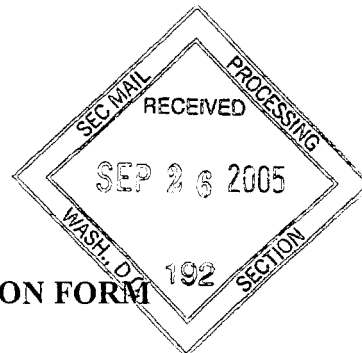


UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549



05085371



FORM CB

TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

- Securities Act Rule 801 (Rights Offering)
- Securities Act Rule 802 (Exchange Offer)
- Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)
- Exchange Act Rule 14d-1(c) (Third Party Tender Offer)
- Exchange Act Rule 14e-2(d) (Subject Company Response)
- Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8)

Takara Co., Ltd.

(Name of Subject Company)

N/A

(Translation of Subject Company's Name into English (if applicable))

Japan

(Jurisdiction of Subject Company's Incorporation or Organization)

Takara Co., Ltd.
19-16, Aoto 4-chome, Katsushika-ku,
Tokyo, 125-8503, Japan

(Name of Person(s) Furnishing Form)

Common Stock

(Title of Class of Subject Securities)

N/A

(CUSIP Number of Class of Securities (if applicable))

PROCESSED
SEP 27 2005
JIMMY
JIMMY

Takara Co., Ltd.
19-16, Aoto 4-chome, Katsushika-ku,
Tokyo, 125-8503, Japan
Tel: 81-3-33603-2131
Ryozo Kubo

Chief of Finance & Accounting and Operating Officer

(Name, Address (including zip code) and Telephone Number (including area code) of
Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

August 22, 2005

(Date Tender Offer/Rights Offering Commenced)

PART I - INFORMATION SENT TO SECURITY HOLDERS

Item 1. Home Jurisdiction Documents

(a)

Exhibit Number

Description

1	English translation of press release posted on corporate website.
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(b) Not applicable.

Item 2. Informational Legends

A legend complying with Rule 802(b) under the Securities Act of 1933, as amended, has been included in the press release.

PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

Exhibits.

Not applicable.

PART III - CONSENT TO SERVICE OF PROCESS

On August 22, 2005, Takara Co., Ltd. filed with the Commission a written irrevocable consent and power of attorney on Form F-X.

PART IV – SIGNATURES

After due 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.

Takara CO., Ltd.

By: 

Name: Nobuyuki Okude

Title: President & CEO

Date: September 26, 2005

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
1	English translation of press release posted on corporate website.

EXHIBIT 1

This exchange offer or business combination is made for the securities of a foreign company. The offer is subject to disclosure requirements of a foreign country that are different from those of the United States. Financial statements included in the document, if any, have been prepared in accordance with foreign accounting standards that may not be comparable to the financial statements of United States companies.

It may be difficult for you to enforce your rights and any claim you may have arising under the federal securities laws, since the issuer is located in a foreign country, and some or all of its officers and directors may be residents of a foreign country. You may not be able to sue a foreign company or its officers or directors in a foreign court for violations of the U.S. securities laws. It may be difficult to compel a foreign company and its affiliates to subject themselves to a U.S. court's judgment.

(Translation)

September 26, 2005

To whom it may concern:

Corporate Name: Takara Co., Ltd.
Representative: Nobuyuki Okude
President & CEO
(Securities Code No. 7969:
Tokyo Stock Exchange, First
Section)
Contact: Ryoza Kubo
Corporate Officer and Chief of
Corporate Strategy & Finance
Tel: 03-3603-2134

Announcement of Shareholders' Request for Share Purchase by the Company

We would like to announce that we have received requests from our shareholders for share purchase by the Company in accordance with Articles

408-3 and 245-3 of the Commercial Code, on account of their disapproval of Item No. 1 "Approval of merger agreement between the Company and TOMY Company, Ltd." submitted at the extraordinary general meeting of shareholders held on September 6, as follows:

1. Total number of shares subject to request for purchase:
6,569,900 shares

2. Purchase price: Scheduled to commence upon discussion for determining the purchase price between shareholders who have requested for share purchase and the Company, using such materials as court precedents regarding purchase price as reference.

End of document