

GEMPLUS INTERNATIONAL SA

Form SC14D9C

December 13, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14D-9
SOLICITATION/RECOMMENDATION STATEMENT UNDER
SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

GEMPLUS INTERNATIONAL S.A.

(Name of Subject Company)

GEMPLUS INTERNATIONAL S.A.

(Names of Person(s) Filing Statement)

**Ordinary Shares, without par value,
and American Depositary Shares, each representing 2 Ordinary Shares**

(Title of Class of Securities)

012374569 (**American Depositary Shares**)

(CUSIP Number of Class of Securities)

Alex J. Mandl

President and Chief Executive Officer

46A, Avenue J.F. Kennedy

L-1855 Luxembourg

Grand Duchy of Luxembourg

(Name, Address, and Telephone Number of Person

Authorized to Receive Notices and Communications

on Behalf of the Person(s) Filing Statement)

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

On December 12, 2005, the following materials were made available to employees of Gemplus International S.A. (Gemplus).

Gemplus shareholders are urged to read Gemplus solicitation/recommendation statement on Schedule 14D-9 when and if filed with the U.S. Securities and Exchange Commission (the SEC), as it will contain important information. The solicitation/recommendation statement and other public filings made from time to time by Gemplus with the SEC are available without charge from the SEC s website at www.sec.gov.





