

GEMPLUS INTERNATIONAL SA

Form 6-K

April 17, 2003

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**FORM 6-K**

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

Report of Foreign Private Issuer Pursuant to Rule 13a-16 or  
15d-16 of the Securities Exchange Act of 1934

**For the month of April 2003**

**GEMPLUS INTERNATIONAL S.A.**

(Exact name of registrant as specified in its charter)

**GEMPLUS INTERNATIONAL S.A.**

(Translation of registrant's name in English)

**Aerogolf Center**  
**1 Hohenhof**  
**L-2633 Senningerberg**  
**Grand Duchy of Luxembourg**  
(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 whether the registrant by  
furnishing the information contained in this form  
is also thereby furnishing the information to the  
Commission pursuant to Rule 12g3-2(b) under the  
Securities Exchange Act of 1934.)

Yes  No

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SIGNATURE

GEMPLUS INTERNATIONAL SA

Cancellation of Treasury Shares

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**SIGNATURE**

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.

**GEMPLUS INTERNATIONAL S.A.**

Date: April 15, 2003

By: \_\_\_\_\_

Name: Stephen Juge

Title: Executive Vice President and General Counsel

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**Luxembourg March 17, 2003** Gemplus International SA (Paris Euronext: Euroclear 5768, Nasdaq: GEMP) announced the cancellation on March 10, 2003 of 30,743,679 shares, as authorized by the general meeting of shareholders held on April 17, 2002. These shares were previously held by its subsidiary Gemplus Finance SA and were returned by former CEO Mr. Antonio Perez in connection with the reimbursement of a portion of certain loans made to him in 2000 and 2001. The 30,743,679 shares represented 4.85% of the number of shares outstanding.

As a result, including the issuance of 710,150 new shares representing 0.12 % of capital resulting from the contribution in kind of shares of Gemplus S.A., the number of common shares outstanding is now 603,537,409.

These changes have no impact on earnings per share since the weighted average number of shares reported by the Company includes Gemplus SA shares to be contributed and is computed under the Treasury Stock Method. The basic number of shares outstanding is stable at 606,131,987.

	<u>As of 12/31/2001</u>	<u>As of 12/31/2002</u>	<u>As of today</u>
Number of shares outstanding	635,282,297	633,570,938	603,537,409
Gemplus SA shares to be contributed	6,114,200	4,288,150	3,578,000
Treasury shares	(35,705,936)	(31,727,101)	(983,422)
Basic number of shares outstanding	605,690,561	606,131,987	606,131,987

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