

GEMPLUS INTERNATIONAL SA

Form CB/A

July 10, 2006

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Form CB**  
**TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM**  
**(Amendment No. 4)**

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)**

Gemalto N.V. (formerly 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))**

Frans Spaargaren

46A, Avenue J.F. Kennedy

L-1855 Luxembourg

Grand Duchy of Luxembourg

**(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)**

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**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 documents filed as Exhibits A through G.

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

The following documents are attached as exhibits to this Amendment No. 4 to Form CB:

- A. Joint press release, dated May 19, 2006 and issued by Gemalto N.V., then named Axalto Holding N.V. ( Gemalto ), and Gemplus International S.A. ( Gemplus ), concerning the clearance by the European Commission of the proposed Gemalto and Gemplus combination under the EU merger regulation, with specific undertakings.\*
- B. Joint press release, dated May 26, 2006 and issued by Gemalto and Gemplus, concerning the scheduling of the first steps to close the proposed Gemalto and Gemplus combination.\*\*
- C. Presentation by Gemalto and Gemplus upon completion of the contribution, dated June 2, 2006.\*\*\*
- D. Joint press release issued by Gemalto and Gemplus upon completion of the contribution, dated June 2, 2006.\*\*\*
- E. Notice published to the French Autorité des Marchés Financiers ( AMF ) by Gemalto and Gemplus upon the filing of the offer with the AMF, dated June 2, 2006.\*\*\*
- F. Prospectus filed by Gemalto with and approved by the Dutch Autoriteit Financiële Markten ( AFM ) on June 30, 2006 and published on July 3, 2006.\*\*\*\*\*
- G. Prospectus filed by Gemalto with and approved by the AFM on June 30, 2006 and published on July 10, 2006.

\* Previously furnished on Form CB on May 22, 2006.

\*\* Previously furnished on Amendment No. 1 to Form CB on May 26, 2006.

\*\*\* Previously furnished on Amendment No. 2 to Form CB on June 2, 2006.

\*\*\*\* Previously  
furnished on  
Amendment  
No. 3 to  
Form CB on  
July 5, 2006.

**PART III CONSENT TO SERVICE OF PROCESS**

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A written irrevocable consent and power of attorney on Form F-X was filed with the Securities and Exchange Commission (the SEC ) on May 23, 2006. Gemalto 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: July 10, 2006

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