

INFINEON TECHNOLOGIES AG

Form POSASR

December 22, 2009

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As filed with the Securities and Exchange Commission on December 22, 2009.

Registration No. 333-160601

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**AMENDMENT NO. 1 TO  
FORM F-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Infineon Technologies Ag**  
(Exact name of registrant as specified in its charter)

**Federal Republic of Germany  
(State or other jurisdiction  
of incorporation or organization)**

**Not applicable  
(I.R.S. Employer  
Identification Number)**

**Am Campeon 1-12  
D-85579 Neubiberg  
Federal Republic of Germany  
Tel: +49-89-234-0**

(Address and telephone number of registrant's principal executive offices)

**Infineon Technologies North America Corp.  
640 N. McCarthy Blvd  
Milpitas, California 95035  
(408) 501-6000  
Attention: General Counsel  
(Name, address, and telephone number of agent for service)**

*Copies to:*  
**John A. Burgess  
Timothy J. Corbett  
Wilmer Cutler Pickering  
Hale and Dorr LLP  
10 Noble Street  
London EC2V 7QJ  
United Kingdom  
Tel. +44-20-7645-2400  
Fax. +44-20-7645-2424**

**APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:** As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, please check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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SIGNATURES  
EX-10.2

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**Explanatory Note**

Infineon Technologies AG ( the Company ) is filing this Amendment No. 1 to the registration statement on Form F-3 (the Registration Statement ), which was originally filed with the Securities and Exchange Commission on July 16, 2009, for the sole purpose of filing a newly redacted version of an exhibit for which the Company has requested confidential treatment. This Amendment No. 1 continues to speak as of the date of the original filing of the Registration Statement, and the Company has not updated the disclosures contained therein to reflect any events that occurred at a later date.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this Amendment No. 1 to this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Munich, on December 22, 2009.

Infineon Technologies AG

By: /s/ Peter Bauer

Name: Peter Bauer

Title: Member of the Management Board  
and Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Dr. Marco Schröter

Name: Dr. Marco Schröter

Title: Member of the Management Board  
and Chief Financial Officer (Principal  
Financial Officer and Principal  
Accounting Officer)

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Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to this registration statement on Form F-3 has been signed by the following persons in the capacities indicated on December 22, 2009.

Signature	Title
/s/ Peter Bauer Peter Bauer	Member of the Management Board and Chief Executive Officer (Principal Executive Officer)
/s/ Dr. Marco Schröter Dr. Marco Schröter	Member of the Management Board and Chief Financial Officer (Principal Financial and Accounting Officer)
*	Member of the Management Board
Prof. Dr. Hermann Eul *	Member of the Management Board
Dr. Reinhard Ploss	

\*By: /s/ Peter Bauer  
Name: Peter Bauer  
Title: Attorney-in-Fact

\*By: /s/ Dr. Marco Schröter  
Name: Dr. Marco Schröter  
Title: Attorney-in-Fact  
INFINEON TECHNOLOGIES NORTH AMERICA CORP.

By: /s/ Greg Bibbes  
Name: Greg Bibbes  
Title: General Counsel  
(Authorized representative in the United States)