Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
GEMALTO RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 06/01/2004

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

GEMALTO, INC.

ARBORETUM PLAZA II
9442 CAPITAL OF TEXAS HWY. NORTH, S
AUSTIN, TX 78759

2b Employer Identification Number (EIN)
52-1674023

2c Sponsor's telephone number
512-257-3989

2d Business code (see instructions)
334410

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	REBECCA CAPO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	719
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	617
b	Retired or separated participants receiving benefits	**6b**	7
c	Other retired or separated participants entitled to future benefits	**6c**	246
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	870
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	870
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	843
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2R 2S 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan	**B** Three-digit plan number (PN) ▶	
GEMALTO RETIREMENT SAVINGS PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
GEMALTO, INC.	52-1674023	

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65 71	RECORDKEEPER	20045	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PERMANENT PORTFOLIO 600 MONTGOMERY ST. SUITE 4100 SAN FRANCISCO, CA 94111	0.38%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOTAL RETURN 1633 BROADWAY NEW YORK, NY 10019	0.38%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN CENTURY 4400 MAIN ST 1ST FLOOR KANSAS CITY, MO 64111	0.09%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NATIONWIDE INVESTOR 1000 CONTINENTAL DR STE 400 KING OF PRUSSIA, PA 19406	0.08%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AF EUROPAC GRTH R4 - AMERICAN FUND 95-2566717	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN MID CAP INV - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.40%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN MID CAP VAL - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COL SM CAP GRTH I Z - COLUMBIA MGT P.O. BOX 8081 BOSTON, MA 02266	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MAINSTAY HI YD BND A - NYLIM SERVI 52-2206685	0.55%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WM BLAIR SM CP VAL I - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
GEMALTO RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
GEMALTO, INC.

D Employer Identification Number (EIN)
52-1674023

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: MIP CL 1

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-024	C	4583715

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
GEMALTO RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GEMALTO, INC.

D Employer Identification Number (EIN)
52-1674023

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1287849	1089536
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	1784330	2886993
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	786059	873571
(9) Value of interest in common/collective trusts	1c(9)	4714349	4583715
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	49225231	65340937
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	3	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	57797821	74774752
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	57797821	74774752

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	3712777	
(B) Participants	2a(1)(B)	3533213	
(C) Others (including rollovers)	2a(1)(C)	102091	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		7348081
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	115	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	34726	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		34841
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	39353	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2943438	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		2982791
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	3882431	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3737946	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		144485
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	288638	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		288638

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-22928
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		9175081
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		19950989
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2961722	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		2961722
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	12336	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		12336
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2974058
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		16976931
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PMB HELIN DONOVAN **(2)** EIN: 74-3001153

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
GEMALTO RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GEMALTO, INC.

D Employer Identification Number (EIN)
52-1674023

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Gemalto Retirement Savings Plan

Financial Statements
With Independent Auditors' Report
And Supplemental Schedule

December 31, 2013 and 2012

PMB Helin Donovan
CERTIFIED PUBLIC ACCOUNTANTS

GEMALTO RETIREMENT SAVINGS PLAN
Index to Financial Statements and Supplemental Schedule
December 31, 2013 and 2012

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Statements of Net Assets Available for Benefits, December 31, 2013 and 2012	3
Statement of Changes in Net Assets Available for Benefits, Year Ended December 31, 2013	4
Notes to Financial Statements	5-13
Supplemental Schedule - Assets Held for Investment Purposes at End of Year December 31, 2013 (Unaudited)	14

PMB Helin Donovan
CONSULTANTS & CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

To the Plan Administrator
Gemalto Retirement Savings Plan:

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Gemalto Retirement Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements
Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility
Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter
The supplemental schedule of Assets Held for Investment Purposes at End of Year as of December 31, 2013 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and are is a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

PMB Helin Donovan
CONSULTANTS & CERTIFIED PUBLIC ACCOUNTANTS

Report on Form and Content in Compliance With DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PMB HELIN DONOVAN, LLP

PMB Helin Donovan, LLP

Austin, Texas
October 13, 2014

GEMALTO RETIREMENT SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2013 and 2012

	2013	2012
ASSETS		
Investments, at fair value:		
Mutual funds	$ 64,721,438	$ 48,646,135
Common collective trust	4,583,715	4,714,349
Self-directed brokerage accounts	4,596,028	3,651,278
Total investments, at fair value	73,901,181	57,011,762
Receivables:		
Employer	33,434	36,181
Notes receivable	873,571	786,059
Total receivables	907,005	822,240
TOTAL ASSETS	74,808,186	57,834,002
LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS, AT FAIR VALUE	74,808,186	57,834,002
Adjustment from fair value to contract value for common collective trust	(69,091)	(134,912)
NET ASSETS AVAILABLE FOR BENEFITS	$ 74,739,095	$ 57,699,090

See accompanying notes and independent auditors' report.

GEMALTO RETIREMENT SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2013

ADDITIONS:		
Additions to net assets attributable to:		
Investment income		
Net appreciation in fair value of investments	$	9,651,214
Dividends and interest		2,982,791
Net investment income		12,634,005
Interest on notes receivable		34,726
Contributions		
Participant		3,533,213
Employer		3,710,031
Rollovers		102,091
Total contributions		7,345,335
TOTAL ADDITIONS		20,014,066
DEDUCTIONS:		
Deductions from net assets attributable to:		
Benefits paid to participants		2,961,722
Administrative expenses		12,339
TOTAL DEDUCTIONS		2,974,061
NET INCREASE		17,040,005
NET ASSETS AVAILABLE FOR BENEFITS:		
BEGINNING OF YEAR		57,699,090
END OF YEAR	$	74,739,095

See accompanying notes and independent auditors' report.

NOTE A-DESCRIPTION OF PLAN

The following description of the Gemalto Retirement Savings Plan ("Plan"), sponsored by Gemalto, Inc. ("Plan Sponsor"), provides only general information. Participants should refer to the Plan agreement or Summary Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan with 401(k) deferral option covering all full-time employees of the Plan Sponsor who are age twenty-one or older. The Plan became effective June 1, 2004. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Participant Accounts

Upon eligibility, all employees are automatically enrolled to contribute three percent from gross wages. Employees must affirmatively opt out if they choose not to contribute to the Plan. Each participant's account is credited with the participant's contribution and allocations of (a) the Plan Sponsor's contribution and, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Separate accounts are maintained by the record-keeper for each participant. Each participant may direct their account balance into one or more investment options offered by the Plan, including 27 mutual funds and one common collective trust, or a self-directed brokerage investment option. The self-directed brokerage investment option ("Brokerage Link") allows the participant to direct contributions to be invested in any investment permitted under the Plan, including mutual funds, common stock and bonds.

Contributions

Each year, participants may contribute up 75% of pre-tax annual compensation, as defined in the plan, or to the maximum amount allowed by law ($17,500 in 2013). Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants over 50 years of age may also make catch-up contributions in excess of the annual deferral limitation.

The Plan Sponsor may make matching contributions based on eligible compensation that a participant contributes to the Plan. The Plan Sponsor currently makes Safe Harbor matching contributions of 100% of the first six percent, contributed to the Plan as pretax contributions. The Plan Sponsor may also make profit sharing contributions. The matching and profit sharing Plan Sponsor contributions, if any, are allocated to the participants account in the ratio that the eligible compensation bears to the total eligible compensation paid to all participants.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. A participant is 100% vested in the Plan Sponsor's contribution portion of their accounts plus actual earnings upon date of hire.

Rollovers and Transfers

Participants who have a balance in another qualified employee benefit plan, as described in Section 401(a) of the Internal Revenue Code, may transfer or rollover the lump sum values of their account directly into the Plan, provided it meets the requirements of the Internal Revenue Code.

Payment of Benefits
Benefits become available to participants on the earliest of five events: (1) termination of employment, (2) death of the participant (benefits are payable to the participants spouse or beneficiary), (3) disability of the participant, (4) upon the participant's retirement, or (5) minimum required distributions. Benefits are payable as lump sums, rollover distributions, or installment distributions.

Individual Account (including rollovers)
Terminating participants with vested balances under $1,000 are distributed as soon as administratively possible. If the vested balance is greater than $1,000, the participant may elect whether to take a lump sum distribution (with consent of the participant's spouse, if applicable) or to roll over the distribution to another qualified retirement plan. If the amount of the distribution is more than $1,000 and the participant has not elected either to take the distribution or to rollover the distribution, the distribution will automatically be rolled into a qualified IRA.

On termination of service due to death prior to retirement, the participant's account balance is paid to the participant's spouse or beneficiary in a lump sum or installment payments.

An election of other benefit options can be made (with consent of the participant's spouse, if applicable). Benefit payment options are as follows:

Type of Benefit	Brief Description
Lump sum payment	Participant receives the entire vested account balance in a single payment via a cash distribution, direct rollover distribution, or a combination of the two.
Installment distributions	Participant receives the payment in substantially equal amounts over a period of time. The participant can elect annual or more frequent installments and a lump sum can still be elected at any time during the process.
Life Expectancy Installment Option	Participants age 59 ½ or older may elect to receive a distribution in annual installments over their life expectancy. At any time, the participant may elect to receive all or a specified dollar amount of his remaining vested Account Balance as a lump-sum distribution.

Notes Receivable from Participants
Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their account balance, whichever is less. The notes are secured by the balance in the participant's account and bear interest at rates which commensurate with local prevailing rates as determined quarterly by the Plan administrator. All Plan notes must be repaid in 10 years, and if the loan is not repaid within its stated period, it will be treated as a taxable distribution to the participant. In most cases, repayment of the note will be made through after-tax payroll deductions.

Distributions During Employment
As a general rule, participant's contributions will remain in the Plan as long as the participant remains employed by the Plan Sponsor. The Plan does provide exceptions to this rule for withdrawals of the participant's contributions under certain circumstances (subject to the satisfaction of the Plan Sponsor) that include the following:

- Medical expenses,
- Purchase of a principal residence,
- Post secondary education for participant or their dependents, or
- To prevent eviction from or foreclosure on the participants principal residence.

However, should a participant reach age 59 ½ and not elect to terminate employment, the participant can take an in-service distribution from their vested account balance.

Forfeited Accounts
There are no forfeited accounts due to the fact that participants are immediately 100% vested in both employee and employer contributions.

Plan Expenses
The expenses of operating and maintaining the Plan have been paid by the Plan Sponsor. In the event the Plan Sponsor does not continue to pay the Plan expenses, the Plan expenses will be paid by the Plan and charged on a pro-rata basis to the value of the participants account balances.

NOTE B-SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting
The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Investments are presented at fair value in accordance with GAAP as prescribed for defined contribution plans

Estimates
The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Common Collective Trust
Common collective trust held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts held by the common collective trust because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Income Recognition
The Plan presents in the statement of changes in net assets available for benefits the net appreciation or depreciation in the fair value of its investments, which consists of realized gains or losses and the unrealized appreciation or depreciation on those investments. Purchases and sales of securities are recorded on a settlement date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Investment Valuation
Investments are reflected in the accompanying statements of net assets available for benefits at their estimated fair values. Fair value at December 31, 2013 and 2012, as determined by the Trustee, is based primarily on the quoted market prices of the underlying securities. Money market investments are valued at cost plus accrued earnings, which approximates fair value, as determined by the Trustee. Because of the inherent uncertainty of these valuations, the estimated values may differ from the actual fair values that may or may not be ultimately realized.

The Plan maintains the Brokerage Link self-directed brokerage option, which are more diversely directed by the participants into equities and bonds. These securities are reported at the quoted market price on the last business day of the year. For securities that are not traded regularly and for which no market value was available, the Plan Sponsor has estimated the value based on over-the-counter negotiated market price. For the Plan year ended December 31, 2013 and 2012, estimates of such unvalued securities were zero.

Certified Investments
Other than the fair value of the common collective trust and the related adjustment from fair value to contract value for fully benefit-responsive investment contracts, certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2013 and 2012, and net appreciation in fair value of investments, interest and dividends for the year ended December 31, 2013, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company, (the trustee of the Plan). The contract value of the common collective trust was certified by the trustee.

Payment of Benefits
Benefits are recorded when paid.

Notes Receivable from Participants
Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent participant loans are classified as distributions based upon the terms of the plan document. As of December 31, 2013, $34,726 was recorded as interest income on notes receivable from participants.

Administrative Expenses
Certain administrative expenses, including legal and accounting, are paid by the Plan Sponsor and, accordingly, are not reflected in the accompanying financial statements of the Plan. Certain transaction processing fees are charged to the participants and, therefore, are reflected in the accompanying statement of changes in net assets available for benefits as administrative expenses.

Income Tax
GAAP requires the Plan Sponsor to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Subsequent Events
The Plan Sponsor evaluates events that occur subsequent to the balance sheet date of periodic reports, but before financial statements are issued for periods ending on such balance sheet dates, for possible adjustment to such financial statements or other disclosure. This evaluation generally occurs through the date at which the Plan Sponsor's financial statements are electronically prepared for filing with Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. For the financial statements as of and for the period ending December 31, 2013, this date was October 13, 2014.

NOTE C-INVESTMENTS (UNAUDITED)

The following presents investments that are 5% or more of the Plan's net assets at December 31, 2013 and 2012:

Investments		**2013**		**2012**
Common Collective Trust:				
Fidelity Managed Income Portfolio	$	4,583,715	$	4,714,349
Mutual Funds:				
Fidelity Balanced K	$	8,641,488	$	7,661,293
Fidelity Contrafund K	$	5,912,078	$	3,976,346
Fidelity Spartan 500 Index Investor*	$	*	$	4,451,462
Fidelity Capital Appreciation K	$	4,656,157	$	3,230,446
American Fund Euro Pacific Growth R4	$	3,918,809	$	3,337,397
Vanguard 500 Index Signal	$	5,085,361	$	3,563,368
Artisan Mid Cap Investment	$	5,162,047	$	3,764,899
Brokerage Accounts:				
Fidelity Brokerage Link	$	4,596,028	$	3,651,276

* Represents 5% or more of the Plan's net assets at December 31, 2012 only.

During 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $9,651,214 as follows:

Mutual Funds	$9,217,838
Brokerage Accounts	433,376
	$9,651,214

One of the investment options offered through Fidelity is the Fidelity Brokerage Link option, which enables a participant to invest in individual common stocks, preferred stocks, mutual funds, corporate bonds, Fidelity funds, and short-term investments as stipulated in the Plan document. The Plan does not guarantee any rates of return or investment results.

The Plan allows participants to invest in a common collective trust. The portfolio is an open-end commingled pool that invests funds in fixed-income securities, bond funds, future contracts, swap agreements and wrapper contracts. Investments in the underlying funds are valued at their closing net asset value each business day. The actual crediting interest rate is calculated using a dollar weighted yield to maturity. The credited interest rate and average yield on the fund was 1.02% and 1.70%, respectively, for 2013.

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustees have certified that the following data included in the accompanying financial statements and supplemental schedule are complete and accurate:

a. Investments, as shown in the Statements of Net Assets Available for Benefits, as of December 31, 2013 and 2012.
b. Net appreciation in fair value of investments, dividends and interest, as shown in the Statement of Changes in Net Assets Available for Benefits, for the year ended December 31, 2013.
c. The Schedule of Assets Held for Investment Purposes at End of Year as of December 31, 2013, as shown in the attached schedule at page 14.

The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

NOTE D-FAIR VALUE MEASUREMENTS

The Plan discloses a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Unadjusted exchange quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 Quoted prices in markets that are not active, or inputs that are observable either directly or indirectly (i.e., quoted prices on similar assets), for substantially the full term of the asset or liability;

Level 3 Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

The following tables present the Plan's fair value hierarchy for its investments measured at fair value on a recurring basis as of December 31, 2013 and 2012.

		Fair Value Measurements at Reporting Date Using:		
	December 31, 2013	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Investments:				
Investment securities:				
Mutual funds				
Index funds	$ 7,829,680	$ 7,829,680	$ —	$ —
Growth funds	28,020,712	28,020,712	—	—
Fixed income funds	5,926,487	5,926,487	—	—
Target funds	15,455,776	15,455,776	—	—
Foreign funds	3,918,809	3,918,809	—	—
Value funds	3,569,974	3,569,974	—	—
Common collective trust	4,583,715	—	4,583,715	—
Brokerage Link	4,596,028	4,596,028	—	—
Total investments	$ 73,901,181	$ 69,317,466	$ 4,583,715	$

		Fair Value Measurements at Reporting Date Using:		
	December 31, 2012	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Investments:				
Investment securities:				
Mutual funds				
Index funds	$ 5,101,479	$ 5,101,479	$ —	$ —
Growth funds	20,956,501	20,956,501	—	—
Fixed income funds	6,527,061	6,527,061	—	—
Target funds	10,006,642	10,006,642	—	—
Foreign funds	3,337,397	3,337,397	—	—
Value funds	2,717,055	2,717,055	—	—
Common collective trust	4,714,349	—	4,714,349	—
Brokerage Link	3,651,278	3,651,278	—	—
Total investments	$ 57,011,762	$ 52,297,413	$ 4,714,349	$ —

The investment securities are reported at fair value utilizing Level 1 and Level 2 inputs. The prices for these instruments are obtained through the Plan Trustee with whom the Plan Sponsor has historically transacted both purchases and sales of investment securities. Prices obtained from these sources include market quotations and matrix pricing. The fair value measurements consider observable data that may include market quotes, market spreads and cash flows, among other things. Management reviews the data and assumptions used in pricing the securities by its third party providers to ensure the lowest level of significant input is market observable data.

NOTE E-NONPARTICIPANT-DIRECTED INVESTMENTS

The Plan's participants direct all investments. There are no non-participant directed investments as of December 31, 2013 and 2012.

NOTE F-PARTY- IN- INTEREST TRANSACTIONS

The Plan Sponsor paid certain Plan expenses totaling approximately $6,695 in 2013, for administrative fees and other charges from Fidelity Management Trust Company (the trustee of the Plan).

The trustee and the administrator of the Plan receive fees from administration and investment management. The investments of the Plan are maintained in a trust that was managed by the Plan's trustee as of December 31, 2013.

NOTE G-PLAN TERMINATION

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE H-FIDELITY BOND

The Plan was covered by a $500,000 and $756,500 Fidelity Bond at December 31, 2013 and 2012, respectively.

NOTE I-INCOME TAX STATUS

The Plan document is covered by the Internal Revenue Service ("IRS") determination letter dated December 15, 2009. The IRS made a favorable determination that the Plan document is in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements. GAAP requires the Plan Sponsor to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

NOTE J-RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2013 and 2012:

	2013	2012
Net assets available for benefits per the financial statements	$ 74,739,095	$ 57,699,090
Add: Adjustment to contract value	69,091	134,912
Less: 2013 Employer contribution receivable	(33,434)	(36,181)
Net assets available for benefits per the Form 5500	$ $74,774,752	$ $57,797,821

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2013:

Total net increase per the financial statements	$ 17,040,005
Less: Change in contract value	(65,821)
Less: 2013 Employer contribution receivable	(33,434)
Add: 2012 Employer contribution receivable	36,181
Net increase per the Form 5500	$ 16,976,931

Gemalto Retirement Savings Plan
Plan Sponsor EIN: 52-1674023
Plan Number: 49157
Supplemental Schedule -Assets Held for Investment Purposes at End of Year
December 31, 2013
(Unaudited)

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
Common Collective Trust				
*	Fidelity	Fidelity Managed Income Portfolio	**	$ 4,583,715
Mutual Funds				
	Vanguard	500 Index Signal Fund	**	5,085,361
	Vanguard	Extended Market Index Signal Fund	**	2,744,319
	Vanguard	Windsor II Investor Fund	**	3,569,974
	American Funds	Europacific Growth R4 Fund	**	3,918,809
	Artisan	Mid Cap Investment Fund	**	5,162,047
	Artisan	Mid Cap Value Investor Fund	**	1,190,811
	Columbia	Small Cap Growth I Z Fund	**	1,238,475
	William Blair	Small Cap Value I Fund	**	1,219,293
*	Fidelity	Contrafund K Fund	**	5,912,078
*	Fidelity	Balanced K Fund	**	8,641,488
*	Fidelity	Capital Appreciation K Fund	**	4,656,157
*	Fidelity	Retire MMKT Fund	**	363
*	Fidelity	Freedom K Income Fund	**	782,487
*	Fidelity	Freedom K 2000 Fund	**	53,886
*	Fidelity	Freedom K 2010 Fund	**	1,067,842
*	Fidelity	Freedom K 2020 Fund	**	1,790,228
*	Fidelity	Freedom K 2030 Fund	**	2,386,438
*	Fidelity	Freedom K 2040 Fund	**	2,184,728
*	Fidelity	Freedom K 2005 Fund	**	2,051
*	Fidelity	Freedom K 2015 Fund	**	972,163
*	Fidelity	Freedom K 2025 Fund	**	1,831,134
*	Fidelity	Freedom K 2035 Fund	**	2,612,541
*	Fidelity	Freedom K 2045 Fund	**	1,547,889
*	Fidelity	Freedom K 2050 Fund	**	793,899
*	Fidelity	Freedom K 2055 Fund	**	212,977
*	Fidelity	Spartan 500 Index Investor Fund	**	3,598,541
	MainStay	High Yield Corporate Bond A Fund	**	1,545,459
				64,721,438
Self -Directed Brokerage Accounts				
*	Fidelity	Brokerage Link - Various, including Mutual Funds, corporate stocks, corporate bonds	**	4,596,028
*	**Participant Loans**	Various 4.25% to 6.00%		873,571
	Total Assets Held for Investment Purposes			$ **74,774,752**

* **Party-in-interest**
** **Self-directed investment**

Gemalto Retirement Savings Plan

Financial Statements
With Independent Auditors' Report
And Supplemental Schedule

December 31, 2013 and 2012

PMB Helin Donovan
CERTIFIED PUBLIC ACCOUNTANTS

GEMALTO RETIREMENT SAVINGS PLAN
Index to Financial Statements and Supplemental Schedule
December 31, 2013 and 2012

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Statement of Changes in Net Assets Available for Benefits, Year Ended December 31, 2013	4
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PMB Helin Donovan
CONSULTANTS & CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

To the Plan Administrator
Gemalto Retirement Savings Plan:

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Gemalto Retirement Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements
Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility
Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter
The supplemental schedule of Assets Held for Investment Purposes at End of Year as of December 31, 2013 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and are is a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

PMB Helin Donovan
CONSULTANTS & CERTIFIED PUBLIC ACCOUNTANTS

Report on Form and Content in Compliance With DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PMB HELIN DONOVAN, LLP

PMB Helin Donovan, LLP

Austin, Texas
October 13, 2014

GEMALTO RETIREMENT SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2013 and 2012

	2013	2012
ASSETS		
Investments, at fair value:		
Mutual funds	$ 64,721,438	$ 48,646,135
Common collective trust	4,583,715	4,714,349
Self-directed brokerage accounts	4,596,028	3,651,278
Total investments, at fair value	73,901,181	57,011,762
Receivables:		
Employer	33,434	36,181
Notes receivable	873,571	786,059
Total receivables	907,005	822,240
TOTAL ASSETS	74,808,186	57,834,002
LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS, AT FAIR VALUE	74,808,186	57,834,002
Adjustment from fair value to contract value for common collective trust	(69,091)	(134,912)
NET ASSETS AVAILABLE FOR BENEFITS	$ 74,739,095	$ 57,699,090

See accompanying notes and independent auditors' report.

GEMALTO RETIREMENT SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2013

ADDITIONS:		
Additions to net assets attributable to:		
Investment income		
Net appreciation in fair value of investments	$	9,651,214
Dividends and interest		2,982,791
Net investment income		12,634,005
Interest on notes receivable		34,726
Contributions		
Participant		3,533,213
Employer		3,710,031
Rollovers		102,091
Total contributions		7,345,335
TOTAL ADDITIONS		20,014,066
DEDUCTIONS:		
Deductions from net assets attributable to:		
Benefits paid to participants		2,961,722
Administrative expenses		12,339
TOTAL DEDUCTIONS		2,974,061
NET INCREASE		17,040,005
NET ASSETS AVAILABLE FOR BENEFITS:		
BEGINNING OF YEAR		57,699,090
END OF YEAR	$	74,739,095

See accompanying notes and independent auditors' report.

NOTE A-DESCRIPTION OF PLAN

The following description of the Gemalto Retirement Savings Plan ("Plan"), sponsored by Gemalto, Inc. ("Plan Sponsor"), provides only general information. Participants should refer to the Plan agreement or Summary Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan with 401(k) deferral option covering all full-time employees of the Plan Sponsor who are age twenty-one or older. The Plan became effective June 1, 2004. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Participant Accounts

Upon eligibility, all employees are automatically enrolled to contribute three percent from gross wages. Employees must affirmatively opt out if they choose not to contribute to the Plan. Each participant's account is credited with the participant's contribution and allocations of (a) the Plan Sponsor's contribution and, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Separate accounts are maintained by the record-keeper for each participant. Each participant may direct their account balance into one or more investment options offered by the Plan, including 27 mutual funds and one common collective trust, or a self-directed brokerage investment option. The self-directed brokerage investment option ("Brokerage Link") allows the participant to direct contributions to be invested in any investment permitted under the Plan, including mutual funds, common stock and bonds.

Contributions

Each year, participants may contribute up 75% of pre-tax annual compensation, as defined in the plan, or to the maximum amount allowed by law ($17,500 in 2013). Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants over 50 years of age may also make catch-up contributions in excess of the annual deferral limitation.

The Plan Sponsor may make matching contributions based on eligible compensation that a participant contributes to the Plan. The Plan Sponsor currently makes Safe Harbor matching contributions of 100% of the first six percent, contributed to the Plan as pretax contributions. The Plan Sponsor may also make profit sharing contributions. The matching and profit sharing Plan Sponsor contributions, if any, are allocated to the participants account in the ratio that the eligible compensation bears to the total eligible compensation paid to all participants.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. A participant is 100% vested in the Plan Sponsor's contribution portion of their accounts plus actual earnings upon date of hire.

Rollovers and Transfers

Participants who have a balance in another qualified employee benefit plan, as described in Section 401(a) of the Internal Revenue Code, may transfer or rollover the lump sum values of their account directly into the Plan, provided it meets the requirements of the Internal Revenue Code.

Payment of Benefits
Benefits become available to participants on the earliest of five events: (1) termination of employment, (2) death of the participant (benefits are payable to the participants spouse or beneficiary), (3) disability of the participant, (4) upon the participant's retirement, or (5) minimum required distributions. Benefits are payable as lump sums, rollover distributions, or installment distributions.

Individual Account (including rollovers)
Terminating participants with vested balances under $1,000 are distributed as soon as administratively possible. If the vested balance is greater than $1,000, the participant may elect whether to take a lump sum distribution (with consent of the participant's spouse, if applicable) or to roll over the distribution to another qualified retirement plan. If the amount of the distribution is more than $1,000 and the participant has not elected either to take the distribution or to rollover the distribution, the distribution will automatically be rolled into a qualified IRA.

On termination of service due to death prior to retirement, the participant's account balance is paid to the participant's spouse or beneficiary in a lump sum or installment payments.

An election of other benefit options can be made (with consent of the participant's spouse, if applicable). Benefit payment options are as follows:

Type of Benefit	Brief Description
Lump sum payment	Participant receives the entire vested account balance in a single payment via a cash distribution, direct rollover distribution, or a combination of the two.
Installment distributions	Participant receives the payment in substantially equal amounts over a period of time. The participant can elect annual or more frequent installments and a lump sum can still be elected at any time during the process.
Life Expectancy Installment Option	Participants age 59 ½ or older may elect to receive a distribution in annual installments over their life expectancy. At any time, the participant may elect to receive all or a specified dollar amount of his remaining vested Account Balance as a lump-sum distribution.

Notes Receivable from Participants
Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their account balance, whichever is less. The notes are secured by the balance in the participant's account and bear interest at rates which commensurate with local prevailing rates as determined quarterly by the Plan administrator. All Plan notes must be repaid in 10 years, and if the loan is not repaid within its stated period, it will be treated as a taxable distribution to the participant. In most cases, repayment of the note will be made through after-tax payroll deductions.

Distributions During Employment
As a general rule, participant's contributions will remain in the Plan as long as the participant remains employed by the Plan Sponsor. The Plan does provide exceptions to this rule for withdrawals of the participant's contributions under certain circumstances (subject to the satisfaction of the Plan Sponsor) that include the following:

- Medical expenses,
- Purchase of a principal residence,
- Post secondary education for participant or their dependents, or
- To prevent eviction from or foreclosure on the participants principal residence.

However, should a participant reach age 59 ½ and not elect to terminate employment, the participant can take an in-service distribution from their vested account balance.

Forfeited Accounts
There are no forfeited accounts due to the fact that participants are immediately 100% vested in both employee and employer contributions.

Plan Expenses
The expenses of operating and maintaining the Plan have been paid by the Plan Sponsor. In the event the Plan Sponsor does not continue to pay the Plan expenses, the Plan expenses will be paid by the Plan and charged on a pro-rata basis to the value of the participants account balances.

NOTE B-SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting
The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Investments are presented at fair value in accordance with GAAP as prescribed for defined contribution plans

Estimates
The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Common Collective Trust
Common collective trust held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts held by the common collective trust because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Income Recognition
The Plan presents in the statement of changes in net assets available for benefits the net appreciation or depreciation in the fair value of its investments, which consists of realized gains or losses and the unrealized appreciation or depreciation on those investments. Purchases and sales of securities are recorded on a settlement date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Investment Valuation
Investments are reflected in the accompanying statements of net assets available for benefits at their estimated fair values. Fair value at December 31, 2013 and 2012, as determined by the Trustee, is based primarily on the quoted market prices of the underlying securities. Money market investments are valued at cost plus accrued earnings, which approximates fair value, as determined by the Trustee. Because of the inherent uncertainty of these valuations, the estimated values may differ from the actual fair values that may or may not be ultimately realized.

The Plan maintains the Brokerage Link self-directed brokerage option, which are more diversely directed by the participants into equities and bonds. These securities are reported at the quoted market price on the last business day of the year. For securities that are not traded regularly and for which no market value was available, the Plan Sponsor has estimated the value based on over-the-counter negotiated market price. For the Plan year ended December 31, 2013 and 2012, estimates of such unvalued securities were zero.

Certified Investments
Other than the fair value of the common collective trust and the related adjustment from fair value to contract value for fully benefit-responsive investment contracts, certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2013 and 2012, and net appreciation in fair value of investments, interest and dividends for the year ended December 31, 2013, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company, (the trustee of the Plan). The contract value of the common collective trust was certified by the trustee.

Payment of Benefits
Benefits are recorded when paid.

Notes Receivable from Participants
Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent participant loans are classified as distributions based upon the terms of the plan document. As of December 31, 2013, $34,726 was recorded as interest income on notes receivable from participants.

Administrative Expenses
Certain administrative expenses, including legal and accounting, are paid by the Plan Sponsor and, accordingly, are not reflected in the accompanying financial statements of the Plan. Certain transaction processing fees are charged to the participants and, therefore, are reflected in the accompanying statement of changes in net assets available for benefits as administrative expenses.

Income Tax
GAAP requires the Plan Sponsor to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Subsequent Events
The Plan Sponsor evaluates events that occur subsequent to the balance sheet date of periodic reports, but before financial statements are issued for periods ending on such balance sheet dates, for possible adjustment to such financial statements or other disclosure. This evaluation generally occurs through the date at which the Plan Sponsor's financial statements are electronically prepared for filing with Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. For the financial statements as of and for the period ending December 31, 2013, this date was October 13, 2014.

NOTE C-INVESTMENTS (UNAUDITED)

The following presents investments that are 5% or more of the Plan's net assets at December 31, 2013 and 2012:

Investments		**2013**		**2012**
Common Collective Trust:				
Fidelity Managed Income Portfolio	$	4,583,715	$	4,714,349
Mutual Funds:				
Fidelity Balanced K	$	8,641,488	$	7,661,293
Fidelity Contrafund K	$	5,912,078	$	3,976,346
Fidelity Spartan 500 Index Investor*	$	*	$	4,451,462
Fidelity Capital Appreciation K	$	4,656,157	$	3,230,446
American Fund Euro Pacific Growth R4	$	3,918,809	$	3,337,397
Vanguard 500 Index Signal	$	5,085,361	$	3,563,368
Artisan Mid Cap Investment	$	5,162,047	$	3,764,899
Brokerage Accounts:				
Fidelity Brokerage Link	$	4,596,028	$	3,651,276

* Represents 5% or more of the Plan's net assets at December 31, 2012 only.

During 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $9,651,214 as follows:

Mutual Funds	$9,217,838
Brokerage Accounts	433,376
	$9,651,214

One of the investment options offered through Fidelity is the Fidelity Brokerage Link option, which enables a participant to invest in individual common stocks, preferred stocks, mutual funds, corporate bonds, Fidelity funds, and short-term investments as stipulated in the Plan document. The Plan does not guarantee any rates of return or investment results.

The Plan allows participants to invest in a common collective trust. The portfolio is an open-end commingled pool that invests funds in fixed-income securities, bond funds, future contracts, swap agreements and wrapper contracts. Investments in the underlying funds are valued at their closing net asset value each business day. The actual crediting interest rate is calculated using a dollar weighted yield to maturity. The credited interest rate and average yield on the fund was 1.02% and 1.70%, respectively, for 2013.

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustees have certified that the following data included in the accompanying financial statements and supplemental schedule are complete and accurate:

a. Investments, as shown in the Statements of Net Assets Available for Benefits, as of December 31, 2013 and 2012.
b. Net appreciation in fair value of investments, dividends and interest, as shown in the Statement of Changes in Net Assets Available for Benefits, for the year ended December 31, 2013.
c. The Schedule of Assets Held for Investment Purposes at End of Year as of December 31, 2013, as shown in the attached schedule at page 14.

The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

NOTE D-FAIR VALUE MEASUREMENTS

The Plan discloses a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Unadjusted exchange quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 Quoted prices in markets that are not active, or inputs that are observable either directly or indirectly (i.e., quoted prices on similar assets), for substantially the full term of the asset or liability;

Level 3 Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

The following tables present the Plan's fair value hierarchy for its investments measured at fair value on a recurring basis as of December 31, 2013 and 2012.

		Fair Value Measurements at Reporting Date Using:		
	December 31, 2013	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Investments:				
Investment securities:				
Mutual funds				
Index funds	$ 7,829,680	$ 7,829,680	$ —	$ —
Growth funds	28,020,712	28,020,712	—	—
Fixed income funds	5,926,487	5,926,487	—	—
Target funds	15,455,776	15,455,776	—	—
Foreign funds	3,918,809	3,918,809	—	—
Value funds	3,569,974	3,569,974	—	—
Common collective trust	4,583,715	—	4,583,715	—
Brokerage Link	4,596,028	4,596,028	—	—
Total investments	$ 73,901,181	$ 69,317,466	$ 4,583,715	$

		Fair Value Measurements at Reporting Date Using:		
	December 31, 2012	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Investments:				
Investment securities:				
Mutual funds				
Index funds	$ 5,101,479	$ 5,101,479	$ —	$ —
Growth funds	20,956,501	20,956,501	—	—
Fixed income funds	6,527,061	6,527,061	—	—
Target funds	10,006,642	10,006,642	—	—
Foreign funds	3,337,397	3,337,397	—	—
Value funds	2,717,055	2,717,055	—	—
Common collective trust	4,714,349	—	4,714,349	—
Brokerage Link	3,651,278	3,651,278	—	—
Total investments	$ 57,011,762	$ 52,297,413	$ 4,714,349	$ —

The investment securities are reported at fair value utilizing Level 1 and Level 2 inputs. The prices for these instruments are obtained through the Plan Trustee with whom the Plan Sponsor has historically transacted both purchases and sales of investment securities. Prices obtained from these sources include market quotations and matrix pricing. The fair value measurements consider observable data that may include market quotes, market spreads and cash flows, among other things. Management reviews the data and assumptions used in pricing the securities by its third party providers to ensure the lowest level of significant input is market observable data.

NOTE E-NONPARTICIPANT-DIRECTED INVESTMENTS

The Plan's participants direct all investments. There are no non-participant directed investments as of December 31, 2013 and 2012.

NOTE F-PARTY- IN- INTEREST TRANSACTIONS

The Plan Sponsor paid certain Plan expenses totaling approximately $6,695 in 2013, for administrative fees and other charges from Fidelity Management Trust Company (the trustee of the Plan).

The trustee and the administrator of the Plan receive fees from administration and investment management. The investments of the Plan are maintained in a trust that was managed by the Plan's trustee as of December 31, 2013.

NOTE G-PLAN TERMINATION

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE H-FIDELITY BOND

The Plan was covered by a $500,000 and $756,500 Fidelity Bond at December 31, 2013 and 2012, respectively.

NOTE I-INCOME TAX STATUS

The Plan document is covered by the Internal Revenue Service ("IRS") determination letter dated December 15, 2009. The IRS made a favorable determination that the Plan document is in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements. GAAP requires the Plan Sponsor to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

NOTE J-RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2013 and 2012:

	2013	2012
Net assets available for benefits per the financial statements	$ 74,739,095	$ 57,699,090
Add: Adjustment to contract value	69,091	134,912
Less: 2013 Employer contribution receivable	(33,434)	(36,181)
Net assets available for benefits per the Form 5500	$ $74,774,752	$ $57,797,821

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2013:

Total net increase per the financial statements	$ 17,040,005
Less: Change in contract value	(65,821)
Less: 2013 Employer contribution receivable	(33,434)
Add: 2012 Employer contribution receivable	36,181
Net increase per the Form 5500	$ 16,976,931

Gemalto Retirement Savings Plan
Plan Sponsor EIN: 52-1674023
Plan Number: 49157
Supplemental Schedule -Assets Held for Investment Purposes at End of Year
December 31, 2013
(Unaudited)

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
Common Collective Trust				
*	Fidelity	Fidelity Managed Income Portfolio	**	$ 4,583,715
Mutual Funds				
	Vanguard	500 Index Signal Fund	**	5,085,361
	Vanguard	Extended Market Index Signal Fund	**	2,744,319
	Vanguard	Windsor II Investor Fund	**	3,569,974
	American Funds	Europacific Growth R4 Fund	**	3,918,809
	Artisan	Mid Cap Investment Fund	**	5,162,047
	Artisan	Mid Cap Value Investor Fund	**	1,190,811
	Columbia	Small Cap Growth I Z Fund	**	1,238,475
	William Blair	Small Cap Value I Fund	**	1,219,293
*	Fidelity	Contrafund K Fund	**	5,912,078
*	Fidelity	Balanced K Fund	**	8,641,488
*	Fidelity	Capital Appreciation K Fund	**	4,656,157
*	Fidelity	Retire MMKT Fund	**	363
*	Fidelity	Freedom K Income Fund	**	782,487
*	Fidelity	Freedom K 2000 Fund	**	53,886
*	Fidelity	Freedom K 2010 Fund	**	1,067,842
*	Fidelity	Freedom K 2020 Fund	**	1,790,228
*	Fidelity	Freedom K 2030 Fund	**	2,386,438
*	Fidelity	Freedom K 2040 Fund	**	2,184,728
*	Fidelity	Freedom K 2005 Fund	**	2,051
*	Fidelity	Freedom K 2015 Fund	**	972,163
*	Fidelity	Freedom K 2025 Fund	**	1,831,134
*	Fidelity	Freedom K 2035 Fund	**	2,612,541
*	Fidelity	Freedom K 2045 Fund	**	1,547,889
*	Fidelity	Freedom K 2050 Fund	**	793,899
*	Fidelity	Freedom K 2055 Fund	**	212,977
*	Fidelity	Spartan 500 Index Investor Fund	**	3,598,541
	MainStay	High Yield Corporate Bond A Fund	**	1,545,459
				64,721,438
Self -Directed Brokerage Accounts				
*	Fidelity	Brokerage Link - Various, including Mutual Funds, corporate stocks, corporate bonds	**	4,596,028
*	**Participant Loans**	Various 4.25% to 6.00%		873,571
	Total Assets Held for Investment Purposes			$ **74,774,752**

* **Party-in-interest**
** **Self-directed investment**