

Edgar Filing: SAGEM SA - Form SC 13G

SAGEM SA
Form SC 13G
December 31, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN THE 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

(ISIN Number)

December 4, 2002

(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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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Sagem S.A.

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
[] (a)
[x] (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
France

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 59,500,000
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 59,500,000
	8	SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
59,500,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
9.39%

12 TYPE OF REPORTING PERSON
CO

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Trel Participations

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
[] (a)
[x] (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
France

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 3,043,973
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 3,043,973

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,043,973

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.48%

12 TYPE OF REPORTING PERSON
CO

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Sagem International

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
[] (a)
[x] (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
France

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 45,402,562
	7	SOLE DISPOSITIVE POWER 0

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	8	SHARED DISPOSITIVE POWER 45,402,562
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 45,402,562
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.12%
12		TYPE OF REPORTING PERSON CO

Item 1(a). Name of Issuer.

Gemplus International S.A.

Item 1(b). Address of Issuer's Principal Executive Offices.

Aerogolf Center
1 Hohenhof
L-2633 Senningerberg
Grand Duchy of Luxembourg

Item 2(a). Name of Person Filing.

This Schedule 13G is being filed on behalf of the following persons
("Reporting Persons"):

- (i) Sagem S.A.
- (ii) Trel Participations
- (iii) Sagem International

The Reporting Persons may be deemed a "group" under the Act because Trel Participations and Sagem International are both 100% owned subsidiaries of Sagem S.A. However, neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that such a group exists. A Joint Filing Agreement among the Reporting Persons with respect to the filing of this Schedule 13G is attached as Exhibit 3.

Item 2(b). Address of Principal Business Office or, if None, Residence.

Sagem S.A.

Le Ponant de Paris
27, rue Leblanc
75512 Paris Cedex 15
France

Trel Participations

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Le Ponant de Paris
27, rue Leblanc
75512 Paris Cedex 15
France

Sagem International

Le Ponant de Paris
27, rue Leblanc
75512 Paris Cedex 15
France

Item 2(c). Citizenship.

See Item 4 of the attached cover pages, incorporated herein by reference.

Item 2(d). Title of Class of Securities.

Ordinary shares, no par value.

Item 2(e). ISIN Number.

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

Item 3.

Not applicable as this Schedule is filed pursuant to Rule 13d-1(c)

Item 4. Ownership.

(a) Amount beneficially owned:

Sagem S.A. is the beneficial owner of 59,500,000 of the Issuer's Ordinary shares, no par value. Sagem S.A. beneficially owns 11,053,465 of these Ordinary shares directly. In addition, Sagem S.A. beneficially owns 3,043,973 of these Ordinary shares indirectly through Trel Participations, a 100% owned subsidiary, and beneficially owns 45,402,562 Ordinary shares indirectly through Sagem International, a 100% owned subsidiary.

(b) Percent of class:

On December 4, 2002, Sagem S.A. was the beneficial owner of 9.39% of the outstanding Ordinary shares of Gemplus S.A.*

On December 4, 2002, Trel Participations was the beneficial owner of 0.48% of the outstanding Ordinary shares of Gemplus S.A.

On December 4, 2002, Sagem International was the beneficial owner of 7.12% of the outstanding Ordinary shares of Gemplus S.A.

These percentages are based on the issuer's Form 6-K, filed on December 2, 2002, which indicates that 637,859,088 Ordinary shares were issued and outstanding as of September 30, 2002.

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* On December 4, 2002, Sagem S.A. was the beneficial owner of 9.89% of the outstanding voting votes of Gemplus S.A. as indicated in the Declaration de participation filed by Gemplus S.A. with the Conseil des marches financiers on December 19, 2002.

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote:

Sagem S.A. has sole voting power over 59,500,000 Ordinary shares.

(ii) Shared power to vote or direct the vote:

Trel Participations has shared voting power over 3,043,973 Ordinary shares.

Sagem International has shared voting power over 45,402,562 Ordinary shares.

(iii) Sole power to dispose or to direct the disposition:

Sagem S.A. has sole power to dispose of 59,500,000 Ordinary shares.

(iv) Shared power to dispose or to direct the disposition:

Trel Participations has shared power to dispose of 3,043,973 Ordinary shares.

Sagem International has shared power to dispose of 45,402,562 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.

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.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I

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certify that the information set forth in this statement is true, complete and correct.

Date: December 31, 2002

SAGEM S.A.

/x/ Herve Philippe
By: Herve Philippe
Title: Senior VP, Chief Financial Officer

TREL PARTICIPATIONS

/x/ Herve Philippe
By: Herve Philippe
Title: Attorney-in-fact

SAGEM INTERNATIONAL

/x/ Herve Philippe
By: Herve Philippe
Title: Attorney-in-fact

EXHIBIT INDEX

Exhibit

- | | |
|---|--|
| 1 | Power of Attorney granting Mr. Herve Philippe the authority to sign on behalf of Trel Participations (unofficial translation). |
| 2 | Power of Attorney granting Mr. Herve Philippe the authority to sign on behalf of Sagem International (unofficial translation). |
| 3 | Joint Filing Agreement by and Among Sagem S.A., Trel Participations, and Sagem International, dated December 31, 2002. |