

HONDA MOTOR CO LTD  
Form 6-K  
December 02, 2016  
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No.1-7628

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16

UNDER THE SECURITIES EXCHANGE ACT OF 1934

FOR THE MONTH OF NOVEMBER 2016

COMMISSION FILE NUMBER: 1-07628

## HONDA GIKEN KOGYO KABUSHIKI KAISHA

(Name of registrant)

## HONDA MOTOR CO., LTD.

(Translation of registrant's name into English)

1-1, Minami-Aoyama 2-chome, Minato-ku, Tokyo 107-8556, Japan

(Address of principal executive offices)

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

Form 20-F      Form 40-F

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

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



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**Exhibit 1:**

On November 4, 2016, Honda Motor Co., Ltd. filed its condensed consolidated interim financial statements for the fiscal second quarter ended September 30, 2016 with Financial Services Agency in Japan.

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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.

HONDA GIKEN KOGYO KABUSHIKI KAISHA  
(HONDA MOTOR CO., LTD.)

/s/ Shinji Suzuki  
Shinji Suzuki

General Manager  
Finance Division  
Honda Motor Co., Ltd.

Date: December 2, 2016

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HONDA MOTOR CO., LTD. AND SUBSIDIARIES

Condensed Consolidated Interim Financial Statements

September 30, 2016

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## HONDA MOTOR CO., LTD. AND SUBSIDIARIES

## Condensed Consolidated Statements of Financial Position

March 31, 2016 and September 30, 2016

Assets	Note	Yen (millions)	
		March 31, 2016 unaudited	September 30, 2016 unaudited
<b>Current assets:</b>			
Cash and cash equivalents		¥ 1,757,456	¥ 1,679,709
Trade receivables		826,714	691,742
Receivables from financial services		1,926,014	1,683,563
Other financial assets		103,035	83,595
Inventories		1,313,292	1,241,950
Other current assets		315,115	287,479
<b>Total current assets</b>		<b>6,241,626</b>	<b>5,668,038</b>
<b>Non-current assets:</b>			
Investments accounted for using the equity method		593,002	585,680
Receivables from financial services		3,082,054	2,796,866
Other financial assets		335,203	328,229
Equipment on operating leases	6	3,678,111	3,619,530
Property, plant and equipment	7	3,139,564	2,906,854
Intangible assets		824,939	800,446
Deferred tax assets		180,828	143,411
Other non-current assets		153,967	139,392
<b>Total non-current assets</b>		<b>11,987,668</b>	<b>11,320,408</b>
<b>Total assets</b>		<b>¥ 18,229,294</b>	<b>¥ 16,988,446</b>

Liabilities and Equity	Note	Yen (millions)	
		March 31, 2016 unaudited	September 30, 2016 unaudited
<b>Current liabilities:</b>			
Trade payables		¥ 1,128,041	¥ 984,853
Financing liabilities		2,789,620	2,575,905
Accrued expenses		384,614	331,887
Other financial liabilities		89,809	74,250
Income taxes payable		45,872	44,013
Provisions	8	513,232	433,163
Other current liabilities		519,163	487,205
<b>Total current liabilities</b>		<b>5,470,351</b>	<b>4,931,276</b>
<b>Non-current liabilities:</b>			
Financing liabilities		3,736,628	3,491,870
Other financial liabilities		47,755	44,718
Retirement benefit liabilities	9	660,279	522,364

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Provisions	8	264,978	209,407
Deferred tax liabilities		789,830	772,233
Other non-current liabilities		227,685	212,349
<b>Total non-current liabilities</b>		<b>5,727,155</b>	<b>5,252,941</b>
<b>Total liabilities</b>		<b>11,197,506</b>	<b>10,184,217</b>
<b>Equity:</b>			
Common stock		86,067	86,067
Capital surplus		171,118	171,118
Treasury stock		(26,178)	(26,182)
Retained earnings		6,194,311	6,483,674
Other components of equity		336,115	(150,141)
<b>Equity attributable to owners of the parent</b>		<b>6,761,433</b>	<b>6,564,536</b>
Non-controlling interests		270,355	239,693
<b>Total equity</b>		<b>7,031,788</b>	<b>6,804,229</b>
<b>Total liabilities and equity</b>		<b>¥ 18,229,294</b>	<b>¥ 16,988,446</b>

See accompanying notes to condensed consolidated interim financial statements.

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## HONDA MOTOR CO., LTD. AND SUBSIDIARIES

## Condensed Consolidated Statements of Income

For the six months ended September 30, 2015 and 2016

		Yen (millions)	
	Note	September 30, 2015 unaudited	September 30, 2016 unaudited
Sales revenue		¥ 7,326,039	¥ 6,734,698
Operating costs and expenses:			
Cost of sales		(5,714,351)	(5,200,531)
Selling, general and administrative		(913,555)	(746,284)
Research and development		(294,005)	(292,959)
Total operating costs and expenses		(6,921,911)	(6,239,774)
Operating profit		404,128	494,924
Share of profit of investments accounted for using the equity method	5	72,514	67,083
Finance income and finance costs:			
Interest income		14,094	14,808
Interest expense		(9,132)	(6,191)
Other, net		11,662	(11,566)
Total finance income and finance costs		16,624	(2,949)
Profit before income taxes		493,266	559,058
Income tax expense	10	(147,049)	(177,454)
Profit for the period		¥ 346,217	¥ 381,604
Profit for the period attributable to:			
Owners of the parent		313,788	351,795
Non-controlling interests		32,429	29,809
Earnings per share attributable to owners of the parent			
Basic and diluted	13	¥ 174.11	¥ 195.19

See accompanying notes to condensed consolidated interim financial statements.



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## HONDA MOTOR CO., LTD. AND SUBSIDIARIES

## Condensed Consolidated Statements of Comprehensive Income

For the six months ended September 30, 2015 and 2016

	Note	Yen (millions) September 30, 2015 unaudited	September 30, 2016 unaudited
Profit for the period		¥ 346,217	¥ 381,604
Other comprehensive income, net of tax:			
Items that will not be reclassified to profit or loss			
Remeasurements of defined benefit plans	9		11,561
Net changes in revaluation of financial assets measured at fair value through other comprehensive income		(12,628)	907
Share of other comprehensive income of investments accounted for using the equity method		(2,193)	(799)
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translating foreign operations		(199,042)	(453,298)
Share of other comprehensive income of investments accounted for using the equity method		(8,404)	(57,685)
Total other comprehensive income, net of tax		(222,267)	(499,314)
Comprehensive income for the period		¥ 123,950	¥ (117,710)
Comprehensive income for the period attributable to:			
Owners of the parent		110,091	(117,593)
Non-controlling interests		13,859	(117)

See accompanying notes to condensed consolidated interim financial statements.

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## HONDA MOTOR CO., LTD. AND SUBSIDIARIES

## Condensed Consolidated Statements of Income

For the three months ended September 30, 2015 and 2016

	Note	Yen (millions) September 30, 2015 unaudited	September 30, 2016 unaudited
Sales revenue		¥ 3,621,277	¥ 3,262,968
Operating costs and expenses:			
Cost of sales		(2,828,705)	(2,522,871)
Selling, general and administrative		(479,067)	(384,621)
Research and development		(148,663)	(127,395)
Total operating costs and expenses		(3,456,435)	(3,034,887)
Operating profit		164,842	228,081
Share of profit of investments accounted for using the equity method		34,199	39,861
Finance income and finance costs:			
Interest income		6,302	7,368
Interest expense		(4,307)	(3,099)
Other, net		9,903	(1,645)
Total finance income and finance costs		11,898	2,624
Profit before income taxes		210,939	270,566
Income tax expense		(68,598)	(78,828)
Profit for the period		¥ 142,341	¥ 191,738
Profit for the period attributable to:			
Owners of the parent		127,751	177,096
Non-controlling interests		14,590	14,642
Earnings per share attributable to owners of the parent			
Basic and diluted	13	¥ 70.88	¥ 98.26

See accompanying notes to condensed consolidated interim financial statements.

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## HONDA MOTOR CO., LTD. AND SUBSIDIARIES

## Condensed Consolidated Statements of Comprehensive Income

For the three months ended September 30, 2015 and 2016

	Note	Yen (millions) September 30, 2015 unaudited	September 30, 2016 unaudited
Profit for the period		¥ 142,341	¥ 191,738
Other comprehensive income, net of tax:			
Items that will not be reclassified to profit or loss			
Remeasurements of defined benefit plans	9		11,561
Net changes in revaluation of financial assets measured at fair value through other comprehensive income		(15,206)	11,828
Share of other comprehensive income of investments accounted for using the equity method		(2,557)	1,285
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translating foreign operations		(278,654)	(76,918)
Share of other comprehensive income of investments accounted for using the equity method		(16,120)	(21,421)
Total other comprehensive income, net of tax		(312,537)	(73,665)
Comprehensive income for the period		¥ (170,196)	¥ 118,073
Comprehensive income for the period attributable to:			
Owners of the parent		(165,942)	107,204
Non-controlling interests		(4,254)	10,869

See accompanying notes to condensed consolidated interim financial statements.

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## HONDA MOTOR CO., LTD. AND SUBSIDIARIES

## Condensed Consolidated Statements of Changes in Equity

For the six months ended September 30, 2015 and 2016

	Yen (millions)								
	Note	Equity attributable to owners of the parent					Total	Non-controlling interests	Total equity
Common stock		Capital surplus	Treasury stock	Retained earnings	Other components of equity				
Balance as of April 1, 2015 (unaudited)		¥ 86,067	¥ 171,118	¥ (26,165)	¥ 6,083,573	¥ 794,034	¥ 7,108,627	¥ 274,194	¥ 7,382,821
Comprehensive income for the period									
Profit for the period				313,788			313,788	32,429	346,217
Other comprehensive income, net of tax						(203,697)	(203,697)	(18,570)	(222,267)
Total comprehensive income for the period				313,788		(203,697)	110,091	13,859	123,950
Reclassification to retained earnings				(252)		252			
Transactions with owners and other									
Dividends paid	14				(79,300)		(79,300)	(30,739)	(110,039)
Purchases of treasury stock				(7)			(7)		(7)
Equity transactions and others								(2,600)	(2,600)
Total transactions with owners and other				(7)	(79,300)		(79,307)	(33,339)	(112,646)
Balance as of September 30, 2015 (unaudited)		¥ 86,067	¥ 171,118	¥ (26,172)	¥ 6,317,809	¥ 590,589	¥ 7,139,411	¥ 254,714	¥ 7,394,125

	Yen (millions)								
	Note	Equity attributable to owners of the parent					Total	Non-controlling interests	Total equity
Common stock		Capital surplus	Treasury stock	Retained earnings	Other components of equity				
Balance as of April 1, 2016 (unaudited)		¥ 86,067	¥ 171,118	¥ (26,178)	¥ 6,194,311	¥ 336,115	¥ 6,761,433	¥ 270,355	¥ 7,031,788
Comprehensive income for the period									
Profit for the period				351,795			351,795	29,809	381,604
Other comprehensive income, net of tax						(469,388)	(469,388)	(29,926)	(499,314)
Total comprehensive income for the period				351,795		(469,388)	(117,593)	(117)	(117,710)
Reclassification to retained earnings				16,868		(16,868)			
Transactions with owners and other									
Dividends paid	14				(79,300)		(79,300)	(30,545)	(109,845)
Purchases of treasury stock				(4)			(4)		(4)
Equity transactions and others									
Total transactions with owners and other				(4)	(79,300)		(79,304)	(30,545)	(109,849)
Balance as of September 30, 2016 (unaudited)		¥ 86,067	¥ 171,118	¥ (26,182)	¥ 6,483,674	¥ (150,141)	¥ 6,564,536	¥ 239,693	¥ 6,804,229

See accompanying notes to condensed consolidated interim financial statements.

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## HONDA MOTOR CO., LTD. AND SUBSIDIARIES

## Condensed Consolidated Statements of Cash Flows

For the six months ended September 30, 2015 and 2016

	Note	Yen (millions)	
		September 30, 2015 unaudited	September 30, 2016 unaudited
Cash flows from operating activities:			
Profit before income taxes		¥ 493,266	¥ 559,058
Depreciation, amortization and impairment losses excluding equipment on operating leases		326,092	328,087
Share of profit of investments accounted for using the equity method		(72,514)	(67,083)
Finance income and finance costs, net		2,707	(17,878)
Interest income and interest costs from financial services, net		(80,846)	(59,724)
Changes in assets and liabilities			
Trade receivables		36,657	80,136
Inventories		78,041	(54,326)
Trade payables		(35,541)	(39,652)
Accrued expenses		(25,100)	(15,743)
Provisions and retirement benefit liabilities		66,212	(169,889)
Receivables from financial services		200,799	63,491
Equipment on operating leases		(320,178)	(281,527)
Other assets and liabilities		(11,828)	6,375
Other, net		(3,164)	(5,051)
Dividends received		53,091	52,353
Interest received		120,247	106,089
Interest paid		(45,943)	(48,710)
Income taxes paid, net of refunds		(76,484)	(43,861)
Net cash provided by operating activities		705,514	392,145
Cash flows from investing activities:			
Payments for additions to property, plant and equipment		(314,887)	(220,278)
Payments for additions to and internally developed intangible assets		(115,462)	(79,141)
Proceeds from sales of property, plant and equipment and intangible assets		14,406	10,223
Payments for acquisitions of subsidiaries, net of cash and cash equivalents acquired			(2,835)
Payments for acquisitions of other financial assets		(74,024)	(114,612)
Proceeds from sales and redemptions of other financial assets		63,100	66,194
Other, net		(1,656)	(200)
Net cash used in investing activities		(428,523)	(340,649)
Cash flows from financing activities:			
Proceeds from short-term financing liabilities		4,239,202	4,243,184
Repayments of short-term financing liabilities		(4,541,807)	(4,211,031)
Proceeds from long-term financing liabilities		1,056,529	845,193
Repayments of long-term financing liabilities		(662,588)	(723,464)
Dividends paid to owners of the parent		(79,300)	(79,300)
Dividends paid to non-controlling interests		(30,722)	(29,395)
Purchases and sales of treasury stock, net		(7)	(4)
Other, net		(24,677)	(24,251)
Net cash provided by (used in) financing activities		(43,370)	20,932

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Effect of exchange rate changes on cash and cash equivalents	(61,724)	(150,175)
Net change in cash and cash equivalents	171,897	(77,747)
Cash and cash equivalents at beginning of year	1,471,730	1,757,456
Cash and cash equivalents at end of period	¥ 1,643,627	¥ 1,679,709

See accompanying notes to condensed consolidated interim financial statements.

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HONDA MOTOR CO., LTD. AND SUBSIDIARIES

Notes to Condensed Consolidated Interim Financial Statements

**(1) Reporting Entity**

Honda Motor Co., Ltd. (the Company) is a public company domiciled in Japan. The Company and its subsidiaries (collectively Honda) develop, manufacture and distribute motorcycles, automobiles, power products and others throughout the world, and also provide financial services to customers and dealers for the sale of those products. Principal manufacturing facilities are located in Japan, the United States of America, Canada, Mexico, the United Kingdom, Turkey, Italy, France, China, India, Indonesia, Malaysia, Thailand, Vietnam, Argentina and Brazil.

**(2) Basis of Preparation**

*(a) Compliance with Interim Financial Reporting Standards*

The condensed consolidated interim financial statements of the Company have been prepared in accordance with IAS 34 Interim Financial Reporting. The condensed consolidated interim financial statements should be read in conjunction with the Company's consolidated financial statements for the fiscal year ended March 31, 2016, which have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

*(b) Functional Currency and Presentation Currency*

The condensed consolidated interim financial statements are presented in Japanese yen, which is the functional currency of the Company. All financial information presented in Japanese yen has been rounded to the nearest million Japanese yen, except when otherwise indicated.

*(c) Use of Estimates and Judgments*

The preparation of condensed consolidated interim financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies, the reported amount of assets, liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities. Actual results could differ from these estimates. These estimates and underlying assumptions are reviewed on a continuous basis. Changes in these accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The condensed consolidated interim financial statements are prepared based on the same judgments and estimations as those applied and described in the Company's consolidated financial statements for the fiscal year ended March 31, 2016.

**(3) Summary of Significant Accounting Policies**

The condensed consolidated interim financial statements are prepared based on the same accounting policies as those applied and described in the Company's consolidated financial statements for the fiscal year ended March 31, 2016.

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## HONDA MOTOR CO., LTD. AND SUBSIDIARIES

## Notes to Condensed Consolidated Interim Financial Statements

**(4) Segment Information**

Honda has four reportable segments: Motorcycle business, Automobile business, Financial services business and Power product and other businesses, which are based on Honda's organizational structure and characteristics of products and services. Operating segments are defined as the components of Honda for which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. The accounting policies used for these reportable segments are consistent with the accounting policies used in the Company's condensed consolidated interim financial statements.

Principal products and services, and functions of each segment are as follows:

<b>Segment</b>	<b>Principal products and services</b>	<b>Functions</b>
Motorcycle Business	Motorcycles, all-terrain vehicles (ATVs) and relevant parts	Research and development  Manufacturing  Sales and related services
Automobile Business	Automobiles and relevant parts	Research and development  Manufacturing  Sales and related services
Financial Services Business	Financial services	Retail loan and lease related to  Honda products  Others
Power Product and Other Businesses	Power products and relevant parts, and others	Research and development  Manufacturing  Sales and related services  Others

*(a) Segment Information*

Segment information as of and for the six months ended September 30, 2015 and 2016 is as follows:

**As of and for the six months ended September 30, 2015**



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	Yen (millions)						
	Motorcycle Business	Automobile Business	Financial Services Business	Power Product and Other Businesses	Segment Total	Reconciling Items	Consolidated
<b>Sales revenue:</b>							
External customers	¥ 925,994	¥ 5,297,540	¥ 935,678	¥ 166,827	¥ 7,326,039	¥	¥ 7,326,039
Intersegment		64,086	6,368	9,669	80,123	(80,123)	
<b>Total</b>	<b>925,994</b>	<b>5,361,626</b>	<b>942,046</b>	<b>176,496</b>	<b>7,406,162</b>	<b>(80,123)</b>	<b>7,326,039</b>
<b>Segment profit (loss)</b>	<b>¥ 104,638</b>	<b>¥ 198,527</b>	<b>¥ 104,309</b>	<b>¥ (3,346)</b>	<b>¥ 404,128</b>	<b>¥</b>	<b>¥ 404,128</b>
Segment assets	¥ 1,356,427	¥ 7,478,846	¥ 9,377,731	¥ 343,048	¥ 18,556,052	¥ (233,783)	¥ 18,322,269
Depreciation and amortization	36,356	281,526	301,048	6,575	625,505		625,505
Capital expenditures	32,976	360,776	1,030,924	6,356	1,431,032		1,431,032

**As of and for the six months ended September 30, 2016**

	Yen (millions)						
	Motorcycle Business	Automobile Business	Financial Services Business	Power Product and Other Businesses	Segment Total	Reconciling Items	Consolidated
<b>Sales revenue:</b>							
External customers	¥ 841,780	¥ 4,840,645	¥ 907,875	¥ 144,398	¥ 6,734,698	¥	¥ 6,734,698
Intersegment		72,866	6,469	10,088	89,423	(89,423)	
<b>Total</b>	<b>841,780</b>	<b>4,913,511</b>	<b>914,344</b>	<b>154,486</b>	<b>6,824,121</b>	<b>(89,423)</b>	<b>6,734,698</b>
<b>Segment profit (loss)</b>	<b>¥ 90,708</b>	<b>¥ 316,363</b>	<b>¥ 88,355</b>	<b>¥ (502)</b>	<b>¥ 494,924</b>	<b>¥</b>	<b>¥ 494,924</b>
Segment assets	¥ 1,259,390	¥ 7,047,423	¥ 8,440,387	¥ 308,276	¥ 17,055,476	¥ (67,030)	¥ 16,988,446
Depreciation and amortization	37,883	282,085	311,383	6,620	637,971		637,971
Capital expenditures	22,721	246,643	990,383	5,406	1,265,153		1,265,153

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## HONDA MOTOR CO., LTD. AND SUBSIDIARIES

## Notes to Condensed Consolidated Interim Financial Statements

Segment information for the three months ended September 30, 2015 and 2016 is as follows:

**For the three months ended September 30, 2015**

	Yen (millions)						
	Motorcycle Business	Automobile Business	Financial Services Business	Power Product and Other Businesses	Segment Total	Reconciling Items	Consolidated
Sales revenue:							
External customers	¥ 453,291	¥ 2,621,653	¥ 462,006	¥ 84,327	¥ 3,621,277	¥	¥ 3,621,277
Intersegment		33,899	3,179	3,971	41,049	(41,049)	
Total	453,291	2,655,552	465,185	88,298	3,662,326	(41,049)	3,621,277
Segment profit (loss)	¥ 49,068	¥ 67,773	¥ 51,867	¥ (3,866)	¥ 164,842	¥	¥ 164,842

**For the three months ended September 30, 2016**

	Yen (millions)						
	Motorcycle Business	Automobile Business	Financial Services Business	Power Product and Other Businesses	Segment Total	Reconciling Items	Consolidated
Sales revenue:							
External customers	¥ 409,376	¥ 2,341,660	¥ 443,201	¥ 68,731	¥ 3,262,968	¥	¥ 3,262,968
Intersegment		35,740	3,173	4,843	43,756	(43,756)	
Total	409,376	2,377,400	446,374	73,574	3,306,724	(43,756)	3,262,968
Segment profit (loss)	¥ 59,510	¥ 131,830	¥ 37,778	¥ (1,037)	¥ 228,081	¥	¥ 228,081

Explanatory notes:

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1. Segment profit (loss) of each segment is measured in a consistent manner with consolidated operating profit, which is profit before income taxes before share of profit of investments accounted for using the equity method and finance income and finance costs. Expenses not directly associated with specific segments are allocated based on the most reasonable measures applicable.
2. Segment assets of each segment are defined as total assets including investments accounted for using the equity method, derivatives, and deferred tax assets. Segment assets are based on those directly associated with each segment and those not directly associated with specific segments are allocated based on the most reasonable measures applicable except for the corporate assets described below.
3. Intersegment sales revenues are generally made at values that approximate arm's-length prices.
4. Reconciling items include elimination of intersegment transactions and balances as well as unallocated corporate assets. Unallocated corporate assets, included in reconciling items as of September 30, 2015 and 2016 amounted to ¥430,679 million and ¥341,711 million, respectively, which consist primarily of the Company's cash and cash equivalents and financial assets measured at fair value through other comprehensive income.

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## HONDA MOTOR CO., LTD. AND SUBSIDIARIES

## Notes to Condensed Consolidated Interim Financial Statements

*(b) Supplemental Geographical Information*

In addition to the disclosure required by IFRS, Honda provides the following supplemental information for the financial statements users:

*Supplemental geographical information based on the location of the Company and its subsidiaries*

**As of and for the six months ended September 30, 2015**

	Yen (millions)							Reconciling Items	Consolidated
	Japan	North America	Europe	Asia	Other Regions	Total			
<b>Sales revenue:</b>									
External customers	¥ 988,830	¥ 4,105,050	¥ 318,139	¥ 1,464,644	¥ 449,376	¥ 7,326,039	¥	¥ 7,326,039	
Inter-geographic areas	909,724	182,718	41,611	315,743	1,810	1,451,606	(1,451,606)		
Total	1,898,554	4,287,768	359,750	1,780,387	451,186	8,777,645	(1,451,606)	7,326,039	
<b>Operating profit (loss)</b>									
	¥ 53,971	¥ 146,489	¥ 2,179	¥ 181,573	¥ 11,717	¥ 395,929	¥ 8,199	¥ 404,128	
<b>Assets</b>									
Non-current assets other than financial instruments and deferred tax assets	¥ 4,127,849	¥ 10,564,347	¥ 639,202	¥ 2,431,728	¥ 584,145	¥ 18,347,271	¥ (25,002)	¥ 18,322,269	
	¥ 2,329,318	¥ 4,369,043	¥ 112,638	¥ 723,554	¥ 167,293	¥ 7,701,846	¥	¥ 7,701,846	

**As of and for the six months ended September 30, 2016**

	Yen (millions)							Reconciling Items	Consolidated
	Japan	North America	Europe	Asia	Other Regions	Total			
<b>Sales revenue:</b>									
External customers	¥ 977,558	¥ 3,709,230	¥ 312,139	¥ 1,390,663	¥ 345,108	¥ 6,734,698	¥	¥ 6,734,698	
Inter-geographic areas	905,680	198,818	31,952	271,911	1,409	1,409,770	(1,409,770)		
Total	1,883,238	3,908,048	344,091	1,662,574	346,517	8,144,468	(1,409,770)	6,734,698	

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Operating profit (loss)	¥	66,066	¥	209,383	¥	1,351	¥	181,603	¥	27,752	¥	486,155	¥	8,769	¥	494,924
Assets	¥	4,130,606	¥	9,447,227	¥	572,484	¥	2,334,452	¥	595,104	¥	17,079,873	¥	(91,427)	¥	16,988,446
Non-current assets other than financial instruments and deferred tax assets	¥	2,428,393	¥	4,144,241	¥	102,429	¥	624,160	¥	166,999	¥	7,466,222	¥		¥	7,466,222

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## HONDA MOTOR CO., LTD. AND SUBSIDIARIES

## Notes to Condensed Consolidated Interim Financial Statements

**For the three months ended September 30, 2015**

	Yen (millions)							
	Japan	North America	Europe	Asia	Other Regions	Total	Reconciling Items	Consolidated
Sales revenue:								
External customers	¥ 525,761	¥ 2,000,518	¥ 166,132	¥ 719,479	¥ 209,387	¥ 3,621,277	¥	¥ 3,621,277
Inter-geographic areas	456,234	95,634	22,807	161,977	1,196	737,848	(737,848)	
Total	981,995	2,096,152	188,939	881,456	210,583	4,359,125	(737,848)	3,621,277
Operating profit (loss)	¥ 26,161	¥ 37,466	¥ 3,135	¥ 86,003	¥ 7,213	¥ 159,978	¥ 4,864	¥ 164,842

**For the three months ended September 30, 2016**

	Yen (millions)							
	Japan	North America	Europe	Asia	Other Regions	Total	Reconciling Items	Consolidated
Sales revenue:								
External customers	¥ 513,380	¥ 1,738,587	¥ 139,244	¥ 698,886	¥ 172,871	¥ 3,262,968	¥	¥ 3,262,968
Inter-geographic areas	464,171	100,658	21,852	132,390	795	719,866	(719,866)	
Total	977,551	1,839,245	161,096	831,276	173,666	3,982,834	(719,866)	3,262,968
Operating profit (loss)	¥ 85,843	¥ 38,112	¥ 105	¥ 91,282	¥ 13,426	¥ 228,768	¥ (687)	¥ 228,081

## Explanatory notes:

## 1. Major countries or regions in each geographic area:

North America	United States, Canada, Mexico
Europe	United Kingdom, Germany, France, Belgium, Turkey
Asia	Thailand, Indonesia, China, India, Vietnam

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Other Regions

Brazil, Australia

2. Operating profit (loss) of each geographical region is measured in a consistent manner with consolidated operating profit, which is profit before income taxes before share of profit of investments accounted for using the equity method and finance income and finance costs.
3. Assets of each geographical region are defined as total assets including investments accounted for using the equity method, derivatives, and deferred tax assets.
4. Sales revenues between geographic areas are generally made at values that approximate arm's-length prices.
5. Reconciling items include elimination of inter-geographic transactions and balances as well as unallocated corporate assets. Unallocated corporate assets, included in reconciling items as of September 30, 2015 and 2016 amounted to ¥430,679 million and ¥341,711 million, respectively, which consist primarily of the Company's cash and cash equivalents and financial assets measured at fair value through other comprehensive income.

### **(5) Impairment loss on investments accounted for using the equity method**

For the six months ended September 30, 2016, the Company recognized impairment losses of ¥12,871 million on certain investments accounted for using the equity method because there is objective evidence of impairment from declines in quoted market values. The impairment losses are included in share of profit of investments accounted for using the equity method in the condensed consolidated statement of income.

### **(6) Equipment on Operating Leases**

The additions to equipment on operating leases for the six months ended September 30, 2015 and 2016 are ¥1,028,556 million and ¥988,496 million, respectively.

The sales or disposals of equipment on operating leases for the six months ended September 30, 2015 and 2016 are ¥405,172 million and ¥393,527 million, respectively.

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## HONDA MOTOR CO., LTD. AND SUBSIDIARIES

## Notes to Condensed Consolidated Interim Financial Statements

**(7) Property, Plant and Equipment**

The additions to property, plant and equipment for the six months ended September 30, 2015 and 2016 are ¥292,806 million and ¥212,974 million, respectively.

The sales or disposals of property, plant and equipment for the six months ended September 30, 2015 and 2016 are ¥22,999 million and ¥16,332 million, respectively.

**(8) Provisions**

The components of and changes in provisions for the six months ended September 30, 2016 are as follows:

	Yen (millions)		
	Product warranties*	Other	Total
Balance as of March 31, 2016	¥ 727,441	¥ 50,769	¥ 778,210
Provision	¥ 125,059	¥ 12,112	¥ 137,171
Charge-offs	(175,069)	(11,407)	(186,476)
Reversal	(35,841)	(2,172)	(38,013)
Exchange differences on translating foreign operations	(45,060)	(3,262)	(48,322)
Balance as of September 30, 2016	¥ 596,530	¥ 46,040	¥ 642,570

Current liabilities and non-current liabilities of provisions as of March 31, 2016 and September 30, 2016 are as follows:

	Yen (millions)	
	As of March 31, 2016	As of September 30, 2016
Current liabilities	¥ 513,232	¥ 433,163
Non-current liabilities	264,978	209,407
Total	¥ 778,210	¥ 642,570

Explanatory notes:



- \* Honda recognizes provisions for product warranties to cover future product warranty expenses. Honda recognizes costs for general warranties on products Honda sells and for specific warranty programs, including product recalls. Honda recognizes general estimated warranty costs at the time products are sold to customers. Honda also recognizes specific estimated warranty program costs when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. These provisions are estimated based on historical warranty claim experience with consideration given to the expected level of future warranty costs as well as current information on repair costs. Provision for product warranties are utilized for expenditures based on the demand from customers and dealers.

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HONDA MOTOR CO., LTD. AND SUBSIDIARIES

Notes to Condensed Consolidated Interim Financial Statements

**(9) Employee Benefits**

In August 2016, the Company and its certain subsidiaries in Japan decided, effective April 1, 2017, to extend mandatory retirement age from 60 years old to 65 years old and introduce a flexible retirement scheme that enables employees to choose retirement age between 60 years old and 65 years old, along with amendments to their defined benefit pension plans to align with the postponement of the retirement age, to fulfill diversifying needs of individual employees. The plan amendments include the revision of the benefit curve, to make the lump-sum benefit payment at the retirement age between 60 years old and 65 years old under the new plan consistent with that at the mandatory retirement age, 60 years old, under the existing plan. In addition, one of the defined benefit pension plans will be replaced by a defined contribution plan.

This plan amendment resulted in a reduction of the defined benefit obligation and recognition of the past service cost through profit or loss. Honda recognized ¥84,024 million of past service cost (credit), of which ¥37,197 million is presented in cost of sales, ¥21,385 million is presented in selling, general and administrative and ¥25,442 million is presented in research and development in the condensed consolidated statements of income for the six months ended September 30, 2016. The defined benefit obligation and plan asset were remeasured.

**(10) Income Taxes**

In May 2015, the lawsuit related to transfer pricing involving the Company's transactions with certain consolidated subsidiaries in Brazil was concluded, and it was ruled that the Company shall receive a tax refund with corresponding interest in Japan. As a result, income tax expense decreased by ¥19,145 million for the six months ended September 30, 2015.

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HONDA MOTOR CO., LTD. AND SUBSIDIARIES

Notes to Condensed Consolidated Interim Financial Statements

**(11) Fair Value**

*(a) Definition of Fair Value Hierarchy*

Honda uses a three-level hierarchy when measuring fair value. The following is a description of the three hierarchy levels:

- Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access as of the measurement date
- Level 2 Inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly or indirectly
- Level 3 Unobservable inputs for the assets or liabilities

The level in the fair value hierarchy within which a fair value measurement in its entirety falls is based on the lowest input that is significant to the fair value measurement in its entirety. Honda recognizes the transfers between the levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

*(b) Method of Fair Value Measurement*

The fair values of assets and liabilities are determined based on relevant market information and through the use of an appropriate valuation method.

The measurement methods and assumptions used in the measurement of assets and liabilities are as follows:

*(Cash and cash equivalents, trade receivables and trade payables)*

The fair values approximate their carrying amounts due to their short-term maturities.

*(Receivables from financial services)*

The fair value of receivables from financial services is measured primarily by discounting future cash flows using the current interest rates applicable for these receivables of similar remaining maturities. Fair value measurement for receivables from financial services is classified as Level 3.

*(Debt securities)*

Debt securities consist mainly of mutual funds, corporate bonds, local bonds and auction rate securities.

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The fair value of mutual funds with an active market is measured by using quoted market prices. Fair value measurement for mutual funds with an active market is classified as Level 1.

The fair values of corporate bonds and local bonds are measured based on proprietary pricing models provided by specialists and/or market makers and the models obtain a wide array of market observable inputs such as credit ratings and discount rates. Fair value measurements for corporate bonds and local bonds are classified as Level 2.

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HONDA MOTOR CO., LTD. AND SUBSIDIARIES

Notes to Condensed Consolidated Interim Financial Statements

The subsidiary's auction rate securities are AAA rated and are insured by qualified guarantee agencies, and reinsured by the Secretary of Education and United States government, and guaranteed at approximately 95% by the United States government. To measure fair value of auction rate securities, Honda uses a third-party-developed valuation model which obtains a wide array of market observable inputs, as well as unobservable inputs including probability of passing or failing auction at each auction. Fair value measurement for auction rate securities is classified as Level 3.

*(Equity securities)*

The fair value of equity securities with an active market is measured by using quoted market prices. Fair value measurement for equity securities with an active market is classified as Level 1.

The fair value of equity securities with no active market is measured mainly by using the comparable company valuation method and other appropriate valuation methods. Fair value measurement for equity securities with no active market is classified as Level 3.

Price book-value ratio (PBR) of a comparable company are used as a significant unobservable input in the fair value measurement of equity securities classified as Level 3. The fair value increases (decreases) as PBR of a comparable company rise (decline). Such fair value measurements are conducted in accordance with the group accounting policy approved by the appropriate person of authority and based upon valuation methods determined by a valuator.

*(Derivatives)*

Derivatives consist mainly of foreign currency forward exchange contracts, foreign currency option contracts, currency swap agreements and interest rate swap agreements.

The fair values of foreign currency forward exchange contracts and foreign currency option contracts are measured by using market observable inputs such as spot exchange rates, discount rates and implied volatility. The fair values of currency swap agreements and interest rate swap agreements are measured by discounting future cash flows using market observable inputs such as LIBOR rates, swap rates, and foreign exchange rates. Fair value measurements for these derivatives are classified as Level 2.

The credit risk of the counterparties is considered in the valuation of derivatives.

*(Financing liabilities)*

The fair value of financing liabilities is measured by discounting future cash flows using interest rates currently available for liabilities of similar terms and remaining maturities. Fair value measurement of financing liabilities is mainly classified as Level 2.

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## HONDA MOTOR CO., LTD. AND SUBSIDIARIES

## Notes to Condensed Consolidated Interim Financial Statements

*(c) Assets and Liabilities Measured at Fair Value on a recurring basis*

Assets and liabilities measured at fair value on a recurring basis as of March 31, 2016 and September 30, 2016 consist of the following:

As of March 31, 2016	Yen (millions)			Total
	Level 1	Level 2	Level 3	
<b>Other financial assets:</b>				
Financial assets measured at fair value through profit or loss:				
Derivatives				
Foreign exchange instruments	¥	¥ 19,390	¥	¥ 19,390
Interest rate instruments		30,632		30,632
Total		50,022		50,022
Debt securities				
	17,790	33,684	5,521	56,995
Financial assets measured at fair value through other comprehensive income:				
Equity securities				
	142,943		10,370	153,313
Total	¥ 160,733	¥ 83,706	¥ 15,891	¥ 260,330
<b>Other financial liabilities:</b>				
Financial liabilities measured at fair value through profit or loss:				
Derivatives				
Foreign exchange instruments	¥	¥ 19,102	¥	¥ 19,102
Interest rate instruments		13,236		13,236
Total		32,338		32,338
Total	¥	¥ 32,338	¥	¥ 32,338

There were no transfers between Level 1 and Level 2 for the year ended March 31, 2016.

As of September 30, 2016	Yen (millions)			Total
	Level 1	Level 2	Level 3	
<b>Other financial assets:</b>				
Financial assets measured at fair value through profit or loss:				
Derivatives				
Foreign exchange instruments	¥	¥ 15,542	¥	¥ 15,542
Interest rate instruments		23,301		23,301

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Total		38,843		38,843
Debt securities	19,326	33,095	4,955	57,376
Financial assets measured at fair value through other comprehensive income:				
Equity securities	139,599		9,756	149,355
Total	¥ 158,925	¥ 71,938	¥ 14,711	¥ 245,574
Other financial liabilities:				
Financial liabilities measured at fair value through profit or loss:				
Derivatives				
Foreign exchange instruments	¥	¥ 18,854	¥	¥ 18,854
Interest rate instruments		8,642		8,642
Total		27,496		27,496
Total	¥	¥ 27,496	¥	¥ 27,496

There were no transfers between Level 1 and Level 2 for the six months ended September 30, 2016.

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## HONDA MOTOR CO., LTD. AND SUBSIDIARIES

## Notes to Condensed Consolidated Interim Financial Statements

*(d) Financial Assets and Financial Liabilities measured at amortized cost*

The carrying amounts and fair values of financial assets and financial liabilities measured at amortized cost as of March 31, 2016 and September 30, 2016 are as follows:

	Yen (millions)			
	As of March 31, 2016		As of September 30, 2016	
	Carrying amount	Fair value	Carrying amount	Fair value
Receivables from financial services	¥ 5,008,068	¥ 5,007,065	¥ 4,480,429	¥ 4,484,831
Debt securities	40,670	40,670	74,648	74,650
Financing liabilities	6,526,248	6,579,620	6,067,775	6,123,723

The table does not include financial assets and financial liabilities measured at amortized cost whose fair values approximate their carrying amounts.

*(e) Assets and Liabilities Measured at Fair Value on a non-recurring basis*

For the year ended March 31, 2016, the Company measured certain investments accounted for using the equity method at fair value on a nonrecurring basis due to the recognition of impairment losses. As of March 31, 2016, the carrying amounts of investments accounted for using the equity method measured at fair value on a nonrecurring basis are ¥62,706 million and are measured by using quoted market prices. Fair value measurements for the investments are classified as Level 1. Honda does not have significant assets and liabilities measured at fair value on a nonrecurring basis as of September 30, 2016.



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HONDA MOTOR CO., LTD. AND SUBSIDIARIES

Notes to Condensed Consolidated Interim Financial Statements

**(12) Contingent Liabilities**

*Claims and Lawsuits*

Honda is subject to potential liability under various lawsuits and claims. Honda recognizes a provision for loss contingencies when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Honda reviews these pending lawsuits and claims periodically and adjusts the amounts recognized for these contingent liabilities, if necessary, by considering the nature of lawsuits and claims, the progress of the case and the opinions of legal counsel.

With respect to product liability, personal injury claims or lawsuits, Honda believes that any judgment that may be recovered by any plaintiff for general and special damages and court costs will be adequately covered by Honda's insurance and provision. Punitive damages are claimed in certain of these lawsuits.

After consultation with legal counsel, and taking into account all known factors pertaining to existing lawsuits and claims, Honda believes that the ultimate outcome of such lawsuits and pending claims should not result in liability to Honda that would be likely to have an adverse material effect on its consolidated financial position or results of operations.

*Loss related to airbag inflators*

Honda has been conducting market-based measures in relation to airbag inflators. Honda recognizes a provision for specific warranty costs when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. There is a possibility that Honda will need to recognize additional provisions when new evidence related to the product recalls arise, however, it is not possible for Honda to reasonably estimate the amount and timing of potential future losses as of the date of this report.

In the United States and Canada, various class action lawsuits and civil lawsuits related to the above mentioned market-based measures have been filed against Honda. The plaintiffs have claimed for properly functioning airbag inflators, compensation of economic losses including incurred costs and the decline in the value of vehicles, as well as punitive damages. Most of the class action lawsuits in the United States were transferred to the United States District Court for the Southern District of Florida and consolidated into a multidistrict litigation.

Honda did not recognize a provision for loss contingencies because the conditions for a provision have not been met as of the date of this report. Therefore, it is not possible for Honda to reasonably estimate the amount and timing of potential future losses, if any, as of the date of this report because there is uncertainty.

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## HONDA MOTOR CO., LTD. AND SUBSIDIARIES

## Notes to Condensed Consolidated Interim Financial Statements

**(13) Earnings Per Share**

Earnings per share attributable to owners of the parent for the six months ended September 30, 2015 and 2016 are calculated based on the following information. There were no dilutive potential common shares outstanding for the six months ended September 30, 2015 and 2016.

	2015	2016
Profit for the period attributable to owners of the parent (millions of yen)	¥ 313,788	¥ 351,795
Weighted average number of common shares outstanding, basic (shares)	1,802,285,931	1,802,282,829
Basic earnings per share attributable to owners of the parent (yen)	¥ 174.11	¥ 195.19

Earnings per share attributable to owners of the parent for the three months ended September 30, 2015 and 2016 are calculated based on the following information. There were no dilutive potential common shares outstanding for the three months ended September 30, 2015 and 2016.

	2015	2016
Profit for the period attributable to owners of the parent (millions of yen)	¥ 127,751	¥ 177,096
Weighted average number of common shares outstanding, basic (shares)	1,802,285,514	1,802,282,539
Basic earnings per share attributable to owners of the parent (yen)	¥ 70.88	¥ 98.26

**(14) Dividend***(a) Dividend payout***For the six months ended September 30, 2015**

Resolution	The Ordinary General Meeting of Shareholders on June 17, 2015
Type of shares	Common shares
Total amount of dividends (millions of yen)	39,650
Dividend per share (yen)	22.00
Record date	March 31, 2015
Effective date	June 18, 2015

Resolution	The Board of Directors Meeting on July 31, 2015
Type of shares	Common shares
Total amount of dividends (million yen)	39,650
Dividend per share (yen)	22.00
Record date	June 30, 2015

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Effective date

August 25, 2015

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## HONDA MOTOR CO., LTD. AND SUBSIDIARIES

## Notes to Condensed Consolidated Interim Financial Statements

**For the six months ended September 30, 2016**

Resolution	The Ordinary General Meeting of Shareholders on June 16, 2016
Type of shares	Common shares
Total amount of dividends (millions of yen)	39,650
Dividend per share (yen)	22.00
Record date	March 31, 2016
Effective date	June 17, 2016

Resolution	The Board of Directors Meeting on August 2, 2016
Type of shares	Common shares
Total amount of dividends (million yen)	39,650
Dividend per share (yen)	22.00
Record date	June 30, 2016
Effective date	August 25, 2016

*(b) Dividends payable of which record date was in the six months ended September 30, 2016, effective after the period*

Resolution	The Board of Directors Meeting on October 31, 2016
Type of shares	Common shares
Resource for dividend	Retained earnings
Total amount of dividends (millions of yen)	39,650
Dividend per share (yen)	22.00
Record date	September 30, 2016
Effective date	November 29, 2016

**(15) Approval of Release of Condensed Consolidated Interim Financial Statements**

The release of the condensed consolidated interim financial statements was approved by Takahiro Hachigo, President, Chief Executive Officer and Representative Director and Kohei Takeuchi, Director and Chief Operating Officer for Business Management Operations on November 4, 2016.