

GEMPLUS INTERNATIONAL SA

Form S-8 POS

May 14, 2007

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As filed with the Securities and Exchange Commission on May 14, 2007

Registration No. 333-13222

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
POST-EFFECTIVE AMENDMENT No. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
Gemplus International S.A.**

(Exact name of registrant as specified in its charter)

**Grand Duchy of Luxembourg**

**N/A**

(State or other jurisdiction  
of incorporation or organization)

(I.R.S. Employer  
Identification Number)

46A, Avenue J.F. Kennedy  
L-1855, Luxembourg  
Grand Duchy of Luxembourg

(Address of principal executive offices)

**Gemplus International S.A. 2000-2001 Stock Option Plan  
Gemplus International S.A. 2000-2001 Option Reserve Plan  
Gemplus International S.A. Share and Option Exchange Plan**  
(Full title of the plan)

Mr. Len Pojunas ( Agent )  
Gemalto Inc.  
8311 North FM 620 Road  
Austin, Texas 78726  
Telephone: (512) 257-3900

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

*Copies to*  
Jon J. Lyman, Esq.  
Willkie Farr & Gallagher LLP  
1 Angel Court  
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England  
Telephone: 011 44 207 696 5440

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**DEREGISTRATION OF SECURITIES**

Pursuant to a Registration Statement on Form S-8 (File No. 333-13222) (the "Registration Statement") filed with the Securities and Exchange Commission on March 1, 2001, Gemplus International S.A. ("Gemplus") registered an aggregate of 70,000,000 Ordinary Shares, no par value per share, evidenced by American Depositary Receipts ("ADRs"), representing American Depositary Shares (the "Shares"), to be offered pursuant to the Gemplus International S.A. 2000-2001 Stock Option Plan, the Gemplus International S.A. 2000-2001 Option Reserve Plan and the Gemplus International S.A. Share and Option Exchange Plan (the "Gemplus Plans"). This Amendment No. 1 to the Registration Statement (this "Amendment") is being filed in connection with the mandatory acquisition of the shares of Gemplus not held by Gemalto N.V. ("Gemalto") pursuant to Luxembourg law (the "Mandatory Acquisition"). Following the Mandatory Acquisition, Gemplus no longer intends to offer Shares to its employees under the Gemplus Plans pursuant to this Registration Statement. The purpose of this Amendment is to terminate the Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, on this 1<sup>st</sup> day of May, 2007.

Gemplus International S.A.

By: /s/ Eke Bijzitter

Name: Eke Bijzitter

Title: Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Name</b>	<b>Title(s)</b>	<b>Date</b>
/s/ Eke Bijzitter	Director and Chief Executive Officer (Principal Executive Officer)	May 1, 2007
Eke Bijzitter		
/s/ Charles Desmartis	Chief Financial Officer (Principal Financial Officer) and Principal Accounting Officer	May 3, 2007
Charles Desmartis		
/s/ Olivier Piou	Director	April 30, 2007
Gemalto N V, represented by Olivier Piou, CEO		
/s/ Christophe Pouteau	Director	May 3, 2007
Christophe Pouteau		
/s/ Lloyd Smith	Director	May 4, 2007
Lloyd Smith		
/s/ Len Pojunas	Duly authorized representative in the United States	May 1, 2007
Len Pojunas		