

GEMPLUS INTERNATIONAL SA

Form CB/A

July 11, 2006

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form CB
TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM
(Amendment No. 5)

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. 5 to Form CB:

- H. Free English translation of the joint French language offering document (*note d information*), prepared by Gemalto N.V. (Gemalto) and Gemplus International S.A. (Gemplus) and relating to the exchange tender offer initiated by Gemalto for the shares and warrant issued by Gemplus, which was approved by the French *Autorité des marchés financiers* (AMF) on July 6, 2006 and published 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 H.

PART II INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

The following documents are attached as exhibits to this Amendment No. 5 to Form CB:

- A. Joint press release, dated May 19, 2006 and issued by Gemalto, then named Axalto Holding N.V. and 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.*****

* 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.

***** Previously
furnished on
Amendment
No. 4 to
Form CB on
July 10, 2006.

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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: July 10, 2006

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