Securities Report for the nine-month period ended December 31, 2015, since it is the same as described in a press release previously submitted to the SEC. Please refer to “Consolidated Financial Results for the Third Quarter Ended December 31, 2015” submitted to the SEC on Form 6-K on January 29, 2016.

URL: The press release titled “Consolidated Financial Results for the Third Quarter Ended December 31, 2015”

<http://www.sec.gov/Archives/edgar/data/313838/000115752316004355/a51267712.htm>

ii) Issues Facing Sony and Management’s Response to those Issues

**Note for readers of this English translation:**

There was no significant change from the information presented as the Issues Facing Sony and Management’s Response to those Issues in the Trend Information section of the Annual Report on Form 20-F filed with the SEC on June 23, 2015. Any forward-looking statements included in the descriptions below are based on management’s current judgment.

URL: The Annual Report on Form 20-F filed with the SEC on June 23, 2015

<http://www.sec.gov/Archives/edgar/data/313838/000119312515231346/d895998d20f.htm>

iii) Research and Development

**Note for readers of this English translation:**

There was no significant change from the information presented as the Research and Development in the Annual Report on Form 20-F filed with the SEC on June 23, 2015.



URL: The Annual Report on Form 20-F filed with the SEC on June 23, 2015

<http://www.sec.gov/Archives/edgar/data/313838/000119312515231346/d895998d20f.htm>

Research and development costs for the nine months ended December 31, 2015 totaled 340.1 billion yen. There were no significant changes in research and development activities for the period.

iv) Employees

**Note for readers of this English translation:**

Excluding the below, there was no significant change from the information presented in the Employees section of the Annual Report on Form 20-F filed with the SEC on June 23, 2015.

URL: The Annual Report on Form 20-F filed with the SEC on June 23, 2015

<http://www.sec.gov/Archives/edgar/data/313838/000119312515231346/d895998d20f.htm>

As of December 31, 2015, Sony Corporation had 10,541 employees, a decrease of 1,745 employees from 12,286 employees as of March 31, 2015. The total number of employees decreased mainly due to the separation of its Video & Sound business to a subsidiary. There is no significant change in the number of employees of Sony on the consolidated basis.

v) Liquidity and Capital Resources

**Note for readers of this English translation:**

Except for the information related to the committed lines of credit below, there was no significant change from the information presented in the Annual Report on Form 20-F filed with the SEC on June 23, 2015. The changes are indicated by underline below. Any forward-looking statements included in the descriptions below are based on management's current judgment.

URL: The Annual Report on Form 20-F filed with the SEC on June 23, 2015

<http://www.sec.gov/Archives/edgar/data/313838/000119312515231346/d895998d20f.htm>

Sony typically raises funds through straight bonds, CP programs and bank loans (including syndicated loans). If market disruption and volatility occur and Sony could not raise sufficient funds from these sources, Sony may also draw down funds from contractually committed lines of credit from various financial institutions. Sony has a total, translated into yen, of 537.9 billion yen in unused committed lines of credit, as of December 31, 2015. Details of those committed lines of credit are: a 300.0 billion yen committed line of credit contracted with a syndicate of Japanese banks, effective until July 2018, a 1.5 billion U.S. dollar multi-currency committed line of credit also with a syndicate of Japanese banks, effective until December 2018, and a 475 million U.S. dollar multi-currency committed line of credit contracted with a syndicate of foreign banks, effective until March 2016, in all of which Sony Corporation and Sony Global Treasury Services Plc are defined as borrowers. These contracts are aimed at securing sufficient liquidity in a quick and stable manner even in the event of turmoil within the financial and capital markets.

On July 21, 2015, Sony Corporation raised 406.0 billion yen in total from the issuance of 87.2 million new shares by way of a Japanese public offering and an international offering (286.0 billion yen) and the issuance of convertible bonds with stock acquisition rights (120.0 billion yen). In addition, Sony Corporation raised 15.7 billion yen from the issuance of new shares by way of third-party allotment on August 18, 2015. Sony Corporation intends to use 188.0 billion yen of the funds raised by these issuances of new shares to fund capital expenditures in the Devices segment, and the remainder to fund research and development expenditures in the Devices segment. In addition, Sony Corporation intends to use 51.0 billion yen of the funds raised by this issuance of convertible bonds with stock acquisition rights to fund capital expenditures in the Devices segment and the remainder to repay long-term indebtedness.

**Company Information****(1) Information on the Company's Shares**

## i) Total Number of Shares

## 1) Total Number of Shares

Class	Total number of shares authorized to be issued
Common stock	3,600,000,000
Total	3,600,000,000

## 2) Number of Shares Issued

Class	Number of shares issued		Name of Securities Exchanges where the shares are listed or authorized Financial Instruments Firms Association where the shares are registered	Description
	As of the end of date of the third quarterly period (December 31, 2015)	As of the filing the Quarterly Securities Report (February 4, 2016)		
Common stock	1,262,406,360	1,262,407,360	Tokyo Stock Exchange New York Stock Exchange	The number of shares constituting one full unit is one hundred (100).
Total	1,262,406,360	1,262,407,360	—	—

Notes:

1. The Company's shares of common stock are listed on the First Section of the Tokyo Stock Exchange in Japan. The number of shares issued as of the filing date of this Quarterly Securities Report does not include shares issued
2. upon the exercise of stock acquisition rights ("SARs") during February 2016, the month in which this Quarterly Securities Report (Shihanki Houkokusho) was filed.

## ii) Stock Acquisition Rights

**Note for readers of this English translation:**

The Japanese-language Quarterly Securities Report includes a summary of the main terms and conditions of the SARs listed below which were issued during the three months ended December 31, 2015. A summary of such terms and conditions has previously been filed with or submitted to the SEC under Form 6-K or Form S-8. There has been no change to such terms and conditions since the applicable date of such filings or submissions.

Edgar Filing: SONY CORP - Form 6-K

URL: The list of documents previously filed or submitted by the Company

<http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000313838&owner=include&count=40>

Stock acquisition rights (outstanding as of December 31, 2015)

Name (Date of resolution of the Board of Directors)	Number of SARs issued	Number of shares of common stock to be issued or transferred
The thirtieth series of Common Stock Acquisition Rights (October 29, 2015)	11,965	1,196,500
The thirty-first series of Common Stock Acquisition Rights (October 29, 2015)	11,455	1,145,500

## iii) Status of the Exercise of Moving Strike Convertible Bonds

Not applicable.

## iv) Description of Rights Plan

Not applicable.

## v) Changes in the Total Number of Shares Issued and the Amount of Common Stock, etc.

Period	Change in the total number of shares issued  (Thousands)	Balance of the total number of shares issued  (Thousands)	Change in		Balance of	
			the amount of common stock (Yen in Millions)	the amount of common stock (Yen in Millions)	Change in the legal capital surplus (Yen in Millions)	Balance of the legal capital surplus (Yen in Millions)
From October 1 to December 31, 2015 Notes:	191	1,262,406	246	858,768	246	1,072,461

1. The increase is due to the exercise of SARs.

Upon the exercise of SARs during the period from January 1, 2016 to January 31, 2016, the total number of shares issued increased by 1 thousand shares, the amount of common stock and the legal capital surplus increased by 1 million yen, respectively.

## vi) Status of Major Shareholders

(As of December 31, 2015)

Name	Address	Number of shares held (Thousands)	Percentage of shares held to total shares issued (%)
Citibank as Depositary Bank for Depositary Receipt Holders *1	New York, U.S.A. (2-7-1, Marunouchi, Chiyoda-ku, Tokyo)	112,561	8.92
(Local Custodian: The Bank of Tokyo-Mitsubishi UFJ, Ltd.) Japan Trustee Services Bank, Ltd. (Trust account) *2	1-8-11, Harumi, Chuo-ku, Tokyo	61,983	4.91
The Master Trust Bank of Japan, Ltd. (Trust account) *2	2-11-3, Hamamatsu-cho, Minato-ku, Tokyo	56,455	4.47
Goldman, Sachs & Co. Reg *3	New York, U.S.A. (Roppongi Hills Mori Tower, 6-10-1, Roppongi, Minato-ku, Tokyo)	23,533	1.86
(Local Custodian: Goldman Sachs Japan Co., Ltd.) State Street Bank and Trust Company *3	Boston, U.S.A.		
(Local Custodian: The Hongkong and Shanghai Banking Corporation Limited)	(3-11-1, Nihonbashi, Chuo-ku, Tokyo)	23,440	1.86
The Bank of New York Mellon SA/NV 10 *3	Brussels, Belgium (2-7-1, Marunouchi, Chiyoda-ku, Tokyo)	20,393	1.62
(Local Custodian: The Bank of Tokyo-Mitsubishi UFJ, Ltd.) State Street Bank West Client – Treaty 505234 *3	North Quincy, U.S.A. (4-16-13, Tsukishima, Chuo-ku, Tokyo)	19,251	1.52
(Local Custodian: Mizuho Bank, Ltd.) JPMorgan Chase Bank 380055 *3	New York, U.S.A. (4-16-13, Tsukishima, Chuo-ku, Tokyo)	18,049	1.43
(Local Custodian: Mizuho Bank, Ltd.) State Street Bank and Trust Company 505225 *3	Boston, U.S.A. (4-16-13, Tsukishima, Chuo-ku, Tokyo)	16,399	1.30
(Local Custodian: Mizuho Bank, Ltd.)			

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State Street Bank and Trust Company 505223 *3	Tokyo) Boston, U.S.A. (4-16-13, Tsukishima, Chuo-ku,	15,189	1.20
(Local Custodian: Mizuho Bank, Ltd.)	Tokyo)		
Total		367,253	29.09
Notes:			

\*1. Citibank as Depositary Bank for Depositary Receipt Holders is the nominee of Citibank, N.A.

\*2. The shares held by each shareholder are held in trust for investors, including shares in securities investment trusts.

\*3. Each shareholder provides depositary services for shares owned by institutional investors, mainly in Europe and North America. They are also the nominees for these investors.

Sumitomo Mitsui Trust Bank, Limited sent a copy of its "Bulk Shareholding Report" (which was filed with the Kanto Financial Bureau in Japan) to the Company as of April 4, 2014 and reported that it held shares of the Company as of March 31, 2014 as provided in the below table. As of December 31, 2015, the Company has not been able to confirm any entry of Sumitomo Mitsui Trust Bank, Limited in the register of shareholders.

Name	Number of shares held (Thousands)	Percentage of shares held to total shares issued (%)
Sumitomo Mitsui Trust Bank, Limited and the 2 Joint Holders	52,312	5.04

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BlackRock Japan Co., Ltd. sent a copy of its “Bulk Shareholding Report” (which was filed with the Kanto Financial Bureau in Japan) to the Company as of July 22, 2014 and reported that it held shares of the Company as of July 15, 2014 as provided in the below table. As of December 31, 2015, the Company has not been able to confirm any entry of BlackRock Japan Co., Ltd. in the register of shareholders.

Name	Number of shares held (Thousands)	Percentage of shares held to total shares issued (%)
BlackRock Japan Co., Ltd. and the 8 Joint Holders	52,314	5.01

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## vii) Status of Voting Rights

## 1) Shares Issued

(As of December 31, 2015)

Classification	Number of shares of common stock	Number of voting rights (Units)	Description
Shares without voting rights	—	—	—
Shares with restricted voting rights (Treasury stock, etc.)	—	—	—
Shares with restricted voting rights (Others)	—	—	—
Shares with full voting rights (Treasury stock, etc.)	1,042,000	—	—
Shares with full voting rights (Others)	1,259,151,400	12,591,514	—
Shares constituting less than one full unit	2,212,960	—	Shares constituting less than one full unit (100 shares)
Total number of shares issued	1,262,406,360	—	—
Total voting rights held by all shareholders	—	12,591,514	—

Included in “Shares with full voting rights (Others)” under “Number of shares of common stock” are 19,500 shares of common stock held under the name of Japan Securities Depository Center, Incorporated. Also included in Note: “Shares with full voting rights (Others)” under “Number of voting rights (Units)” are 195 units of voting rights relating to the shares of common stock with full voting rights held under the name of Japan Securities Depository Center, Incorporated.

## 2) Treasury Stock, Etc.

(As of December 31, 2015)

Name of shareholder	Address of shareholder	Number of shares held under own name	Number of shares held under the names of others	Total number of shares held	Percentage of shares held to total shares issued (%)
Sony Corporation	1-7-1, Konan, Minato-ku, Tokyo	1,042,000	—	1,042,000	0.08

(Treasury  
stock)

Total	—	1,042,000	—	1,042,000	0.08
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In addition to the 1,042,000 shares listed above, there are 300 shares of common stock held in the name of the Note: Company in the register of shareholders that the Company does not beneficially own. These shares are included in “Shares with full voting rights (Others)” in Table 1 “Shares Issued” above.

**(2) Directors and Corporate Executive Officers**

There was no change in directors or corporate executive officers in the period from the filing date of the Securities Report (Yukashoken Houkokusho) for the fiscal year ended March 31, 2015 to the filing date of this Quarterly Securities Report (Shihanki Houkokusho).

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#### IV Financial Statements

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## (1) Consolidated Financial Statements

**(i) Consolidated Balance Sheets (Unaudited)**

## Sony Corporation and Consolidated Subsidiaries

	Yen in millions	
	At March 31, 2015	At December 31, 2015
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	949,413	1,090,637
Marketable securities	936,731	957,809
Notes and accounts receivable, trade	986,500	1,318,825
Allowance for doubtful accounts and sales returns	(86,598 )	(107,848 )
Inventories	665,432	741,727
Other receivables	231,947	255,882
Deferred income taxes	47,788	52,061
Prepaid expenses and other current assets	466,688	531,525
Total current assets	4,197,901	4,840,618
Film costs	305,232	357,635
Investments and advances:		
Affiliated companies	171,063	167,334
Securities investments and other	8,360,290	8,806,908
	8,531,353	8,974,242
Property, plant and equipment:		
Land	123,629	122,619
Buildings	679,125	653,706
Machinery and equipment	1,764,241	1,809,552
Construction in progress	35,786	85,357
	2,602,781	2,671,234
Less – Accumulated depreciation	1,863,496	1,847,339
	739,285	823,895
Other assets:		
Intangibles, net	642,361	631,990
Goodwill	561,255	612,614
Deferred insurance acquisition costs	520,571	538,981
Deferred income taxes	89,637	78,567
Other	246,736	248,181
	2,060,560	2,110,333
Total assets	15,834,331	17,106,723

*(Continued on following page.)*

**Consolidated Balance Sheets (Unaudited)**

	Yen in millions	
	At March 31, 2015	At December 31, 2015
<b>LIABILITIES</b>		
<b>Current liabilities:</b>		
Short-term borrowings	62,008	211,280
Current portion of long-term debt	159,517	154,300
Notes and accounts payable, trade	622,215	703,912
Accounts payable, other and accrued expenses	1,374,099	1,463,292
Accrued income and other taxes	98,414	147,656
Deposits from customers in the banking business	1,872,965	1,861,127
Other	556,372	555,566
Total current liabilities	4,745,590	5,097,133
Long-term debt	712,087	734,265
Accrued pension and severance costs	298,753	294,574
Deferred income taxes	445,876	437,146
Future insurance policy benefits and other	4,122,372	4,388,208
Policyholders' account in the life insurance business	2,259,514	2,413,031
Other	316,422	313,183
<b>Total liabilities</b>	<b>12,900,614</b>	<b>13,677,540</b>
<b>Redeemable noncontrolling interest</b>	<b>5,248</b>	<b>7,035</b>
<b>Commitments and contingent liabilities</b>		
<b>EQUITY</b>		
<b>Sony Corporation's stockholders' equity:</b>		
Common stock, no par value –		
At March 31, 2015—Shares authorized: 3,600,000,000, shares issued: 1,169,773,260	707,038	
At December 31, 2015—Shares authorized: 3,600,000,000, shares issued: 1,262,406,360		858,768
Additional paid-in capital	1,185,777	1,324,964
Retained earnings	813,765	1,037,280
Accumulated other comprehensive income –		
Unrealized gains on securities, net	154,153	120,300
Unrealized gains on derivative instruments, net	-	2,114
Pension liability adjustment	(201,131)	(199,770)
Foreign currency translation adjustments	(338,305)	(359,894)
	(385,283)	(437,250)
Treasury stock, at cost		
Common stock	(4,220)	
At March 31, 2015—1,031,323 shares		
At December 31, 2015—1,042,082 shares		(4,244)

Noncontrolling interests	2,317,077	2,779,518
<b>Total equity</b>	611,392	642,630
<b>Total liabilities and equity</b>	2,928,469	3,422,148
	15,834,331	17,106,723

*The accompanying notes are an integral part of these statements.*

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**(ii) Consolidated Statements of Income (Unaudited)**

## Sony Corporation and Consolidated Subsidiaries

	Yen in millions	
	Nine months ended	
	December 31	
	2014	2015
Sales and operating revenue:		
Net sales	5,385,450	5,405,599
Financial services revenue	817,153	807,092
Other operating revenue	75,565	68,920
	6,278,168	6,281,611
Costs and expenses:		
Cost of sales	3,978,983	3,985,905
Selling, general and administrative	1,302,932	1,258,448
Financial services expenses	673,884	666,479
Other operating (income) expense, net	159,750	(13,146 )
	6,115,549	5,897,686
Equity in net income of affiliated companies	3,702	3,145
Operating income	166,321	387,070
Other income:		
Interest and dividends	9,160	9,055
Gain on sale of securities investments, net	8,628	51,796
Other	2,092	1,541
	19,880	62,392
Other expenses:		
Interest	18,401	19,321
Foreign exchange loss, net	15,175	20,302
Other	6,375	5,655
	39,951	45,278
Income before income taxes	146,250	404,184
Income taxes	112,286	119,354
Net income	33,964	284,830
Less - Net income attributable to noncontrolling interests	53,154	48,702
Net income (loss) attributable to Sony Corporation's stockholders	(19,190 )	236,128

	Yen	
	Nine months	
	ended December	
	31	
	2014	2015
Per share data:	-	-
Net income (loss) attributable to Sony Corporation's stockholders		
-Basic	(17.50)	191.98
-Diluted	(17.50)	189.17

*The accompanying notes are an integral part of these statements.*





**Consolidated Statements of Income (Unaudited)**

Sony Corporation and Consolidated Subsidiaries

	Yen in millions	
	Three months ended	
	December 31	
	2014	2015
Sales and operating revenue:		
Net sales	2,239,485	2,238,674
Financial services revenue	303,211	320,368
Other operating revenue	24,053	21,770
	2,566,749	2,580,812
Costs and expenses:		