BAKER & MCKENZIE

東京青山・青木法律事務所

RECEIVED

2005 APR -7 A 8: 0!

Tokyo Aoyama Aoki Law Office Baker & McKenzie Attorney at Foreign Law Office Registered Associated Offices The Prudential Tower 13-10, Nagatacho 2-chome Chiyoda-ku, Tokyo 100-0014, Japan

Tel: +81 3 5157 2700 Fax: +81 3 5157 2900 www.taalo-bakernet.com www.bakernet.com

File No. 82-34816 March 29, 2005

Asia Pacific Bangkok

Beijing Hanoi Ho Chi Minh City

Hong Kong Jakarta Kuala Lumpur Manila

Melbourne Shanghai Singapore Sydney Taipei Tokyo

Europe & Middle East Almaty

Amsterdam Antwerp Bahrain Baku Barcelona

Berlin Bologna Brussels

Budapest Cairo Dusseldorf Frankfurt / Main

Geneva Kyiv London Madrid Milan

Moscow Munich Paris Prague Riyadh Rome St. Petersburg Stockholm Vienna Warsaw

North & South America

Zurich

Bogota Brasilia **Buenos Aires** Calgary

Caracas

Chicago Chihuahua

Dallas Guadalajara Houston Juarez Mexico City Miami Monterrey

New York Palo Alto Porto Alegre Rio de Janeiro San Diego San Francisco Santiago Sao Paulo Tijuana

Toronto Valencia Washington, DC

VIA AIR MAIL

Securities and Exchange Commission Office of International Corporate Finance Division of Corporation Finance 450 Fifth Street, N.W.

Washington, D.C. 20549

U.S.A.

SEGA SAMMY HOLDINGS INC. Re: Sponsored Level 1 ADR Facility

Dear Sirs:

Pursuant to Rule 12g-3-2 (b) under the Securities Exchange Act of 1934, we, as legal counsels to SEGA SAMMY HOLDINGS INC. (the "Company") with respect to its ADR program, enclose herewith English translation of the document of which contents were announced by the Company.

· Notice of Dividends to Commemorate the Establishment of SEGA SAMMY HOLDINGS INC. (Dated March 16, 2005)

Yours truly,

Justio Otsuka

FO/ah Encl.

cc: The Bank of New York

cc: SEGA SAMMY HOLDINGS INC. (w/o encl.)

PROCESSED

APR 0 7 2005 E

ITUMSON FINANCIAL

(Translation)

File No. 82-34816 March 16, 2005

Dear Sirs,

Name of Company:

SEGA SAMMY HOLDINGS INC.

Name of Representative:

Hajime Satomi,

Chairman, President and Representative Director

(Code No. 6460, Tokyo Stock Exchange 1st Section)

Further Inquiry:

Koichi Fukazawa, Executive Officer (TEL: 03-6215-9955)

Notice of Dividends to Commemorate the Establishment of SEGA SAMMY HOLDINGS INC.

On October 1, 2004, SEGA SAMMY HOLDINGS INC. (the "Company") was established as a holding company of SEGA CORPORATION ("Sega") and Sammy Corporation ("Sammy") with the aim of becoming the No. 1 integrated entertainment company in the world.

On October 1, 2004, the Company publicized its three-year medium-term business plan for the period up to March 31, 2007. At Sega, "The King of Beetle 'MUSHIKING'" has continued to gain popularity and Sammy has received orders for more than 100,000 units of RODEO-brand pachislot machine model "Oni-Musha 3" and massive shipments have been postponed to the business year ending March 31, 2006. In consideration of these favorable performances and steady development of restructuring of its operations, ordinary income is expected to exceed \(\frac{1}{4}\)100 billion earlier than initially projected. By taking these factors into account, we plan to publicize a revised medium-term business plan incorporating the synergy effects of the management integration, at the time of publication of the financial statements for the business year ending March 31, 2005 scheduled towards the end of May 2005. We owe all this to the continued support of our shareholders.

To thank our shareholders, it is hereby notified that we, at the meeting of the Board of Directors of the Company held today, determined to submit a proposition to the 1st Ordinary General Meeting of Shareholders of the Company to be held towards the end of June 2005 to pay dividends to commemorate the establishment of SEGA SAMMY HOLDINGS INC., in addition to ordinary dividends, as a means of distribution of profits to our shareholders, as described below:

Description

Proposition for the payment of year-end dividends for the business year ending March 31, 2005:

Ordinary dividends

¥40 per share

Dividends to commemorate the establishment of SEGA SAMMY

HOLDINGS INC.

¥20 per share

Total

¥60 per share

<For reference>

| | Interim dividend | Year-end dividend | Commemorative dividend | Annual dividend |
|--|---------------------|----------------------|------------------------|--------------------|
| Previous forecast of dividend | | | | |
| (publicized on November 10, | Sammy: ¥40 | | | |
| 2004) | Sega: - | ¥40 | - | ¥80 |
| Actual results by Sammy (for the | V40 | 1/40 | W10 | 1/00 |
| year ended March 31, 2004) | ¥40 | ¥40 | ¥10 | ¥90 |
| Actual results by Sega (for the year ended March 31, 2004) | - | _ | _ | - |

^{*} The annual dividend stated in the "previous forecast of dividend (publicized on November 10, 2004)" includes an interim dividend of ¥40 paid by Sammy. Sega did not pay interim dividends.

^{*} The Company was established on October 1, 2004. Information on the actual results by both Sega and Sammy is given herein.