

GEMPLUS INTERNATIONAL SA

Form CB/A

January 08, 2007

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**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form CB  
TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM  
(Amendment No. 12)**

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)**

July 11, 2006

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

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**PART I INFORMATION SENT TO SECURITY HOLDERS**

**Item 1. Home Jurisdiction Documents**

The following documents are attached as exhibits to this Amendment No. 12 to Form CB:

- H. Prospectus filed by Gemalto with and approved by the French Autorité des Marchés Financiers ( AMF ) on July 6, 2006 and published on July 10, 2006.\*\*\*\*\*

\*\*\*\*\* Previously  
furnished on  
Amendment  
No. 5 to  
Form CB on  
July 11, 2006.

**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 O.

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

The following documents are attached as exhibits to this Amendment No. 12 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 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.\*\*\*\*\*
- I. Press release, dated July 27, 2006 and issued by Gemalto, concerning the second quarter 2006 financial results for Gemalto.\*\*\*\*\*
- J. Press release, dated August 25, 2006 and issued by Gemalto, announcing the results of the offer. \*\*\*\*\*
- K. Press release, issued by Gemalto, announcing the reopening of the offer from September 12, 2006 to October 9, 2006.\*\*\*\*\*
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- L. Press release, issued by Gemalto, regarding the sell-out right for the minority shareholders of Gemplus. \*\*\*\*\*
- M. Press release, issued by Gemalto, regarding the extension of the reopened offer. \*\*\*\*\*
- N. Press release, issued by Gemalto, regarding the closing of the reopened offer and the commencement of the statutory sell-out right for the minority shareholders of Gemplus. \*\*\*\*\*
- O. Press release, issued by Gemalto, regarding the closing of the statutory sell-out right and implementation of the mandatory squeeze-out relating to Gemplus shares.
- \* 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  
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July 5, 2006.
- \*\*\*\*\* Previously  
furnished on  
Amendment  
No. 4 to  
Form CB on  
July 10, 2006.
- \*\*\*\*\* Previously  
furnished on  
Amendment  
No. 6 to  
Form CB on  
July 27, 2006.

\*\*\*\*\* Previously  
furnished on  
Amendment  
No. 7 to  
Form CB on  
August 25,  
2006.

\*\*\*\*\* Previously  
furnished on  
Amendment  
No. 8 to  
Form CB on  
September 8,  
2006

\*\*\*\*\* Previously  
furnished on  
Amendment  
No. 9 to  
Form CB on  
October 2, 2006

\*\*\*\*\* Previously  
furnished on  
Amendment  
No. 10 to  
Form CB on  
October 10,  
2006

\*\*\*\*\* Previously  
furnished on  
Amendment  
No. 11 to  
Form CB on  
November 2,  
2006

### **PART III    CONSENT TO SERVICE OF PROCESS**

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: January 8, 2007

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**EXHIBITS**

- 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.\*
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