

MITSUI & CO LTD
Form 6-K
December 29, 2008

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Private Issuer

Subscription to private placement of shares

by Mitsui Life Insurance Company Limited.

Pursuant to Rule 13a-16 or 15d-16

of the Securities Exchange Act of 1934

For the month of December 26, 2008

Commission File Number 09929

Mitsui & Co., Ltd.

(Translation of registrant's name into English)

2-1, Ohtemachi 1-chome Chiyoda-ku, Tokyo 100-0004 Japan

(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: December 26, 2008

MITSUI & CO., LTD.

By: /s/ Junichi Matsumoto

Name: Junichi Matsumoto

Title: Executive Director

Executive Vice President

Chief Financial Officer

December 26, 2008

For Immediate Release:

To Whom It May Concern

Mitsui & Co., Ltd.

Subscription to private placement of shares by Mitsui Life Insurance Company Limited

Mitsui & Co., Ltd. (Mitsui) announced today that Mitsui has decided to acquire newly issued shares by third party allotment of, which Mitsui Life Insurance Company Limited (Mitsui Life) has resolved to issue at the board of directors held today, particulars of which are as follows:

Conditions of the acquisition

| | |
|--|----------------------------------|
| (1) Number of Shares to be acquired | 50,000 shares (Type B) |
| (2) Price | 100,000 yen per share |
| (3) Total Payment Amount | 5,000,000,000 yen |
| (4) Payment Date (scheduled) | Dec. 29, 2008 |
| (5) Number of shares held before this acquisition | Common stock / 12,035,700 shares |
| (share of voting rights) | (4.32%) |
| (6) Number of shares to be held after this acquisition | Common stock / 12,035,700 shares |
| | Type B / 50,000 shares |

Mitsui considers Mitsui Life to be one of the most important companies with a longstanding business relationship. Mitsui believes this acquisition will contribute to maintain business ground of both Mitsui and Mitsui Life, and also enable Mitsui to strengthen the relationship with them.

For further information, please contact:

Mitsui & Co., Ltd.

Investor Relations Division
Telephone: +81-3-3285-7910

Corporate Communications Division
Telephone: +81-3-3285-7596

Note: This press release includes forward-looking statements about Mitsui. These forward-looking statements are based on the current assumptions and beliefs of Mitsui in light of the information currently available to it, and involve known and unknown risks, uncertainties and other factors. Such risks, uncertainties and other factors may cause Mitsui's actual results, performance, achievements or financial position to be materially different from any future results, performance, achievements or financial position expressed or implied by these forward-looking statements. The risks, uncertainties and other factors referred to above include, but are not limited to, those contained in Mitsui's latest annual report on Form 20-F, which has been filed with the U.S. Securities and Exchange Commission. This press release is published in order to publicly announce specific facts stated above, and does not constitute a solicitation of investments or any similar act inside or outside of Japan, regarding the shares, bonds or other securities issued by us.