

INFINEON TECHNOLOGIES AG

Form 6-K

July 21, 2006

Table of Contents

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 6-K**

**Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

July 21, 2006

**INFINEON TECHNOLOGIES AG**

Am Campeon 1-12

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Federal Republic of Germany

Tel: +49-89-234-0

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes

No

If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):  
82-\_\_\_\_\_.

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**TABLE OF CONTENTS**

SIGNATURES

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**Table of Contents**

This Report on Form 6-K contains a joined press release of Infineon Technologies AG and Qimonda AG dated July 21, 2006, announcing the filing of the registration statement for Initial Public Offering of Qimonda AG.

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**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**INFINEON TECHNOLOGIES AG**

Date: July 21, 2006

By: /s/ Wolfgang Ziebart  
Dr. Wolfgang Ziebart  
Member of the Management Board and  
Chief Executive Officer

By: /s/ Peter J. Fischl  
Peter J. Fischl  
Member of the Management Board and  
Chief Financial Officer

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**Table of Contents**

Joint news release by Infineon and Qimonda

**Filing of Registration Statement for Initial Public Offering of Qimonda AG**

**Price range of US \$16 to 18 per ADR**

**Offer size of between US \$1 and 1.1 billion**

**Expected proceeds for Qimonda from capital increase of between US \$672 and 756 million**

Munich, 21<sup>st</sup> July 2006 Infineon Technologies AG and Qimonda AG today announced that Qimonda, a wholly owned subsidiary of Infineon, has filed a registration statement with the U.S. Securities and Exchange Commission for a proposed initial public offering of American Depositary Receipts (ADRs), each representing one ordinary share of Qimonda. The price range for the offering is US \$16 to 18 per ADR.

Credit Suisse, Citigroup and JPMorgan will act as joint book-running managers for the offering. Co-lead managers of the transaction are ABN Amro Rothschild, Deutsche Bank Securities and Hypovereinsbank.

63 million ADRs will be offered for sale. This represents an offer size of between US \$1 and 1.1 billion. Of the 63 million ADRs, 21 million ADRs (approx. 33 percent of the offering) will be offered for sale by Infineon and 42 million ADRs will come from a capital increase (approx. 67 percent) by Qimonda. An over-allotment option of up to 9.45 million additional ADRs (15 percent of the ADRs being offered) will also be available from Infineon.

Qimonda expects to receive proceeds of between US \$672 million and US \$756 million from the offering (before deducting underwriting fees and commissions)

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**Table of Contents**

**Page 2 of 4**

and expenses of the offering to be paid by it), which it intends to use to finance investments in its manufacturing facilities and research and development.

Assuming completion of the offering and a full exercise of the over-allotment option, Qimonda's free float will be approximately 21 percent.

The Qimonda ADRs will be offered to institutional and retail investors in the USA and to institutional investors outside the USA. The ticker symbol for Qimonda on the New York Stock Exchange will be QI.

A copy of the prospectus relating to these securities may be obtained from Credit Suisse, Prospectus Department, One Madison Avenue, New York, NY 10010, (Tel: +1-800-221-1037); Citigroup, Brooklyn Army Terminal, 140 58<sup>th</sup> Street, 8<sup>th</sup> floor, Brooklyn, NY 11220 (Tel: 718-765-6732); JPMorgan, Prospectus Library, 4 Chase Metrotech Center, CS Level, Brooklyn, NY 11245 (Tel: 718-242-8002). It may also be accessed through Qimonda's website at [www.qimonda.com](http://www.qimonda.com) or directly through the U.S. Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov).

A registration statement relating to these securities has been filed with the Securities and Exchange Commission but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time that the registration statement becomes effective. This release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

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**Table of Contents**

**Page 3 of 4**

**About Qimonda**

Qimonda AG is a wholly-owned subsidiary of Infineon, which was carved out from Infineon Technologies AG on May 1, 2006. Qimonda is a leading global producer of DRAM memory products. Qimonda is headquartered in Munich, Germany and has access to manufacturing sites on three continents. With a historical emphasis on PC and server products, the company is now focusing on products for graphics, mobile and consumer applications.

**About Infineon**

Infineon Technologies AG, Munich, Germany, offers semiconductor and system solutions for automotive, industrial and multimarket sectors, for applications in communication, as well as memory products. With a global presence, Infineon operates through its subsidiaries in the US from San Jose, CA, in the Asia-Pacific region from Singapore and in Japan from Tokyo. In fiscal year 2005 (ending September), the company achieved sales of Euro 6.76 billion with about 36,400 employees worldwide. Infineon is listed on the DAX index of the Frankfurt Stock Exchange and on the New York Stock Exchange (ticker symbol: IFX).

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**Table of Contents**

**Page 4 of 4**

**For the Business and Trade Press: QAG200607.007e**

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