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GEMPLUS INTERNATIONAL SA

Form F-6/A

October 06, 2005

Registration No. 333-103508

As Filed with the Securities and Exchange Commission on October 6, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6/A
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS

GEMPLUS INTERNATIONAL S.A.

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

Grand Duchy of Luxembourg

(Jurisdiction of incorporation or organization of issuer)

DEUTSCHE BANK TRUST COMPANY AMERICAS

(Exact name of depository as specified in its charter)

60 Wall Street
New York, New York 10005
(212) 602 3761

(Address, including zip code, and telephone number, including area
code, of depository's principal executive offices)

GEMPLUS CORP.
3 Lagoon Dr., Suite 300,
Redwood City, CA 94065
(650) 654-2900

(Address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

Kevin F. Connolly
White & Case
5 Old Broad Street
London EC2N 1DW
England

It is proposed that this filing become effective under Rule 466:

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immediately upon filing.
 on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box :

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Price Per Unit*	Proposed Aggregate Price
American Depositary Shares, each representing two (2) ordinary shares, with no nominal value, of Gemplus International S.A..	100,000,000 American Depositary Shares	\$5.00	\$5,000,000.00

- * Each unit represents 100 American Depositary Shares.
- ** Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(c) computed on the basis of the maximum aggregate fees or charges to be imposed in connection with evidencing American Depositary Shares.
- *** Registration fees paid in connection with the initial registration of 100,000,000 American Depositary Shares. Registration Statement No. 333-103508.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to make this Statement effective until the Registrant shall file a further amendment which specifically states that this Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, and this Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

PART I
 INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt ("ADR" or "American Depositary Receipt") included as Exhibit A to the Second Supplemental Agreement to Deposit Agreement, filed as Exhibit (a)(3) to the Registration Statement on Form F-6, which is incorporated herein by reference.

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Cross Reference Sheet

Item, Number and Caption	Location in Form of American Depositary Receipt ("Receipt") Filed Herewith as Prospectus
1. Name of Depositary and address of its principal executive office	Face of Receipt - Introductory paragraph (as amended by the Supplemental Agreement to Deposit Agreement filed as Exhibit (a)(3) to the Registration Statement)
2. Title of American Depositary Receipts and identity of issuer	Face of Receipt - Top center

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of deposited securities

Terms of Deposit:

(i)	The amount of deposited securities represented by one unit of American Depositary Receipts	Face of Receipt - Upper right corner
(ii)	The procedure for voting, if any, the deposited securities	Reverse of Receipt - Paragraphs (15)
(iii)	The collection and distribution of dividends	Reverse of Receipt - Paragraph (14)
(iv)	The transmission of notices, reports and proxy soliciting material	Face of Receipt - Paragraph (13) Reverse of Receipt - Paragraph (15)
(v)	The sale or exercise of rights	Reverse of Receipt - Paragraphs (14)
(vi)	The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Face of Receipt - Paragraphs (3) and Reverse of Receipt - Paragraphs (14)
(vii)	Amendment, extension or termination of the Deposit Agreement	Reverse of Receipt - Paragraphs (21) provision for extensions)
(viii)	Rights of holders of American Depositary Receipts to inspect the transfer books of the Depositary and the list of holders of American Depositary Receipts	Face of Receipt - Paragraph (13)
(ix)	Restrictions upon the right to deposit or withdraw the underlying securities	Face of Receipt - Paragraphs (2), (3), (9) and (10)
(x)	Limitation upon the liability of the Depositary	Face of Receipt - Paragraph (7) Reverse of Receipt - Paragraphs (18)
3.	Fees and Charges	Face of Receipt - Paragraph (10) Face of Receipt - Paragraph (13)

Item - 2. AVAILABLE INFORMATION

The Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports can be inspected by holders of Receipts and copied at public reference facilities maintained by the Commission located at Judiciary Plaza, 450 Fifth Street, N.W. (Room 1024), Washington D.C. 20559, and at the principal executive office of the depository.

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) (1) Deposit Agreement. Deposit Agreement, by and among Gemplus International S.A. (the "Company"), Citibank, N.A., as depository, and all owners and holders from time to time of American Depositary Receipts issued thereunder (the "Deposit Agreement"). Previously filed.
- (a) (2) Supplemental Agreement to Deposit Agreement. Supplemental

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Agreement regarding the ADR program for the shares of the Company, dated as of February 10, 2003, between the Company and Deutsche Bank Trust Company Americas, as depositary (the "Depositary"), including the Form of American Depositary Receipt. Previously filed.

- (a) (3) Second Supplemental Agreement to Deposit Agreement. Supplemental Agreement regarding the ADR program for the shares of the Company, dated as of June 28, 2005 between the Company and Deutsche Bank Trust Company Americas, as depositary (the "Depositary"), including the Form of American Depositary Receipt appearing as Exhibit A thereto. Filed herewith as Exhibit (a) (3).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. Not applicable.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three (3) years. Not applicable.
- (d) Opinion of LeBoeuf, Lamb, Greene & MacRae, L.L.P., counsel for the Depositary as to the legality of the securities to be registered. Previously filed.
- (e) Certification under Rule 466. Not applicable.
- (f) Termination Letter from the Company to Citibank, N.A. Letter, dated February 19, 2003, pursuant to which the Company terminated the appointment of Citibank, N.A., as depositary under its ADR Program. Previously filed.

Powers of Attorney for certain officers and directors and the authorized representative of the Company. - Set forth on the signature pages hereto.

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the Company which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the Company.
- (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty (30) days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the

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registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of London, on October 5, 2005.

Legal entity created by the agreement for the issuance of American Depositary Receipts evidencing American Depositary Shares, each representing two (2) ordinary shares, with no nominal value, of Gemplus International S.A.

Deutsche Bank Trust Company Americas,
As Depositary

By: /s/ Mark Downing

Mark Downing
Vice President

Deutsche Bank Trust Company Americas,
As Depositary

By: /s/ Clare Benson

Clare Benson
Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Gemplus International S.A. certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Geneva, on October 5, 2005.

Gemplus International S.A.

By: /s/ Frans Spaargaren

Name: Frans Spaargaren
Title: Chief Financial Officer and Principal
Accounting Officer

By: /s/ Stephen Juge

Name: Stephen Juge
Title: General Counsel

POWERS OF ATTORNEY

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KNOW ALL PERSONS BY THESE PRESENT, that each person whose signature appears below hereby constitutes and appoints Stephen Juge or Blandine Cordier-Palasse to act as his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all such capacities, to sign any and all amendments including post-effective amendments and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the following capacities on October 5, 2005.

Signature -----	Title -----
/s/ Dominique Vignon ----- Dominique Vignon	Chairman of the Board of Directors
/s/ David Bonderman ----- David Bonderman	Vice Chairman of the Board of Directors
/a/ Alex Mandl ----- Alex Mandl	Director and Chief Executive Officer
/s/ Frans Spaargaren ----- Frans Spaargaren	Chief Financial Officer and Principal Officer
/s/ Michel Akkermans ----- Michel Akkermans	Director
/s/ Geoffrey D. Fink ----- Geoffrey D. Fink	Director
/s/ Dr Johannes Fritz ----- Dr Johannes Fritz	Director
/s/ Kurt Hellstrom ----- Kurt Hellstrom	Director
----- Werner Karl Koepf -----	Director

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Peter Kraljic

Director

Daniel Le Gal

/s/ John Ormerod

Director

John Ormerod

/s/ William S Price

Director

William S Price III

/s/ Tony Pingelli

Authorized Representative in the Uni

Tony Pingelli

INDEX TO EXHIBITS

Exhibit
Number

Sequentially
Numbered Pag

(a) (3) Second Supplemental Agreement to Deposit Agreement