

NIDEC CORP
Form SC 13G/A
February 10, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Nidec Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

654090109
(CUSIP Number)

December 31, 2011
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ : Rule 13d-1(b)

☐ : Rule 13d-1(c)

☐ : Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.
654090109

1 NAME OF REPORTING PERSON

Mitsubishi UFJ Financial Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐

(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF 8,744,631

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED

-0-

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

8,744,631

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,744,631

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐
(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.3%

12 TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP No.
654090109

1 NAME OF REPORTING PERSON

The Bank of Tokyo–Mitsubishi UFJ, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF 3,514,144

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED -0-

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 3,514,144

WITH 8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,514,144

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐
(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.5

12 TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP No.
654090109

1 NAME OF REPORTING PERSON

Mitsubishi UFJ Trust and Banking Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF 3,174,010

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED -0-

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 3,174,010

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,174,010

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐
(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.3%

12 TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP No.
654090109

1 NAME OF REPORTING PERSON

Mitsubishi UFJ Securities Holdings Co., Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF 922,477

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED -0-

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 922,477

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

922,477

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐
(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.7%

12 TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP No.
654090109

1 NAME OF REPORTING PERSON

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF 118,465

SHARES

BENEFICIALLY

6 SHARED VOTING POWER

OWNED

-0-

BY EACH

REPORTING

7 SOLE DISPOSITIVE POWER

PERSON

WITH

118,465

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

118,465

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐
(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12 TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP No.
654090109

1 NAME OF REPORTING PERSON

Mitsubishi UFJ Securities International plc

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

London, United Kingdom

5 SOLE VOTING POWER

NUMBER OF 804,012

SHARES BENEFICIALLY OWNED 6 SHARED VOTING POWER

BY EACH REPORTING PERSON -0-

7 SOLE DISPOSITIVE POWER

PERSON WITH 804,012

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

804,012

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐
(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.6%

12 TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP No.
654090109

1 NAME OF REPORTING PERSON

Mitsubishi UFJ Asset Management Co., Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF 663,000

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH

-0-

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH 663,000

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

663,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐
(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.5%

12 TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP No.
654090109

1 NAME OF REPORTING PERSON

MU Investments Co., Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF 429,500

SHARES BENEFICIALLY 6 SHARED VOTING POWER

OWNED -0-

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 429,500

WITH 8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

429,500

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐
(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.3%

12 TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP No.
654090109

1 NAME OF REPORTING PERSON

kabu.com Securities Co., Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF 35,200

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED -0-

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 35,200

WITH 8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,200

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐
(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP No.
654090109

1 NAME OF REPORTING PERSON

KOKUSAI Asset Management Co., Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐

(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

5 SOLE VOTING POWER

NUMBER OF 6,300

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED -0-

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 6,300

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,300

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐
(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP No.
654090109

ITEM 1

- (a) Name of Issuer

Nidec Corporation

- (b) Address of Issuer's Principal Executive Offices

338 Kuzetonoshiro-cho, Minami-ku, Kyoto 601-8205, Japan

ITEM 2

- (a) Names of Persons Filing

Mitsubishi UFJ Financial Group, Inc. ("MUFG")

The Bank of Tokyo-Mitsubishi UFJ, Ltd. ("BTMU")

Mitsubishi UFJ Trust and Banking Corporation ("MUTB")

Mitsubishi UFJ Securities Holdings Co., Ltd. ("MUSHD")

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. ("MUMSS")

Mitsubishi UFJ Securities International plc ("MUSI")

Mitsubishi UFJ Asset Management Co., Ltd. ("MUAM")

MU Investments Co., Ltd. ("MUI")

kabu.com Securities Co., Ltd. ("KC")

KOKUSAI Asset Management Co., Ltd. ("KAM")

- (b) Address of Principal Business Office or, if none, Residence

MUFG:

7-1 Marunouchi 2-chome, Chiyoda-ku
Tokyo 100-8330, Japan

BTMU:

7-1 Marunouchi 2-chome, Chiyoda-ku
Tokyo 100-8388, Japan

MUTB:

4-5 Marunouchi 1-chome, Chiyoda-ku
Tokyo 100-8212, Japan

MUSHD:

5-2 Marunouchi 2-chome, Chiyoda-ku
Tokyo 100-0005, Japan

MUMSS:

5-2 Marunouchi 2-chome, Chiyoda-ku
Tokyo 100-0005, Japan

CUSIP No.
654090109

MUSI:
Ropemaker Place, 25 Ropemaker Street
London, EC2Y 9AJ, United Kingdom

MUAM:
4-5 Marunouchi 1-chome, Chiyoda-ku
Tokyo 100-8212, Japan

MUI:
2-15 Nihonbashi Muromachi 3-chome, Chuo-ku
Tokyo 103-0022, Japan

KC:
3-2 Otemachi 1-chome, Chiyoda-ku
Tokyo 100-0004, Japan

KAM:
1-1 Marunouchi 3-chome, Chiyoda-ku
Tokyo 100-0005, Japan

(c) Citizenship

Not applicable.

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

654090109

ITEM 3 If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

MUFG: (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

- (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

CUSIP No.
654090109

- | | | |
|-----|-----|---|
| (h) | [] | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |
| (i) | [] | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j) | [Ö] | A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J); |
| (k) | [] | Group, in accordance with § 240.13d-1(b)(1)(ii)(K). |

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Parent holding company

- | | | |
|-----------|-----|---|
| BTMU: (a) | [] | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o); |
| (b) | [] | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c); |
| (c) | [] | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c); |
| (d) | [] | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8); |
| (e) | [] | An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E); |
| (f) | [] | An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F); |
| (g) | [] | A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G); |
| (h) | [] | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |
| (i) | [] | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j) | [Ö] | A non-U.S. institution in accordance with |

§ 240.13d-1(b)(1)(ii)(J);

(k) ☐ Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Bank

- MUTB: (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

CUSIP No.
654090109

- | | | |
|-----|-----|---|
| (f) | [] | An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F); |
| (g) | [] | A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G); |
| (h) | [] | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |
| (i) | [] | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j) | [Ö] | A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J); |
| (k) | [] | Group, in accordance with § 240.13d-1(b)(1)(ii)(K). |

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Bank

- | | | |
|-----------|-----|---|
| MUSHD:(a) | [] | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o); |
| (b) | [] | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c); |
| (c) | [] | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c); |
| (d) | [] | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8); |
| (e) | [] | An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E); |
| (f) | [] | An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F); |
| (g) | [] | A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G); |
| (h) | [] | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |

- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Broker-dealer

- MUMSS:(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

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654090109

- | | | |
|-----|-----|---|
| (d) | [] | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8); |
| (e) | [] | An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E); |
| (f) | [] | An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F); |
| (g) | [] | A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G); |
| (h) | [] | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |
| (i) | [] | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j) | [Ö] | A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J); |
| (k) | [] | Group, in accordance with § 240.13d-1(b)(1)(ii)(K). |

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Broker-dealer

- | | | |
|-----------|-----|--|
| MUSI: (a) | [] | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o); |
| (b) | [] | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c); |
| (c) | [] | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c); |
| (d) | [] | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8); |
| (e) | [] | An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E); |
| (f) | [] | An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F); |

- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Broker-dealer, Bank

CUSIP No.
654090109

- MUAM: (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Investment adviser

- MUI: (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

- (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☒ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Investment adviser

CUSIP No.
654090109

- KC: (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Broker-dealer

- KAM: (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

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- | | | |
|-----|-------------------------------------|---|
| (d) | ☐ | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8); |
| (e) | ☐ | An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E); |
| (f) | ☐ | An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F); |
| (g) | ☐ | A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G); |
| (h) | ☐ | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |
| (i) | ☐ | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j) | ☒ | A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J); |
| (k) | ☐ | Group, in accordance with § 240.13d-1(b)(1)(ii)(K). |

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Investment adviser

CUSIP No.
654090109

ITEM Ownership

4

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

For MUFG

(a)	Amount beneficially owned:	8,744,631
(b)	Percent of class:	6.34%
(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	8,744,631
	(ii) Shared power to vote or to direct the vote:	-0-
	(iii) Sole power to dispose or to direct the disposition of:	8,744,631
	(iv) Shared power to dispose or to direct the disposition of:	-0-

For BTMU

(a)	Amount beneficially owned:	3,514,144
(b)	Percent of class:	2.55%
(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	3,514,144
	(ii) Shared power to vote or to direct the vote:	-0-
	(iii) Sole power to dispose or to direct the disposition of:	3,514,144
	(iv) Shared power to dispose or to direct the disposition of:	-0-

For MUTB

(a)	Amount beneficially owned:	3,174,010
(b)	Percent of class:	2.30%

(c)

Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 3,174,010

(ii) Shared power to vote or to direct the vote: -0-

(iii) Sole power to dispose or to direct the disposition of: 3,174,010

(iv) Shared power to dispose or to direct the disposition of: -0-

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For MUSHD

(a)	Amount beneficially owned:	922,477
(b)	Percent of class:	0.67%
(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	922,477
	(ii) Shared power to vote or to direct the vote:	-0-
	(iii) Sole power to dispose or to direct the disposition of:	922,477
	(iv) Shared power to dispose or to direct the disposition of:	-0-

For MUMSS

(a)	Amount beneficially owned:	118,465
(b)	Percent of class:	0.09%
(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	118,465
	(ii) Shared power to vote or to direct the vote:	-0-
	(iii) Sole power to dispose or to direct the disposition of:	118,465
	(iv) Shared power to dispose or to direct the disposition of:	-0-

For MUSI

(a)	Amount beneficially owned:	804,012
(b)	Percent of class:	0.58%
(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	804,012
	(ii) Shared power to vote or to direct the vote:	-0-

	(iii) Sole power to dispose or to direct the disposition of:	804,012
	(iv) Shared power to dispose or to direct the disposition of:	-0-
For MUAM		
(a)	Amount beneficially owned:	663,000
(b)	Percent of class:	0.48%
(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	663,000
	(ii) Shared power to vote or to direct the vote:	-0-
	(iii) Sole power to dispose or to direct the disposition of:	663,000
	(iv) Shared power to dispose or to direct the disposition of:	-0-

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For MUI

(a)	Amount beneficially owned:	429,500
(b)	Percent of class:	0.31%
(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	429,500
	(ii) Shared power to vote or to direct the vote:	-0-
	(iii) Sole power to dispose or to direct the disposition of:	429,500
	(iv) Shared power to dispose or to direct the disposition of:	-0-

For KC

(a)	Amount beneficially owned:	35,200
(b)	Percent of class:	0.03%
(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	35,200
	(ii) Shared power to vote or to direct the vote:	-0-
	(iii) Sole power to dispose or to direct the disposition of:	35,200
	(iv) Shared power to dispose or to direct the disposition of:	-0-

For KAM

(a)	Amount beneficially owned:	6,300
(b)	Percent of class:	0.00%
(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	6,300

(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	6,300
(iv) Shared power to dispose or to direct the disposition of:	-0-

ITEM Ownership of Five Percent or Less of a Class

5

Not applicable.

ITEM Ownership of More than Five Percent on Behalf of Another Person

6

Not applicable.

CUSIP No.
654090109

ITEM Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent
7 Holding Company or Control Person

As of December 31, 2011, MUFG beneficially owns 8,744,631 shares of the issuer indirectly through its subsidiaries as follows: BTMU holds 3,514,144 shares; MUTB holds 3,174,010 shares; MUSHD holds 922,477 shares (including 118,465 shares indirectly held through MUMSS, and 804,012 shares indirectly held through MUSI, both of which are subsidiaries); MUAM holds 663,000 shares; MUI holds 429,500 shares; KC holds 35,200 shares; and KAM holds 6,300 shares.

ITEM Identification and Classification of Members of the Group
8

Not applicable.

ITEM Notice of Dissolution of Group
9

Not applicable.

ITEM Certifications
10

By signing below the filers certify that, to the best of their knowledge and belief, (i) the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, and (ii) the foreign regulatory schemes applicable to parent holding companies, banks, broker-dealers and investment advisers, respectively, are substantially comparable to the regulatory schemes applicable to the functionally equivalent U.S. institutions. The filers also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

CUSIP No.
654090109

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2012

Mitsubishi UFJ Financial Group, Inc.

By: /s/ Koujiro Nakazawa

Name: Koujiro Nakazawa

Title: Senior Manager, Credit & Investment
Management Division

CUSIP No.
654090109

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2012

The Bank of Tokyo-Mitsubishi UFJ, Ltd.

By: /s/ Koujiro Nakazawa

Name: Koujiro Nakazawa

Title: Chief Manager, Credit Policy & Planning
Division

CUSIP No.
654090109

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2012

Mitsubishi UFJ Trust and Banking Corporation

By: /s/ Hiroki Masuoka

Name: Hiroki Masuoka

Title: Deputy General Manager of Trust Assets
Planning Division

CUSIP No.
654090109

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2012

Mitsubishi UFJ Securities Holdings Co., Ltd.

By: /s/ Shingo Sumimoto

Name: Shingo Sumimoto

Title: General Manager, Corporate Planning Division

CUSIP No.
654090109

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2012

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.

By: /s/ Tetsurou Shinohara

Name: Tetsurou Shinohara

Title: General Manager, Corporate Planning Division

CUSIP No.
654090109

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2012

Mitsubishi UFJ Securities International plc

By: /s/ Yasutaka Suehiro

Name: Yasutaka Suehiro

Title: Chief Administration Officer

CUSIP No.
654090109

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2012

Mitsubishi UFJ Asset Management Co., Ltd.

By: /s/ Katsutoshi Edamura

Name: Katsutoshi Edamura

Title: General Manager of Risk Management Division

CUSIP No.
654090109

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2012

MU Investments Co., Ltd.

By: /s/ Yuya Saijo

Name: Yuya Saijo

Title: Senior Managing Director

CUSIP No.
654090109

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

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February 10, 2012

kabu.com Securities Co., Ltd.

By: /s/ Takeshi Amemiya

Name: Takeshi Amemiya

Title: General Manager of Corporate Administration

CUSIP No.
654090109

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2012

KOKUSAI Asset Management Co., Ltd.

By: /s/ Takeshi Dohi

Name: Takeshi Dohi

Title: General Manager, Investment Management
Planning Dept.