



FILE NO. 82-3919

May 30, 2005

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Beijing  
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Melbourne  
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Tokyo

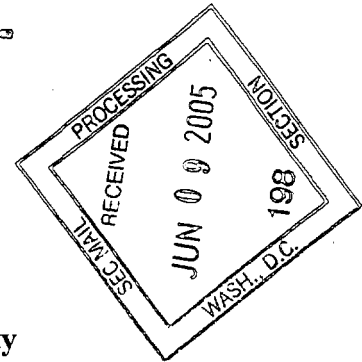
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Middle East  
Almaty  
Amsterdam  
Antwerp  
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Brussels  
Budapest  
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BY AIR MAIL

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.

SUPPL



**BANDAI CO., LTD.**  
**Re: Sponsored Level 1 ADR Facility**

Dear Sirs:

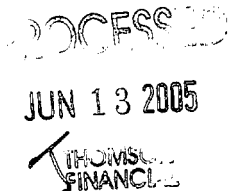
Pursuant to Rule 12g3 - 2 (b) under the Securities Exchange Act of 1934, we, as legal counsels to Bandai Co., Ltd. (the "Company") with respect to its ADR program, enclose herewith English translation of the documents which contents were announced by the Company as follows:

- Notice of Acquisition of the Shares of NAMCO LIMITED (dated May 2, 2005) and
- Notice of Change of Representative Directors (dated May 2, 2005)

With kind regards,

Yours truly,

*Fusako Otsuka*  
Fusako Otsuka



Encl.

cc: Bandai Co., Ltd.  
cc: The Bank of New York

*DeW 6/13*

(Translation)

May 2, 2005

Name of the Company: Bandai Co., Ltd.

Name and Position of the Representative:

Takeo Takasu  
President and Representative  
Director

Inquiries shall be directed to: Hiroshi Kawasaki  
General Manager, President Office  
Tel.: 03 (3847) 5005

(Code No. 7967, The First Section of the Tokyo Stock Exchange)

**Notice of Acquisition of the Shares of NAMCO LIMITED**

Notice is hereby given that Bandai Co., Ltd. acquired the shares of NAMCO LIMITED (Code No. 9752, The First Section of the Tokyo Stock Exchange) today, as described below:

Description

1. Class of shares to be acquired: Shares of common stock of the Company
2. Total number of shares to be acquired: 7,000,000 shares
3. Date of acquisition: May 2, 2005
4. Aggregate acquisition price of shares: ¥10,535,000,000
5. Other party to the acquisition: Masaya Nakamura  
MAL Ltd.
6. Shareholding after the acquisition: 7,000,000 shares  
(Ratio thereof to the total number of issued shares of NAMCO LIMITED: 6.3%)

- END -

(Excerpt translation)

May 2, 2005

Name of the Company: Bandai Co., Ltd.

Name and Position of the Representative:

Takeo Takasu  
President and Representative  
DirectorInquiries shall be directed to: Hiroshi Kawasaki  
General Manager, President Office  
Tel.: 03 (3847) 5005

(Code No. 7967, The First Section of the Tokyo Stock Exchange)

**Notice of Change of Representative Directors**

Notice is hereby given that the Board of Directors of Bandai Co., Ltd. (the "Company") at its meeting held on May 2, 2005, resolved unofficially to change the Representative Directors, as described below:

## Description

## (1) Content of the change:

Name	New title	Previous title
Takeo Takasu	Chairman and Representative Director	President and Representative Director
Kazunori Ueno	President and Representative Director	Managing Director
Ryohei Tsunoda	Director (incharge of overseas business) and Chairman and Representative Director of BANDAI AMERICA INC.	Executive Vice President and Representative Director

## (2) Reason for the change:

The Company intends to change its management structure in accordance with management integration with NAMCO LIMITED by establishing a joint holding company.

(3) Expected date of assumption of office:

They will be appointed at the meeting of the Board of Directors after the Ordinary General Meeting of Shareholders of the Company to be held on June 23, 2005.

(4) Name and curriculum vitae of the new Representative Director:

New title: President and Representative Director

Name: Kazunori Ueno

(Translation of curriculum vitae omitted)

- END -