

GEMPLUS INTERNATIONAL SA

Form CB

May 22, 2006

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Form CB**

**TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

Securities Act Rule 801 (Rights Offering)

Securities Act Rule 802 (Exchange Offer)

Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)

Exchange Act Rule 14d-1(c)(Third Party Tender Offer)

Exchange Act Rule 14e-2(d) (Subject Company Response)

**Gemplus International S.A.**

**(Name of Subject Company)**

n/a

**(Translation of Subject Company's Name into English (if applicable))**

Luxembourg

**(Jurisdiction of Subject Company's Incorporation or Organization)**

Axalto Holding N.V.

**(Name of Person(s) Furnishing Form)**

Common Stock

**(Title of Class of Subject Securities)**

Common Stock ISIN LU012170629-4

**(CUSIP Number of Class of Securities (if applicable))**

Jean-Pierre Charlet

General Counsel and Company Secretary

Axalto Holding N.V.

Koningsgracht Gebouw 1

Joop Geesinkweg 541-542

1096 AX

Amsterdam

The Netherlands

+31 205 620 680

**(Name, Address (including zip code) and Telephone Number (including area code) of  
Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)**

n/a

**(Date Tender Offer/Rights Offering Commenced)**

**PART I INFORMATION SENT TO SECURITY HOLDERS**

**Item 1. Home Jurisdiction Documents**

Not applicable.

**Item 2. Informational Legends**

A legend complying with Rule 802(b) under the Securities Act of 1933, as amended, is included on the first page of the document filed as Exhibit A.

**PART II INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS**

The following documents are attached as exhibits to this Form CB:

A. Joint press release, dated May 19, 2006 and issued by Axalto Holding N.V. ( Axalto ) and Gemplus International S.A. ( Gemplus ), concerning the clearance by the European Commission of the proposed Axalto and Gemplus combination under the EU merger regulation, with specific undertakings.

**PART III CONSENT TO SERVICE OF PROCESS**

Concurrent with the filing of this Form CB with the Securities and Exchange Commission (the SEC ), Axalto is filing with the SEC a written irrevocable consent and power of attorney on Form F-X. Axalto will promptly communicate any change in the name or address of its agent for service to the SEC by amendment of the Form F-X.

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**PART IV SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By: /s/ JEAN-PIERRE CHARLET  
Name: Mr. Jean-Pierre Charlet  
Title: General Counsel and Company  
Secretary

Dated: May 22, 2006

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**EXHIBITS**

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