

SONY CORP
Form 6-K
May 18, 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 May 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: May 18, 2016

SONY CORPORATION

Notice of the Ordinary General Meeting of

Shareholders to be held on June 17, 2016

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

The undersigned Depositary has received a notice that the Corporation has called an ordinary general meeting of shareholders to be held in Tokyo, Japan on June 17, 2016 (the “Meeting”) for the following purposes:

MATTERS TO BE REPORTED:

To receive reports on the business report, non-consolidated financial statements, consolidated financial statements and audit reports on the consolidated financial statements by the Independent Auditors (certified public accountants) and the Audit Committee for the fiscal year ended March 31, 2016 (from April 1, 2015 to March 31, 2016) pursuant to the Companies Act of Japan.

PROPOSALS TO BE ACTED UPON:

1. To elect 11 Directors.

2. To issue Stock Acquisition Rights for the purpose of granting stock options.

EXPLANATION OF THE SUBJECT MATTER OF THE MEETING

MATTERS TO BE REPORTED:

To receive reports on the business report, non-consolidated financial statements, consolidated financial statements and audit reports on the consolidated financial statements by the Independent Auditors (certified public accountants) and the Audit Committee for the fiscal year ended March 31, 2016 (from April 1, 2015 to March 31, 2016).

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

This document can be accessed at

http://www.sony.net/SonyInfo/IR/stock/shareholders_meeting/Meeting99/

PROPOSALS TO BE ACTED UPON:

1. To elect 11 Directors.

The term of office of all 12 Directors currently in office will expire at the conclusion of the Meeting. In accordance with the decision of the Nominating Committee, the election of the following 11 Directors is proposed.

Policy and procedures for the selection of director candidates

With a view toward securing effective input and oversight by the Board, the Nominating Committee reviews and selects candidates for the Board with the aim of assuring that a substantial part of the Board is comprised of qualified outside directors that satisfy the independence requirements established by Sony and by law.

The Nominating Committee selects candidates that it views as well-suited to be directors in light of the Board's purpose of enhancing the corporate value of Sony Group. The Nominating Committee broadly considers various relevant factors, including a candidate's capabilities (such as the candidate's experience, achievements, expertise and international fluency), availability, and independence, as well as diversity in the boardroom, the appropriate size of the Board, and the knowledge, experiences and talent needed for the role.

The Board Charter also requires that the Board consist of not fewer than ten (10) directors and not more than twenty (20) directors.

Director Qualifications

In addition to the qualifications under the Companies Act of Japan, the Corporation sets forth the following provisions in its Charter of the Board of Directors as qualifications for Directors, and all candidates conform to these requirements.

Of the 11 director candidates, 8 are candidates for outside Director. As of the date of this proposal, each of the 8 candidates for outside Director conforms to the requirements for independence as set out in the Listing Standards of

the Tokyo Stock Exchange, where the shares of the Corporation are listed, and the Corporation has made a filing with the Tokyo Stock Exchange indicating that each of them will be an independent director.

All Directors Qualifications:

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

Qualifications of Directors who are Corporate Executive Officers:

- (1) Shall, in their roles as Corporate Executive Officers, be those responsible for determining the fundamental policies and strategies regarding the management and governance of Sony Group.

Outside Directors Qualifications:

(1) Shall not have received directly from Sony Group, during any consecutive twelve-month (12 month) period within the last three (3) years, more than an amount equivalent to one hundred twenty thousand United States dollars (US\$120,000), other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).

(2) Shall not be a director, a statutory auditor, a corporate executive officer, a general manager or other employee of any company whose aggregate amount of transactions with Sony Group, in any of the last three (3) fiscal years, exceeds the greater of an amount equivalent to one million United States dollars (US\$1,000,000), or two percent (2%) of the annual consolidated sales of such company.

The candidates for Director are as follows:

Name	Current Responsibility as a Director	Record of attendance at the Board of Directors Meetings
1. Kazuo Hirai	Reappointment Member of the Nominating Committee	100% (8/8)
2. Kenichiro Yoshida	Reappointment Member of the Compensation Committee Chairman of the Board	100% (8/8)
3. Osamu Nagayama	Reappointment Candidate for outside Director Chair of the Nominating Committee	88% (7/8)
4. Takaaki Nimura	Reappointment Candidate for outside Director Chair of the Audit Committee	100% (8/8)
5. Eikoh Harada	Reappointment Candidate for outside Director Chair of the Compensation Committee	100% (8/8)
6. Joichi Ito	Reappointment Candidate for outside Director	88% (7/8)
7. Tim Schaaff	Reappointment Candidate for outside Director	100% (8/8)
8. Kazuo Matsunaga	Reappointment Candidate for outside Director Member of the Audit Committee	100% (8/8)
9. Koichi Miyata	Reappointment Candidate for outside Director Member of the Nominating Committee	100% (8/8)
10. John V. Roos	Reappointment Candidate for outside Director Member of the Nominating Committee	100% (8/8)
11. Eriko Sakurai	Reappointment Candidate for outside Director Member of the Compensation Committee	100% (8/8)

Notes:

1. Above responsibilities of each candidate for Director have been assigned until the conclusion of this Meeting. New responsibilities of each candidate for Director will be determined at the meeting of the Board of Directors which will be held after this Meeting.

The Corporation has concluded agreements limiting the liability for 9 of the director candidates, each of whom is currently an outside Director or a non-executive Director. For a summary of the limited liability agreement, please refer to page 15.

1. Kazuo Hirai Reappointment

Responsibility as a Director Member of the Nominating Committee

Date of Birth December 22, 1960

Number of Years Served as a Director 4 years

Record of attendance at the Board of Directors Meetings 100% (8/8)

Record of attendance at the Nominating Committee Meetings 100% (5/5)

Number of the Corporation's Shares Held 11,700 shares

Brief Personal History and Principal Business Activities Outside the Corporation

April 1984 Joined CBS/Sony Inc. (currently Sony Music Entertainment (Japan) Inc.)

July 1996 Executive Vice President and Chief Operating Officer, Sony Computer Entertainment America LLC

October 1997 Corporate Executive, Sony Computer Entertainment Inc.

April 1999 President and Chief Operating Officer, Sony Computer Entertainment America LLC

August 2003 President and Chief Executive Officer, Sony

December 2006	Computer Entertainment America LLC President and Group Chief Operating Officer, Sony Computer Entertainment Inc.
June 2007	Chairman, Sony Computer Entertainment America LLC President and Group Chief Executive Officer, Sony Computer Entertainment Inc. Executive Vice
April 2009	President, Corporate Executive Officer, Sony Corporation Executive Deputy
April 2011	President, Representative Corporate Executive Officer, Sony Corporation Chairman, Sony
September 2011	Computer Entertainment Inc. President and Chief Executive Officer,
April 2012	Representative Corporate Executive Officer, Sony Corporation (present)
June 2012	Director, Sony Corporation (present)

Reasons for the Nomination

As the Chief Executive Officer of Sony Group, this candidate is responsible for overall management of the entire Group, and he is nominated to be a candidate for Director by resolution of the Nominating Committee. If reelected, at the meeting of the Board of Directors to be held after this Meeting, he will be reappointed as the Chief Executive Officer.

2. Kenichiro Yoshida Reappointment

Responsibility as a Director Member of the Compensation Committee
Date of Birth October 20, 1959
Number of Years Served as a Director 2 years
Record of attendance at the Board of Directors Meetings 100% (8/8)
Record of attendance at the Compensation Committee Meetings 100% (5/5)
Number of the Corporation's Shares Held 32,700 shares

Brief Personal History and Principal Business Activities Outside the Corporation

April 1983 Joined Sony Corporation
 July 2000 Joined Sony Communication Network Corporation (currently So-net Corporation)
 May 2001 Senior Vice President, Sony Communication Network Corporation
 April 2005 President and Representative Director, Sony Communication Network Corporation
 December 2013 Executive Vice President, Chief Strategy Officer and Deputy Chief Financial Officer, Corporate Executive Officer, Sony Corporation
 April 2014 Executive Vice President and Chief Financial Officer, Representative Corporate Executive Officer, Sony Corporation
 June 2014 Director, Sony Corporation (present)
 April 2015 Executive Deputy President and Chief

Financial Officer,
Representative Corporate
Executive Officer, Sony
Corporation (present)

Reasons for the Nomination

As the Chief Financial Officer, this candidate is responsible for the headquarters functions of Corporate Planning and Control, Corporate Strategy, Accounting, Tax, Finance, Investor Relations, Disclosure Controls, Information Systems, Internal Audit and SOX 404 management, and he is nominated to be a candidate for Director by resolution of the Nominating Committee. If reelected, at the meeting of the Board of Directors to be held after this Meeting, he will be reappointed as the Chief Financial Officer.

3. Osamu Nagayama Reappointment
Candidate for
outside
Director

Chairman of
the Board

**Responsibility as a
Director** Chair of the
Nominating
Committee

Date of Birth April 21, 1947

**Number of Years
Served as a
Director** 6 years

**Record of
attendance at the
Board of Directors
Meetings** 88% (7/8)

**Record of
attendance at the
Nominating
Committee
Meetings** 80% (4/5)

**Number of the
Corporation's
Shares Held** 3,800 shares

**Brief Personal History and Principal
Business Activities Outside the
Corporation**

April 1971 Joined The Long-Term
Credit Bank of Japan,
Limited

November 1978 Joined Chugai
Pharmaceutical Co., Ltd.

March 1985 Member of the Board,
Chugai Pharmaceutical
Co., Ltd.

March 1987 Director and Senior Vice
President, Chugai
Pharmaceutical Co., Ltd.

March 1989 Representative Director
and Deputy President,

	Chugai Pharmaceutical Co., Ltd. Representative Director, President and Chief Executive Officer, Chugai Pharmaceutical Co., Ltd.
September 1992	Member of Enlarged Corporate Executive Committee, F. Hoffmann-La Roche Ltd. (present)
January 2006	Director, Sony Corporation (present)
June 2010	Representative Director, Chairman and Chief Executive Officer, Chugai Pharmaceutical Co., Ltd. (present)
March 2012	

Reasons for the Nomination

This candidate has extensive insight and experience in managing global companies, and he is nominated to be a candidate for outside Director by resolution of the Nominating Committee.

4. Takaaki Nimura Reappointment
Candidate for
outside
Director

**Responsibility as
a Director** Chair of the
Audit
Committee

Date of Birth October 25,
1949

**Number of
Years Served as
a Director** 4 years

**Record of
attendance at
the Board of
Directors
Meetings** 100% (8/8)

Record of attendance at the Audit Committee Meetings 100% (6/6)
Number of the Corporation's Shares Held 1,100 shares

Brief Personal History and Principal Business Activities Outside the Corporation

October 1974 Joined Arthur Young & Co., Tokyo Office
October 1980 Transferred to Asahi & Co., Osaka Office
Transferred to Arthur
October 1983 Young, Los Angeles Office
May 1989 Partner, Asahi Shinwa & Co.
July 1993 Joined Showa Ota & Co.
May 1997 Senior Partner, Showa Ota & Co.
Executive Board
August 2008 Member, Ernst & Young ShinNihon LLC
June 2012 Director, Sony Corporation (present)
Outside Audit & Supervisory Board
March 2016 Member, Chugai Pharmaceutical Co., Ltd. (present)

Reasons for the Nomination

In addition to auditing experience, expertise in internal controls and procedures, and international expertise as a certified public accountant, this candidate's experience includes the management of an auditing firm, and he is nominated to be a candidate for outside Director by resolution of the Nominating Committee.

5. Eikoh Harada Reappointment
Candidate for
outside
Director

Responsibility as a Director Chair of the
Compensation
Committee

Date of Birth December 3,
1948

Number of Years Served as a Director 3 years

Record of attendance at the Board of Directors Meetings 100% (8/8)

Record of attendance at the Compensation Committee Meetings 100% (5/5)

Number of the Corporation's Shares Held 1,400 shares

Brief Personal History and Principal Business Activities Outside the Corporation

April 1972 Joined NCR Japan, Ltd.
Joined

November 1980 Yokogawa-Hewlett-Packard
Company

January 1983 Director, Schlumberger
Group

October 1994 Director, Apple Japan, Inc.
President, Apple Japan, Inc.

April 1997 Vice President, Apple
Computer, Inc.
Chairman, President and
Chief Executive Officer,
Representative Director,
McDonald's Holdings
Company (Japan), Ltd.

March 2005 Chairman, President and
Chief Executive Officer,
Representative Director,
McDonald's Company
(Japan), Ltd.

June 2013	Director, Sony Corporation (present)
March 2014	Director, Benesse Holdings, Inc. Chairman, Director, McDonald's Holdings Company (Japan), Ltd.
June 2014	Chairman, Director, McDonald's Company (Japan), Ltd. Representative Director, Chairman and CEO, Benesse Holdings, Inc. (present)
October 2014	Representative Director and CEO, Benesse Corporation (present)

Reasons for the Nomination

This candidate has experience in various global companies as well as extensive insight in information technology and consumer businesses, and he is nominated to be a candidate for outside Director by resolution of the Nominating Committee.

6. Joichi Ito Reappointment
Candidate for
outside
Director

**Responsibility as a
Director**

Date of Birth June 19,
1966

**Number of Years
Served as a
Director** 3 years

**Record of
attendance at the
Board of Directors
Meetings** 88% (7/8)

**Number of the
Corporation's
Shares Held**

Brief Personal History and Principal Business Activities Outside the Corporation

August 1995	Co-founder, Chief Executive Officer, Digital Garage, Inc.
August 2006	Director, CGM Marketing, Inc. (currently BI. Garage, Inc.) (present)
September 2006	Director, Digital Garage, Inc. (present)
April 2011	Director, MIT Media Lab, Massachusetts Institute of Technology (present)
June 2012	Outside Director, The New York Times Company (present)
June 2013	Director, Sony Corporation (present)

Reasons for the Nomination

In addition to experience as a founder of internet-related companies and a venture capitalist, this candidate has a profound knowledge of open innovation, and he is nominated to be a candidate for outside Director by resolution of the Nominating Committee.

7. Tim Schaaff Reappointment

Responsibility as a Director

Date of Birth December 5, 1959

Number of Years

Served as a Director 3 years

Record of

attendance at the Board of Directors Meetings 100% (8/8)

Number of the

Corporation's Shares Held 5,000 shares

Brief Personal History and Principal Business Activities Outside the Corporation

December 1982	Joined New England Digital Corporation
July 1991	Joined Apple Computer, Inc.
1998	Vice President, Apple Computer, Inc.
December 2005	Senior Vice President, Sony Corporation of America
November 2006	Deputy President, Technology Development Group, Sony Corporation
June 2008	President, Sony Media Software and Services Inc.
December 2009	President, Sony Network Entertainment International LLC
June 2013	Director, Sony Corporation (present)
January 2014	Independent startup advisor (present)
July 2015	

Chief Product Officer,
Intertrust Technologies
Corporation (present)

Reasons for the Nomination

In addition to expertise in software technology and network services, this candidate has experience in leading the network services business in Sony, and he is nominated to be a candidate for Director by resolution of the Nominating Committee. This candidate does not satisfy the qualification for outside Director since he worked in Sony Group in the past.

8. Kazuo Matsunaga Reappointment
Candidate for
outside
Director

Responsibility as a Director Member of the
Audit
Committee

Date of Birth February 28,
1952

Number of Years Served as a Director 2 years

Record of attendance at the Board of Directors 100% (8/8)

Record of attendance at the Audit Committee Meetings 100% (6/6)

Number of the Corporation's Shares Held 700 shares

Brief Personal History and Principal Business Activities Outside the Corporation

April 1974 Joined Ministry of
International Trade and
Industry (currently
Ministry of Economy,
Trade and Industry)

(“METI”)