

Qimonda AG
Form 6-K
February 05, 2008

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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
For the month of February 2008**

QIMONDA AG

Gustav-Heinemann-Ring 212

D-81739 Munich

Federal Republic of Germany

Tel: +49-89-60088-0

(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-_____.

This Report on Form 6-K is incorporated by reference into the registration statement on Form F-3, File No. 333-145983, and into the prospectus that forms a part of this registration statement.

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SIGNATURES

Exhibit 3(i)

Exhibit 10(iv)

Exhibit 10(v)

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Explanatory Note

This 6-K contains the following exhibits, which are hereby incorporated by reference as Exhibits 3(i), 10(iv) and 10(v) respectively, to our Registration Statement on Form F-3, Registration No. 333-145983.

Exhibit

No.	Description
3(i)	Articles of Association of Qimonda AG, as amended. (English translation)
10(iv)	Amendment No. 5 to the Joint Venture Agreement between Nanya Technology Corporation and Qimonda AG of November 13, 2007.
10(v)	IT Transformation Agreement by and between Infineon Technologies AG and Qimonda AG effective as of October 1, 2007.

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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.

QIMONDA AG

Date: February 5, 2008

By: /s/ Kin Wah Loh
Kin Wah Loh
Chief Executive Officer and
Chairman of the Management Board

By: /s/ Dr. Michael Majerus
Dr. Michael Majerus
Chief Financial Officer and
Member of the Management Board