

GEMPLUS INTERNATIONAL SA

Form SC14D9C

February 09, 2006

**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.

Item 9. Exhibits

**Exhibit
Number**

Description

1

Copy of Convening Notice for a General Meeting of Shareholders of February 28, 2006 (incorporated by reference to the exhibit filed with Gemplus's Report on Form 6-K filed on February 9, 2006).