

Edgar Filing: GEMPLUS INTERNATIONAL SA - Form SC 13G

GEMPLUS INTERNATIONAL SA  
Form SC 13G  
May 13, 2002

ISIN NO. LU012170629-4  
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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

Information to be included in Statements filed pursuant to Rules 13d-1(b), (c),  
and (d) and Amendments thereto filed pursuant to Rule 13d-2(b)

GEMPLUS INTERNATIONAL S.A.

-----  
(Name of Issuer)

Ordinary Shares, no par value

-----  
(Title of Class of Securities)

LU012170629-4

-----  
(CUSIP Number)

May 2, 2002

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which would  
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not  
be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange  
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of  
the Act, but shall be subject to all other provisions of the Act (however, see  
the Notes).

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No Exhibit Index

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1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons  
(Entities Only)

Kronen zweihundertsiebzehn GmbH, Dusseldorf (Name will be changed  
to Acton 2. Beteiligungs GmbH, Bad Homburg)

2 Check the Appropriate Box if a Member of a Group (a) [ ]  
(See Instructions) (b) [ ]

3 SEC Use Only

4 Citizenship or Place of Organization

Germany

Number of	5	Sole Voting Power
Shares	35,700,770	
Beneficially	6	Shared Voting Power
Owned by	0	
Each	7	Sole Dispositive Power
Reporting	8	Shared Dispositive Power
Person With	0	

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
35,700,770

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares [ ]  
(See Instructions)

11 Percent of Class Represented by Amount in Row (9)  
5.6%

12 Type of Reporting Person (See Instructions)  
CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

\*\* SEE ITEM 4 OF THIS FILING

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ITEM 1.

- (a) Name of Issuer: Gemplus International S.A.  
(b) Address of Issuer's Principal Executive Offices: Aerogolf Center  
1 Hohenhof  
L-2633 Senningerberg  
Grand Duchy of Luxembourg

ITEM 2.

- (a)-(c) Name, Principal Business Address and Citizenship of Person Filing:

Kronen zweihundertsiebzehn GmbH, Dusseldorf  
c/o Gunther-Quandt-Haus  
Seedammweg 55  
61352 Bad Homburg  
Germany  
Citizenship: Germany

Documents have been filed in Germany to change the name of Kronen zweihundertsiebzehn GmbH, Dusseldorf to Acton 2. Beteiligungs GmbH, Bad Homburg and to change the entity's place of organization.

- (d) Title of Class of Securities: Ordinary Shares, no par value.  
(e) ISIN Number: LU012170629-4

The ordinary shares also are sold in the form of American Depositary Shares ("ADSs"). Each ADS represents two ordinary shares. The ADSs are evidenced by American Depositary Receipts, which are traded on the Nasdaq National Market of the Nasdaq Stock Market, Inc. and have a CUSIP Number of 36866Y102.

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(b), OR 13D-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a)-(j) Not Applicable.

ITEM 4. OWNERSHIP

- (a) Kronen zweihundertsiebzehn GmbH, Dusseldorf is the beneficial owner of 35,700,770 of the Issuer's ordinary shares, no par value. Kronen zweihundertsiebzehn GmbH, Dusseldorf holds sole voting and dispositive power over all of the 35,700,770 ordinary shares. Susanne Klatten is the sole shareholder of Kronen zweihundertsiebzehn GmbH,

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Dusseldorf. Dr. Johannes Fritz is the managing director of Kronen zweihundertsiebzehn GmbH, Dusseldorf. The figures above are as of May 2, 2002.

On May 2, 2002, Kronen zweihundertsiebzehn GmbH, Dusseldorf filed for a change in corporate name and place of organization in Germany. Upon the effectiveness of the change in corporate name and place of organization Kronen zweihundertsiebzehn GmbH, Dusseldorf will become Acton 2.

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Beiteiligungs GmbH, Bad Homburg ("Acton 2"). Acton 2 will be the beneficial owner of all of the 35,700,770 ordinary shares and will hold sole voting and dispositive power over these shares.

- (b) As of May 2, 2002, Kronen zweihundertsiebzehn GmbH, Dusseldorf was the beneficial owner of 5.6% of the Issuer's outstanding ordinary shares, no par value. This percentage is based on the Issuer's Form 6-K, filed on May 1, 2002, which indicates that 641,396,497 ordinary shares were issued and outstanding as of March 31, 2002.
- (c)
  - (i) Kronen zweihundertsiebzehn GmbH, Dusseldorf has sole power to vote or direct the vote of 35,700,770 ordinary shares.
  - (ii) Kronen zweihundertsiebzehn GmbH, Dusseldorf does not share power to vote or to direct the vote of any ordinary shares.
  - (iii) Kronen zweihundertsiebzehn GmbH, Dusseldorf has sole power to dispose or direct the disposition of 35,700,770 ordinary shares.
  - (iv) Kronen zweihundertsiebzehn GmbH, Dusseldorf does not share power to dispose or to direct the disposition of any ordinary shares.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not Applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not Applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not Applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable.

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ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable.

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable 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.

May 10, 2002  
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Date

Kronen zweihundertsiebzehn GmbH,  
Dusseldorf

By: /s/ Johannes Fritz  
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Name: Dr. Johannes Fritz

Title: Managing Director