

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A	This return/report is for: <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div> ☐ a multiemployer plan; </div> <div> ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or </div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div> ☒ a single-employer plan; </div> <div> ☐ a DFE (specify) ____ </div> </div>
B	This return/report is: <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div> ☐ the first return/report; </div> <div> ☐ the final return/report; </div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div> ☐ an amended return/report; </div> <div> ☐ a short plan year return/report (less than 12 months). </div> </div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div> ☒ Form 5558; </div> <div> ☐ automatic extension; </div> <div> ☐ the DFVC program; </div> </div> <div style="margin-top: 5px;"> ☐ special extension (enter description) </div>

Part II	Basic Plan Information —enter all requested information			
1a	Name of plan <u>GEMALTO RETIREMENT SAVINGS PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>001</u>	
		1c	Effective date of plan <u>06/01/2004</u>	
2a	Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>GEMALTO, INC.</u> <u>ARBORETUM PLAZA II</u> <u>9442 CAPITAL OF TEXAS HWY. NORTH, S</u> <u>AUSTIN, TX 78759</u>		2b	Employer Identification Number (EIN) <u>52-1674023</u>
		2c	Plan Sponsor's telephone number <u>512-257-3989</u>	
		2d	Business code (see instructions) <u>334410</u>	

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.	<u>10/02/2015</u>	<u>REBECCA CAPO</u>
	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 ☒ Same as Plan Sponsor		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	870
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).			
a(1) Total number of active participants at the beginning of the plan year		6a(1)	617
a(2) Total number of active participants at the end of the plan year		6a(2)	681
b Retired or separated participants receiving benefits		6b	8
c Other retired or separated participants entitled to future benefits.....		6c	255
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	944
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	1
f Total. Add lines 6d and 6e		6f	945
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	902
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: 2J 2K 2R 2S 2T 3D 2E 2F 2G			
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) ☒ Trust		(3) ☒ 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		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(3) ☐ A (Insurance Information)	
		(4) ☒ C (Service Provider Information)	
		(5) ☒ D (DFE/Participating Plan Information)	
		(6) ☐ G (Financial Transaction Schedules)	

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

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

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)..... ☒ 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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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	21503	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

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.	
GLENMEDE LARGE CAP GROWTH 1650 MARKET ST. SUITE 1200 PHILADELPHIA, PA 19103	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.	
AMANA MUTUAL FUND TRUST GROWTH 1300 NORTH STATE STREET BELLINGHAM, WA 98225	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.	
AMANA MUTUAL FUND TRUST INCOME 1300 NORTH STATE STREET BELLINGHAM, WA 98225	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.	
PERMANENT PORTFOLIO 600 MONTGOMERY ST. SUITE 4100 SAN FRANCISCO, CA 94111-2702	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 CLASS D 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.	
JANUS TRITON FUND CLASS T SHARES 151 DETROIT ST. DENVER, CO 80206	0.35%	

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.
AMERICAN CENTURY GLOBAL GROWTH INVE 4400 MAIN ST 1ST FLOOR KANSAS CITY, MO 64111	0.35%	
(a) Enter service provider name as it appears on line 2		(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 DESTIN MOD AGRR 1000 CONTINENTAL DR STE 400 KING OF PRUSSIA, PA 19406-2850	0.10%	
(a) Enter service provider name as it appears on line 2		(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 GROWTH R5 - AMERICAN FU 95-2566717	0.05%	

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.	
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%	
(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%	

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.	
COL SM CAP GRTH I Z - COLUMBIA MGT 04-2838628	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%	
(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 YLD BD I - NYLIM SERVI 52-2206685	0.15%	

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

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:

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>GEMALTO RETIREMENT SAVINGS PLAN</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GEMALTO, INC.</u>		D Employer Identification Number (EIN) <u>52-1674023</u>

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)	1089536	1289956
(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)	2886993	3062823
(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)	873571	987549
(9) Value of interest in common/collective trusts	1c(9)	4583715	4922303
(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)	65340937	73360792
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	0	-3216

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	74774752	83620207

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	74774752	83620207
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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)	3705540	
(B) Participants	2a(1)(B)	4049408	
(C) Others (including rollovers)	2a(1)(C)	340170	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		8095118
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	129	
(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)	39305	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		39434
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	58856	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	5321042	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		5379898
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	5007854	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	5014436	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-6582
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	-39824	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-39824

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		48325
(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)		-520220
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		12996149

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	4113512	
(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)		4113512
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		26493
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)	10689	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		10689
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		4150694

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		8845455
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) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ 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:

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.).....

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.).....

	Yes	No	Amount
4a	X		233243
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.)		X	
4c			
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.)		X	
4d			
e Was this plan covered by a fidelity bond?	X		500000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
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?		X	
4g			
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?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
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.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
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.		X	
4n			

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 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

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

Part I	Distributions
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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): <u>04-6568107</u>	
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 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
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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.
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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, 2014 and 2013



GEMALTO RETIREMENT SAVINGS PLAN
Index to Financial Statements and Supplemental Schedule
December 31, 2014 and 2013

	Page
Independent Auditors' Report	1
Statements of Net Assets Available for Benefits, December 31, 2014 and 2013	3
Statement of Changes in Net Assets Available for Benefits, Year Ended December 31, 2014	4
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Supplemental Schedule - Assets Held for Investment Purposes at End of Year December 31, 2014 (Unaudited)	13
Supplemental Schedule – Delinquent Participant Contributions December 31, 2014 (Unaudited)	14

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, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, 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 3, 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, 2014 and 2013, 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, 2014 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.

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*

October 1, 2015

GEMALTO RETIREMENT SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2014 and 2013

	2014	2013
ASSETS		
Investments, at fair value:		
Mutual funds	\$ 72,632,959	\$ 64,721,438
Self-directed brokerage accounts	5,077,397	4,596,028
Total investments, at fair value	<u>77,710,356</u>	<u>69,317,466</u>
Investment, at contract value:		
Common collective trust	4,850,356	4,514,624
Total investment, at contract value	<u>4,850,356</u>	<u>4,514,624</u>
Receivables:		
Participant	115,711	-
Employer	144,070	33,434
Notes receivable	987,549	873,571
Total receivables	<u>1,247,330</u>	<u>907,005</u>
TOTAL ASSETS	83,808,042	74,739,095
LIABILITIES		
Other liabilities	<u>-</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 83,808,042</u></u>	<u><u>\$ 74,739,095</u></u>

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, 2014

ADDITIONS:

Additions to net assets attributable to:

Investment income

Net depreciation in fair value of investments \$ (521,031)

Dividends and interest 5,379,898

Net investment income 4,858,867

Interest on notes receivable 39,305

Contributions

Participant 4,165,119

Employer 3,816,177

Rollovers 340,170

Total contributions 8,321,466

TOTAL ADDITIONS 13,219,638

DEDUCTIONS:

Deductions from net assets attributable to:

Benefits paid to participants 4,113,512

Deemed distributions 26,493

Administrative expenses 10,686

TOTAL DEDUCTIONS 4,150,691

NET INCREASE 9,068,947

NET ASSETS AVAILABLE FOR BENEFITS:

BEGINNING OF YEAR 74,739,095

END OF YEAR \$ 83,808,042

See accompanying notes and independent auditors' report.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

NOTE 1. 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 covering all employees of the Plan Sponsor, as defined, who are not leased employees, not independent contractors, not covered by a collective bargaining agreement, not a resident of Puerto Rico, or a nonresident alien without U.S. source income from the Employer. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The trustee of the Plan is Fidelity Management Trust Company (the “Trustee”). The Plan Sponsor acts as the administrator of the Plan.

Contributions

Each year, participants may contribute up to 75% of their eligible compensation subject to certain Internal Revenue Code (“IRC”) limitations or the maximum amount allowed by law (\$17,500 for 2014) of pretax annual compensation, as defined in the Plan. If no election is made within 30 days of becoming eligible, the participant is automatically enrolled in the Plan at a deferral rate of 3.0%. This Plan also allows for catch-up contributions for participants over 50 years of age, (\$5,500 for 2014) of pretax annual compensation. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

The Plan Sponsor matches 100% of a participant’s elective deferrals up to 6.0% of the participant’s eligible earnings, as defined. Additionally, the Plan allows the Plan Sponsor to make a nonelective contribution, although the Plan Sponsor is not required to do so. To be eligible for this contribution, participants must complete 1,000 hours of service, as defined, during the Plan year, and be employed on the last day of the Plan year. For the 2014 plan year, a nonelective contribution totaling \$740,419 was made by the Plan Sponsor, and is included in Employer Contributions on the accompanying Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2014. This nonelective contribution is allocated to each participant based on the ratio of an individual participant’s eligible compensation to the total eligible compensation of all eligible participants. Contributions are subject to certain limitations.

Investments

Participants direct the investment of their contributions and the Plan Sponsor contributions into various investment options offered by the Plan. The Plan currently offers approximately twenty-six mutual funds and one common collective trust as investment options for participants. Additionally, the Plan allows participants to invest outside of the standard Plan options through the use of a participant directed brokerage account, which enables a participant to invest in individual common stocks, preferred stocks, mutual funds, corporate bonds, and short-term investments as stipulated in the Plan document.

Participant Accounts

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.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

(continued)

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, subject to additional limitations if there was another loan outstanding during the twelve months prior to the new loan. 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. Participants may only have one loan outstanding at any given time. All notes must be repaid within a specified period of time, not to exceed 5 year, except those that are used for the purchase of a principal residence, in which case the note can be extended to a period of no more than 10 years. In most cases, repayment of the note will be made through after-tax payroll deductions.

Rollovers and Transfers

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

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.

Payment of Benefits

Benefits become available to participants on occurrence of any of the following events: (1) termination of employment, (2) death of the participant (benefits are payable to the participants spouse or beneficiary), (3) upon the participant's retirement, (4) disability, or (5) minimum required distributions. Benefits are payable as lump sums, rollover distributions, installment distributions over a fixed period of time, or installment distributions over a period of time equal to a participant's life expectancy, as defined.

Individual Account (Including Rollovers)

Terminating employees with vested account balances (including rollovers) below \$1,000 will automatically be paid out.

If the participant is terminated and the vested balance exceeds \$1,000, but is less than \$5,000, the Plan Administrator will direct the balance to be paid. If the participant has not provided distribution instructions, the balance will be distributed to an individual retirement account established in the participant name. If the participants vested account balance exceeds \$5,000, the participants benefits will not be distributed until the participant requests payment from the Plan Administrator. The benefits can be left in the Plan until the participant retires. However, the participant is required to begin taking minimum distributions no later than April 1 of the calendar year following the calendar year the participant turns 70 ½ or terminates employment, whichever is later. In-service withdrawals are permitted after age 59 ½.

Eligible Rollover Distributions

Payments from the Plan that are eligible rollover distributions may be taken in three ways: (1) paid in a direct rollover to an individual retirement account or another eligible retirement plan, (2) paid to the participant, or (3) a combination of the two previous methods. If the participant elects to have plan benefits paid directly to the participant, only 80% is paid as the Plan Administrator is required to withhold 20% of the payment for income tax withholding.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

(continued)

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 Administrator) that include the following:

- Medical expenses,
- Purchase of a principal residence,
- Post-secondary education for participant or their dependents,
- To prevent eviction from or foreclosure on the participants principal residence,
- Payments for funeral services of immediate family members, or
- Expenses for repair to primary residence which qualify for the casualty deduction under the Internal Revenue Code ("IRC")

NOTE 2. 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 accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments are carried at fair value, with the exception of the common collective trust, which is presented at contract value (see Note 5). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see Note 4).

Realized gains (losses) on investment transactions are recorded as the difference between proceeds received and cost. Cost is determined on the average cost basis. Net appreciation (depreciation) in fair value of investments includes the reversal of previously recognized appreciation (depreciation) related to investments sold during the period. Investment securities purchased and sold are recorded on a trade date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date.

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. For the year ended December 31, 2014, \$39,305 was recorded as interest income on notes receivable from participants.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Administrative expenses of the Plan are paid by either the Plan or the Plan Sponsor, as provided in the Plan document.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

(continued)

Recently Issued Accounting Pronouncement

In July 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960) Defined Contribution Pension Plans (Topic 962) Health and Welfare Benefit Plans (Topic 965)*. This ASU modifies existing standards in order to simplify plan reporting. Under the new provisions, fully benefit-responsive investment contracts will be measured, presented, and disclosed only at contract value. This ASU also removes the requirements for plans to disclose (1) individual investments that represent 5 percent or more of net assets available for benefits and (2) the net appreciation or depreciation for investments at the disaggregated level. Additionally, the ASU will allow for the use of a near-period-end net asset value as a practical expedient for the measurement of investment and invest-related accounts. These amendments are effective for fiscal years beginning after December 15, 2015, with earlier adoption permitted. The Plan has elected to early adopt the provisions of this ASU for the year ended December 31, 2014.

Change of Accounting Principal

As noted previously, the Plan adopted ASU 2015-12 for the year ended December 31, 2014. Accordingly, the Plan no longer measures its fully benefit-responsive investment contracts at fair value, only at contract value. This change in accounting principal reduces the overall complexity of the financial statements while also simplifying the preparation process.

As prescribed in ASU 2015-12, the amendments described above were applied retrospectively to the financials statements. This application had no affect on the ending net assets available for benefits as of December 31, 2013.

NOTE 3. INVESTMENTS (UNAUDITED)

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 Trustee of the Plan, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- a. Investments and notes receivable from participants, as shown in the Statements of Net Assets Available for Benefits, as of December 31, 2014 and 2013.
- b. Dividends and net depreciation in fair value of investments, as shown in the Statement of Changes in Net Assets Available for Benefits, for the year ended December 31, 2014.
- c. The Schedule of Assets Held for Investment Purposes at End of Year as of December 31, 2014, as shown in the attached schedule at page 13.

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.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

(continued)

NOTE 4. FAIR VALUE MEASUREMENTS

ASC Topic 820, *Fair Value Measurement and Disclosures*, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. This topic also establishes a fair value hierarchy which requires classification based on observable and unobservable inputs when measuring fair value. The fair value hierarchy distinguishes between assumptions based on market data (observable inputs) and an entity's own assumptions (unobservable inputs). The hierarchy consists of three levels:

- Level one — Quoted market prices in active markets for identical assets or liabilities;
- Level two — Inputs other than level one inputs that are either directly or indirectly observable; and
- Level three — Unobservable inputs developed using estimates and assumptions, which are developed by the reporting entity and reflect those assumptions that a market participant would use.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value:

- *Mutual funds* are valued based on quoted market prices in active markets.
- *Brokerage link assets* consist almost entirely of common stock and mutual funds, which are valued based on quoted market prices in active markets. The remaining investments in the brokerage link accounts are no significant to the overall financial statements.

There have been no changes in the methodologies used as of December 31, 2014. The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

(continued)

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, 2014 and 2013.

			Fair Value Measurements at Reporting Date Using:					
			Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)			
December 31, 2014								
Investments:								
Investment securities:								
Mutual funds								
Large cap	\$	31,239,586	\$	31,239,586	\$	—	\$	—
Target date		19,786,398		19,786,398		—		—
Mid cap		8,995,941		8,995,941		—		—
Income		6,400,180		6,400,180		—		—
International		3,811,634		3,811,634		—		—
Small Cap		2,398,822		2,398,822		—		—
Other		398		398		—		—
Brokerage Link		5,077,397		5,077,397		—		—
Total investments	\$	77,710,356	\$	77,710,356	\$	—	\$	—

			Fair Value Measurements at Reporting Date Using:					
			Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)			
December 31, 2013								
Investments:								
Investment securities:								
Mutual funds								
Large cap	\$	27,865,058	\$	27,865,058	\$	—	\$	—
Target date		15,455,776		15,455,776		—		—
Mid cap		9,097,177		9,097,177		—		—
Income		5,926,487		5,926,487		—		—
International		3,918,809		3,918,809		—		—
Small Cap		2,457,768		2,457,768		—		—
Other		363		363		—		—
Brokerage Link		4,596,028		4,596,028		—		—
Total investments	\$	69,317,466	\$	69,317,466	\$	—	\$	—

The Plan has no financial instruments which were valued using Level 3 inputs as of December 31, 2014. The Plan recognizes any transfers between levels in the fair value hierarchy as of the end of the reporting period. There were no transfers between levels for the year ended December 31, 2014.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

(continued)

NOTE 5. COMMON COLLECTIVE TRUST

The Fidelity Managed Income Portfolio investment is a collective trust fund sponsored by the Trustee. The beneficial interest of each participant is represented by units. Units are issued and redeemed daily at the Fund's constant net asset value ("NAV") of \$1 per unit. Distribution to the Fund's unit holders is declared daily from the net investment income and automatically reinvested in the Fund on a monthly basis, when paid. It is the policy of the Fund to use its best efforts to maintain a stable net asset value of \$1 per unit; although there is no guarantee that the Fund will be able to maintain this value. Certain events may limit a participant's ability to transact at fair value.

NOTE 6. NONPARTICIPANT-DIRECTED INVESTMENTS

The Plan's participants direct all investments. There are no non-participant directed investments as of December 31, 2014 and 2013.

NOTE 7. PARTY- IN- INTEREST TRANSACTIONS

The Plan Sponsor paid certain Plan expenses totaling approximately \$4,728 during 2014, for administrative fees and other charges from the Trustee.

NOTE 8. 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 9. INCOME TAX STATUS

The Plan document is covered by the Internal Revenue Service ("IRS") determination letter dated March 31, 2014. The IRS made a favorable determination that the Plan document is in compliance with the applicable requirements of the 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 the Plan is no longer subject to income tax examinations for years prior to 2011.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

(continued)

NOTE 10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2014 and 2013:

	<u>2014</u>	<u>2013</u>
Net assets available for benefits per the financial statements	\$ 83,808,042	\$ 74,739,095
Add: Adjustment to present CCT at fair value	71,946	69,091
Less: 2014 Participant contribution receivable	(115,711)	-
Less: 2014 Employer contribution receivable	(144,070)	(33,434)
Net assets available for benefits per the Form 5500	<u>\$ 83,620,207</u>	<u>\$ 74,774,752</u>

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, 2014:

Total net increase per the financial statements	\$ 9,068,947
Less: Change in adjustment to present CCT at fair value	2,855
Less: 2014 Participant contribution receivable	(115,711)
Less: 2014 Employer contribution receivable	(144,070)
Add: 2013 Employer contribution receivable	33,434
Net increase per the Form 5500	<u>\$ 8,845,455</u>

NOTE 11. 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 the Employee Retirement Income Security Act of 1974. For the financial statements as of and for the year ending December 31, 2014, this date was October 1, 2015.

During May 2014, the Plan Sponsor acquired One Source Direct, Inc. and Shoreline Business Solutions, Inc. During January 2015, the assets of the respective participants, totaling \$6,871,452, were merged into the Plan.

NOTE 12. Prohibited Transaction

During 2014, the Plan Sponsor failed to remit participant contributions in a timely manner. The Plan Sponsor identified one instance, totaling \$233,243, during the year ended December 31, 2014, where participant contributions were remitted to the Plan in violation of Department of Labor ("DOL") regulations. The Plan Sponsor is currently in the process of entering into the DOL Voluntary Fiduciary Correction Program (VFCP) whereby lost earnings on the late remittances will be estimated using the VFCP calculator and remitted to the trust. The lost earnings are expected to be nominal.

GEMALTO RETIREMENT SAVINGS PLAN

Employer Identification Number (EIN) 52-1674023

Plan Number (PN) - 49157

Schedule H, Line 4i - Schedule of Assets Held for Investment Purposes at End of Year
December 31, 2014 (Unaudited)

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lesser of Similar Party	Description of Investment including Maturity Date, Rate of Interest, Collateral, Par of Maturity Value	Cost	Current Value
	Common Collective Trust			
*	Fidelity Investments	Fidelity Managed Income Portfolio	**	\$ 4,850,356
	Mutual funds			
	Vanguard	500 Index Signal Admiral	**	6,266,697
	Vanguard	Extended Market Index Admiral Fund	**	2,922,243
	Vanguard	Windsor II Investor Fund	**	3,930,265
	American Funds	Europacific Growth R5 Fund	**	3,811,634
	Artisan	Mid Cap Institutional Fund	**	5,082,410
	Artisan	Mid Cap Value Investor Fund IS	**	991,288
	Columbia	Small Cap Growth I Y Fund	**	1,061,989
	William Blair	Small Cap Value I Fund	**	1,336,833
*	Fidelity Investments	Contrafund K Fund	**	6,191,455
*	Fidelity Investments	Balanced K Fund	**	9,331,598
*	Fidelity Investments	Capital Appreciation K Fund	**	5,519,571
*	Fidelity Investments	Retirement Money Market Fund	**	398
*	Fidelity Investments	Freedom K Income Fund	**	901,451
*	Fidelity Investments	Freedom K 2005 Fund	**	2,193
*	Fidelity Investments	Freedom K 2010 Fund	**	1,204,379
*	Fidelity Investments	Freedom K 2015 Fund	**	1,059,143
*	Fidelity Investments	Freedom K 2020 Fund	**	2,084,037
*	Fidelity Investments	Freedom K 2025 Fund	**	1,745,584
*	Fidelity Investments	Freedom K 2030 Fund	**	3,173,599
*	Fidelity Investments	Freedom K 2035 Fund	**	3,208,830
*	Fidelity Investments	Freedom K 2040 Fund	**	3,377,395
*	Fidelity Investments	Freedom K 2045 Fund	**	2,367,682
*	Fidelity Investments	Freedom K 2050 Fund	**	1,222,986
*	Fidelity Investments	Freedom K 2055 Fund	**	340,570
*	Fidelity Investments	Spartan US Bond Index Advantage	**	3,698,502
	MainStay	High Yield Corporate BD I Fund	**	1,800,227
				72,632,959
	Self-Directed Brokerage Accounts			
*	Fidelity Investments	Brokerage Link - various, including mutual funds, corporate stocks, corporate bonds		5,077,397
*	Notes receivable from participants	Interest rates at 4.25% - 6.00%		987,549
	Total assets held for investment purposes			\$ 83,548,261
*	Party-in-interest			
**	Self-directed investment			

GEMALTO RETIREMENT SAVINGS PLAN

Employer Identification Number (EIN) 52-1674023

Plan Number (PN) - 49157

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

December 31, 2014 (Unaudited)

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☒	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ -	\$ -	\$ -	\$ 233,243	\$ -

Gemalto Retirement Savings Plan

Financial Statements
With Independent Auditors' Report
And Supplemental Schedule

December 31, 2014 and 2013



GEMALTO RETIREMENT SAVINGS PLAN
Index to Financial Statements and Supplemental Schedule
December 31, 2014 and 2013

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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, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, 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 3, 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, 2014 and 2013, 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, 2014 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.

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*

October 1, 2015

GEMALTO RETIREMENT SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2014 and 2013

	2014	2013
ASSETS		
Investments, at fair value:		
Mutual funds	\$ 72,632,959	\$ 64,721,438
Self-directed brokerage accounts	5,077,397	4,596,028
Total investments, at fair value	<u>77,710,356</u>	<u>69,317,466</u>
Investment, at contract value:		
Common collective trust	4,850,356	4,514,624
Total investment, at contract value	<u>4,850,356</u>	<u>4,514,624</u>
Receivables:		
Participant	115,711	-
Employer	144,070	33,434
Notes receivable	987,549	873,571
Total receivables	<u>1,247,330</u>	<u>907,005</u>
TOTAL ASSETS	83,808,042	74,739,095
LIABILITIES		
Other liabilities	<u>-</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 83,808,042</u></u>	<u><u>\$ 74,739,095</u></u>

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, 2014

ADDITIONS:

Additions to net assets attributable to:

Investment income

Net depreciation in fair value of investments \$ (521,031)

Dividends and interest 5,379,898

Net investment income 4,858,867

Interest on notes receivable 39,305

Contributions

Participant 4,165,119

Employer 3,816,177

Rollovers 340,170

Total contributions 8,321,466

TOTAL ADDITIONS 13,219,638

DEDUCTIONS:

Deductions from net assets attributable to:

Benefits paid to participants 4,113,512

Deemed distributions 26,493

Administrative expenses 10,686

TOTAL DEDUCTIONS 4,150,691

NET INCREASE 9,068,947

NET ASSETS AVAILABLE FOR BENEFITS:

BEGINNING OF YEAR 74,739,095

END OF YEAR \$ 83,808,042

See accompanying notes and independent auditors' report.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

NOTE 1. 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 covering all employees of the Plan Sponsor, as defined, who are not leased employees, not independent contractors, not covered by a collective bargaining agreement, not a resident of Puerto Rico, or a nonresident alien without U.S. source income from the Employer. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The trustee of the Plan is Fidelity Management Trust Company (the “Trustee”). The Plan Sponsor acts as the administrator of the Plan.

Contributions

Each year, participants may contribute up to 75% of their eligible compensation subject to certain Internal Revenue Code (“IRC”) limitations or the maximum amount allowed by law (\$17,500 for 2014) of pretax annual compensation, as defined in the Plan. If no election is made within 30 days of becoming eligible, the participant is automatically enrolled in the Plan at a deferral rate of 3.0%. This Plan also allows for catch-up contributions for participants over 50 years of age, (\$5,500 for 2014) of pretax annual compensation. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

The Plan Sponsor matches 100% of a participant’s elective deferrals up to 6.0% of the participant’s eligible earnings, as defined. Additionally, the Plan allows the Plan Sponsor to make a nonelective contribution, although the Plan Sponsor is not required to do so. To be eligible for this contribution, participants must complete 1,000 hours of service, as defined, during the Plan year, and be employed on the last day of the Plan year. For the 2014 plan year, a nonelective contribution totaling \$740,419 was made by the Plan Sponsor, and is included in Employer Contributions on the accompanying Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2014. This nonelective contribution is allocated to each participant based on the ratio of an individual participant’s eligible compensation to the total eligible compensation of all eligible participants. Contributions are subject to certain limitations.

Investments

Participants direct the investment of their contributions and the Plan Sponsor contributions into various investment options offered by the Plan. The Plan currently offers approximately twenty-six mutual funds and one common collective trust as investment options for participants. Additionally, the Plan allows participants to invest outside of the standard Plan options through the use of a participant directed brokerage account, which enables a participant to invest in individual common stocks, preferred stocks, mutual funds, corporate bonds, and short-term investments as stipulated in the Plan document.

Participant Accounts

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.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

(continued)

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, subject to additional limitations if there was another loan outstanding during the twelve months prior to the new loan. 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. Participants may only have one loan outstanding at any given time. All notes must be repaid within a specified period of time, not to exceed 5 year, except those that are used for the purchase of a principal residence, in which case the note can be extended to a period of no more than 10 years. In most cases, repayment of the note will be made through after-tax payroll deductions.

Rollovers and Transfers

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

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.

Payment of Benefits

Benefits become available to participants on occurrence of any of the following events: (1) termination of employment, (2) death of the participant (benefits are payable to the participants spouse or beneficiary), (3) upon the participant's retirement, (4) disability, or (5) minimum required distributions. Benefits are payable as lump sums, rollover distributions, installment distributions over a fixed period of time, or installment distributions over a period of time equal to a participant's life expectancy, as defined.

Individual Account (Including Rollovers)

Terminating employees with vested account balances (including rollovers) below \$1,000 will automatically be paid out.

If the participant is terminated and the vested balance exceeds \$1,000, but is less than \$5,000, the Plan Administrator will direct the balance to be paid. If the participant has not provided distribution instructions, the balance will be distributed to an individual retirement account established in the participant name. If the participants vested account balance exceeds \$5,000, the participants benefits will not be distributed until the participant requests payment from the Plan Administrator. The benefits can be left in the Plan until the participant retires. However, the participant is required to begin taking minimum distributions no later than April 1 of the calendar year following the calendar year the participant turns 70 ½ or terminates employment, whichever is later. In-service withdrawals are permitted after age 59 ½.

Eligible Rollover Distributions

Payments from the Plan that are eligible rollover distributions may be taken in three ways: (1) paid in a direct rollover to an individual retirement account or another eligible retirement plan, (2) paid to the participant, or (3) a combination of the two previous methods. If the participant elects to have plan benefits paid directly to the participant, only 80% is paid as the Plan Administrator is required to withhold 20% of the payment for income tax withholding.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

(continued)

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 Administrator) that include the following:

- Medical expenses,
- Purchase of a principal residence,
- Post-secondary education for participant or their dependents,
- To prevent eviction from or foreclosure on the participants principal residence,
- Payments for funeral services of immediate family members, or
- Expenses for repair to primary residence which qualify for the casualty deduction under the Internal Revenue Code ("IRC")

NOTE 2. 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 accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments are carried at fair value, with the exception of the common collective trust, which is presented at contract value (see Note 5). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see Note 4).

Realized gains (losses) on investment transactions are recorded as the difference between proceeds received and cost. Cost is determined on the average cost basis. Net appreciation (depreciation) in fair value of investments includes the reversal of previously recognized appreciation (depreciation) related to investments sold during the period. Investment securities purchased and sold are recorded on a trade date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date.

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. For the year ended December 31, 2014, \$39,305 was recorded as interest income on notes receivable from participants.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Administrative expenses of the Plan are paid by either the Plan or the Plan Sponsor, as provided in the Plan document.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

(continued)

Recently Issued Accounting Pronouncement

In July 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960) Defined Contribution Pension Plans (Topic 962) Health and Welfare Benefit Plans (Topic 965)*. This ASU modifies existing standards in order to simplify plan reporting. Under the new provisions, fully benefit-responsive investment contracts will be measured, presented, and disclosed only at contract value. This ASU also removes the requirements for plans to disclose (1) individual investments that represent 5 percent or more of net assets available for benefits and (2) the net appreciation or depreciation for investments at the disaggregated level. Additionally, the ASU will allow for the use of a near-period-end net asset value as a practical expedient for the measurement of investment and invest-related accounts. These amendments are effective for fiscal years beginning after December 15, 2015, with earlier adoption permitted. The Plan has elected to early adopt the provisions of this ASU for the year ended December 31, 2014.

Change of Accounting Principal

As noted previously, the Plan adopted ASU 2015-12 for the year ended December 31, 2014. Accordingly, the Plan no longer measures its fully benefit-responsive investment contracts at fair value, only at contract value. This change in accounting principal reduces the overall complexity of the financial statements while also simplifying the preparation process.

As prescribed in ASU 2015-12, the amendments described above were applied retrospectively to the financials statements. This application had no affect on the ending net assets available for benefits as of December 31, 2013.

NOTE 3. INVESTMENTS (UNAUDITED)

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 Trustee of the Plan, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- a. Investments and notes receivable from participants, as shown in the Statements of Net Assets Available for Benefits, as of December 31, 2014 and 2013.
- b. Dividends and net depreciation in fair value of investments, as shown in the Statement of Changes in Net Assets Available for Benefits, for the year ended December 31, 2014.
- c. The Schedule of Assets Held for Investment Purposes at End of Year as of December 31, 2014, as shown in the attached schedule at page 13.

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.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

(continued)

NOTE 4. FAIR VALUE MEASUREMENTS

ASC Topic 820, *Fair Value Measurement and Disclosures*, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. This topic also establishes a fair value hierarchy which requires classification based on observable and unobservable inputs when measuring fair value. The fair value hierarchy distinguishes between assumptions based on market data (observable inputs) and an entity's own assumptions (unobservable inputs). The hierarchy consists of three levels:

- Level one — Quoted market prices in active markets for identical assets or liabilities;
- Level two — Inputs other than level one inputs that are either directly or indirectly observable; and
- Level three — Unobservable inputs developed using estimates and assumptions, which are developed by the reporting entity and reflect those assumptions that a market participant would use.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value:

- *Mutual funds* are valued based on quoted market prices in active markets.
- *Brokerage link assets* consist almost entirely of common stock and mutual funds, which are valued based on quoted market prices in active markets. The remaining investments in the brokerage link accounts are not significant to the overall financial statements.

There have been no changes in the methodologies used as of December 31, 2014. The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

(continued)

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, 2014 and 2013.

			Fair Value Measurements at Reporting Date Using:			
			Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
December 31, 2014						
Investments:						
Investment securities:						
Mutual funds						
Large cap	\$	31,239,586	\$	31,239,586	\$	—
Target date		19,786,398		19,786,398		—
Mid cap		8,995,941		8,995,941		—
Income		6,400,180		6,400,180		—
International		3,811,634		3,811,634		—
Small Cap		2,398,822		2,398,822		—
Other		398		398		—
Brokerage Link		5,077,397		5,077,397		—
Total investments	\$	77,710,356	\$	77,710,356	\$	—

		Fair Value Measurements at Reporting Date Using:				
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
December 31, 2013						
Investments:						
Investment securities:						
Mutual funds						
Large cap	\$	27,865,058	\$	27,865,058	\$	—
Target date		15,455,776		15,455,776		—
Mid cap		9,097,177		9,097,177		—
Income		5,926,487		5,926,487		—
International		3,918,809		3,918,809		—
Small Cap		2,457,768		2,457,768		—
Other		363		363		—
Brokerage Link		4,596,028		4,596,028		—
Total investments	\$	69,317,466	\$	69,317,466	\$	—

The Plan has no financial instruments which were valued using Level 3 inputs as of December 31, 2014. The Plan recognizes any transfers between levels in the fair value hierarchy as of the end of the reporting period. There were no transfers between levels for the year ended December 31, 2014.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

(continued)

NOTE 5. COMMON COLLECTIVE TRUST

The Fidelity Managed Income Portfolio investment is a collective trust fund sponsored by the Trustee. The beneficial interest of each participant is represented by units. Units are issued and redeemed daily at the Fund's constant net asset value ("NAV") of \$1 per unit. Distribution to the Fund's unit holders is declared daily from the net investment income and automatically reinvested in the Fund on a monthly basis, when paid. It is the policy of the Fund to use its best efforts to maintain a stable net asset value of \$1 per unit; although there is no guarantee that the Fund will be able to maintain this value. Certain events may limit a participant's ability to transact at fair value.

NOTE 6. NONPARTICIPANT-DIRECTED INVESTMENTS

The Plan's participants direct all investments. There are no non-participant directed investments as of December 31, 2014 and 2013.

NOTE 7. PARTY- IN- INTEREST TRANSACTIONS

The Plan Sponsor paid certain Plan expenses totaling approximately \$4,728 during 2014, for administrative fees and other charges from the Trustee.

NOTE 8. 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 9. INCOME TAX STATUS

The Plan document is covered by the Internal Revenue Service ("IRS") determination letter dated March 31, 2014. The IRS made a favorable determination that the Plan document is in compliance with the applicable requirements of the 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 the Plan is no longer subject to income tax examinations for years prior to 2011.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

(continued)

NOTE 10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2014 and 2013:

	<u>2014</u>	<u>2013</u>
Net assets available for benefits per the financial statements	\$ 83,808,042	\$ 74,739,095
Add: Adjustment to present CCT at fair value	71,946	69,091
Less: 2014 Participant contribution receivable	(115,711)	-
Less: 2014 Employer contribution receivable	(144,070)	(33,434)
Net assets available for benefits per the Form 5500	<u>\$ 83,620,207</u>	<u>\$ 74,774,752</u>

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, 2014:

Total net increase per the financial statements	\$ 9,068,947
Less: Change in adjustment to present CCT at fair value	2,855
Less: 2014 Participant contribution receivable	(115,711)
Less: 2014 Employer contribution receivable	(144,070)
Add: 2013 Employer contribution receivable	33,434
Net increase per the Form 5500	<u>\$ 8,845,455</u>

NOTE 11. 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 the Employee Retirement Income Security Act of 1974. For the financial statements as of and for the year ending December 31, 2014, this date was October 1, 2015.

During May 2014, the Plan Sponsor acquired One Source Direct, Inc. and Shoreline Business Solutions, Inc. During January 2015, the assets of the respective participants, totaling \$6,871,452, were merged into the Plan.

NOTE 12. Prohibited Transaction

During 2014, the Plan Sponsor failed to remit participant contributions in a timely manner. The Plan Sponsor identified one instance, totaling \$233,243, during the year ended December 31, 2014, where participant contributions were remitted to the Plan in violation of Department of Labor ("DOL") regulations. The Plan Sponsor is currently in the process of entering into the DOL Voluntary Fiduciary Correction Program (VFCP) whereby lost earnings on the late remittances will be estimated using the VFCP calculator and remitted to the trust. The lost earnings are expected to be nominal.

GEMALTO RETIREMENT SAVINGS PLAN

Employer Identification Number (EIN) 52-1674023

Plan Number (PN) - 49157

Schedule H, Line 4i - Schedule of Assets Held for Investment Purposes at End of Year

December 31, 2014 (Unaudited)

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lesser of Similar Party	Description of Investment including Maturity Date, Rate of Interest, Collateral, Par of Maturity Value	Cost	Current Value
	Common Collective Trust			
*	Fidelity Investments	Fidelity Managed Income Portfolio	**	\$ 4,850,356
	Mutual funds			
	Vanguard	500 Index Signal Admiral	**	6,266,697
	Vanguard	Extended Market Index Admiral Fund	**	2,922,243
	Vanguard	Windsor II Investor Fund	**	3,930,265
	American Funds	Europacific Growth R5 Fund	**	3,811,634
	Artisan	Mid Cap Institutional Fund	**	5,082,410
	Artisan	Mid Cap Value Investor Fund IS	**	991,288
	Columbia	Small Cap Growth I Y Fund	**	1,061,989
	William Blair	Small Cap Value I Fund	**	1,336,833
*	Fidelity Investments	Contrafund K Fund	**	6,191,455
*	Fidelity Investments	Balanced K Fund	**	9,331,598
*	Fidelity Investments	Capital Appreciation K Fund	**	5,519,571
*	Fidelity Investments	Retirement Money Market Fund	**	398
*	Fidelity Investments	Freedom K Income Fund	**	901,451
*	Fidelity Investments	Freedom K 2005 Fund	**	2,193
*	Fidelity Investments	Freedom K 2010 Fund	**	1,204,379
*	Fidelity Investments	Freedom K 2015 Fund	**	1,059,143
*	Fidelity Investments	Freedom K 2020 Fund	**	2,084,037
*	Fidelity Investments	Freedom K 2025 Fund	**	1,745,584
*	Fidelity Investments	Freedom K 2030 Fund	**	3,173,599
*	Fidelity Investments	Freedom K 2035 Fund	**	3,208,830
*	Fidelity Investments	Freedom K 2040 Fund	**	3,377,395
*	Fidelity Investments	Freedom K 2045 Fund	**	2,367,682
*	Fidelity Investments	Freedom K 2050 Fund	**	1,222,986
*	Fidelity Investments	Freedom K 2055 Fund	**	340,570
*	Fidelity Investments	Spartan US Bond Index Advantage	**	3,698,502
	MainStay	High Yield Corporate BD I Fund	**	1,800,227
				72,632,959
	Self-Directed Brokerage Accounts			
*	Fidelity Investments	Brokerage Link - various, including mutual funds, corporate stocks, corporate bonds		5,077,397
*	Notes receivable from participants	Interest rates at 4.25% - 6.00%		987,549
	Total assets held for investment purposes			\$ 83,548,261
*	Party-in-interest			
**	Self-directed investment			

GEMALTO RETIREMENT SAVINGS PLAN

Employer Identification Number (EIN) 52-1674023

Plan Number (PN) - 49157

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

December 31, 2014 (Unaudited)

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☒	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ -	\$ -	\$ -	\$ 233,243	\$ -

Gemalto Retirement Savings Plan

Financial Statements
With Independent Auditors' Report
And Supplemental Schedule

December 31, 2014 and 2013



GEMALTO RETIREMENT SAVINGS PLAN
Index to Financial Statements and Supplemental Schedule
December 31, 2014 and 2013

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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, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, 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 3, 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, 2014 and 2013, 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, 2014 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.

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*

October 1, 2015

GEMALTO RETIREMENT SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2014 and 2013

	2014	2013
ASSETS		
Investments, at fair value:		
Mutual funds	\$ 72,632,959	\$ 64,721,438
Self-directed brokerage accounts	5,077,397	4,596,028
Total investments, at fair value	<u>77,710,356</u>	<u>69,317,466</u>
Investment, at contract value:		
Common collective trust	4,850,356	4,514,624
Total investment, at contract value	<u>4,850,356</u>	<u>4,514,624</u>
Receivables:		
Participant	115,711	-
Employer	144,070	33,434
Notes receivable	987,549	873,571
Total receivables	<u>1,247,330</u>	<u>907,005</u>
TOTAL ASSETS	83,808,042	74,739,095
LIABILITIES		
Other liabilities	<u>-</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 83,808,042</u></u>	<u><u>\$ 74,739,095</u></u>

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, 2014

ADDITIONS:

Additions to net assets attributable to:

Investment income

Net depreciation in fair value of investments \$ (521,031)

Dividends and interest 5,379,898

Net investment income 4,858,867

Interest on notes receivable 39,305

Contributions

Participant 4,165,119

Employer 3,816,177

Rollovers 340,170

Total contributions 8,321,466

TOTAL ADDITIONS 13,219,638

DEDUCTIONS:

Deductions from net assets attributable to:

Benefits paid to participants 4,113,512

Deemed distributions 26,493

Administrative expenses 10,686

TOTAL DEDUCTIONS 4,150,691

NET INCREASE 9,068,947

NET ASSETS AVAILABLE FOR BENEFITS:

BEGINNING OF YEAR 74,739,095

END OF YEAR \$ 83,808,042

See accompanying notes and independent auditors' report.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

NOTE 1. 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.

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The Plan is a defined contribution plan covering all employees of the Plan Sponsor, as defined, who are not leased employees, not independent contractors, not covered by a collective bargaining agreement, not a resident of Puerto Rico, or a nonresident alien without U.S. source income from the Employer. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The trustee of the Plan is Fidelity Management Trust Company (the “Trustee”). The Plan Sponsor acts as the administrator of the Plan.

Contributions

Each year, participants may contribute up to 75% of their eligible compensation subject to certain Internal Revenue Code (“IRC”) limitations or the maximum amount allowed by law (\$17,500 for 2014) of pretax annual compensation, as defined in the Plan. If no election is made within 30 days of becoming eligible, the participant is automatically enrolled in the Plan at a deferral rate of 3.0%. This Plan also allows for catch-up contributions for participants over 50 years of age, (\$5,500 for 2014) of pretax annual compensation. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

The Plan Sponsor matches 100% of a participant’s elective deferrals up to 6.0% of the participant’s eligible earnings, as defined. Additionally, the Plan allows the Plan Sponsor to make a nonelective contribution, although the Plan Sponsor is not required to do so. To be eligible for this contribution, participants must complete 1,000 hours of service, as defined, during the Plan year, and be employed on the last day of the Plan year. For the 2014 plan year, a nonelective contribution totaling \$740,419 was made by the Plan Sponsor, and is included in Employer Contributions on the accompanying Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2014. This nonelective contribution is allocated to each participant based on the ratio of an individual participant’s eligible compensation to the total eligible compensation of all eligible participants. Contributions are subject to certain limitations.

Investments

Participants direct the investment of their contributions and the Plan Sponsor contributions into various investment options offered by the Plan. The Plan currently offers approximately twenty-six mutual funds and one common collective trust as investment options for participants. Additionally, the Plan allows participants to invest outside of the standard Plan options through the use of a participant directed brokerage account, which enables a participant to invest in individual common stocks, preferred stocks, mutual funds, corporate bonds, and short-term investments as stipulated in the Plan document.

Participant Accounts

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.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

(continued)

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, subject to additional limitations if there was another loan outstanding during the twelve months prior to the new loan. 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. Participants may only have one loan outstanding at any given time. All notes must be repaid within a specified period of time, not to exceed 5 year, except those that are used for the purchase of a principal residence, in which case the note can be extended to a period of no more than 10 years. In most cases, repayment of the note will be made through after-tax payroll deductions.

Rollovers and Transfers

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

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.

Payment of Benefits

Benefits become available to participants on occurrence of any of the following events: (1) termination of employment, (2) death of the participant (benefits are payable to the participants spouse or beneficiary), (3) upon the participant's retirement, (4) disability, or (5) minimum required distributions. Benefits are payable as lump sums, rollover distributions, installment distributions over a fixed period of time, or installment distributions over a period of time equal to a participant's life expectancy, as defined.

Individual Account (Including Rollovers)

Terminating employees with vested account balances (including rollovers) below \$1,000 will automatically be paid out.

If the participant is terminated and the vested balance exceeds \$1,000, but is less than \$5,000, the Plan Administrator will direct the balance to be paid. If the participant has not provided distribution instructions, the balance will be distributed to an individual retirement account established in the participant name. If the participants vested account balance exceeds \$5,000, the participants benefits will not be distributed until the participant requests payment from the Plan Administrator. The benefits can be left in the Plan until the participant retires. However, the participant is required to begin taking minimum distributions no later than April 1 of the calendar year following the calendar year the participant turns 70 ½ or terminates employment, whichever is later. In-service withdrawals are permitted after age 59 ½.

Eligible Rollover Distributions

Payments from the Plan that are eligible rollover distributions may be taken in three ways: (1) paid in a direct rollover to an individual retirement account or another eligible retirement plan, (2) paid to the participant, or (3) a combination of the two previous methods. If the participant elects to have plan benefits paid directly to the participant, only 80% is paid as the Plan Administrator is required to withhold 20% of the payment for income tax withholding.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

(continued)

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 Administrator) that include the following:

- Medical expenses,
- Purchase of a principal residence,
- Post-secondary education for participant or their dependents,
- To prevent eviction from or foreclosure on the participants principal residence,
- Payments for funeral services of immediate family members, or
- Expenses for repair to primary residence which qualify for the casualty deduction under the Internal Revenue Code ("IRC")

NOTE 2. 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 accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments are carried at fair value, with the exception of the common collective trust, which is presented at contract value (see Note 5). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see Note 4).

Realized gains (losses) on investment transactions are recorded as the difference between proceeds received and cost. Cost is determined on the average cost basis. Net appreciation (depreciation) in fair value of investments includes the reversal of previously recognized appreciation (depreciation) related to investments sold during the period. Investment securities purchased and sold are recorded on a trade date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date.

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. For the year ended December 31, 2014, \$39,305 was recorded as interest income on notes receivable from participants.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Administrative expenses of the Plan are paid by either the Plan or the Plan Sponsor, as provided in the Plan document.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

(continued)

Recently Issued Accounting Pronouncement

In July 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960) Defined Contribution Pension Plans (Topic 962) Health and Welfare Benefit Plans (Topic 965)*. This ASU modifies existing standards in order to simplify plan reporting. Under the new provisions, fully benefit-responsive investment contracts will be measured, presented, and disclosed only at contract value. This ASU also removes the requirements for plans to disclose (1) individual investments that represent 5 percent or more of net assets available for benefits and (2) the net appreciation or depreciation for investments at the disaggregated level. Additionally, the ASU will allow for the use of a near-period-end net asset value as a practical expedient for the measurement of investment and invest-related accounts. These amendments are effective for fiscal years beginning after December 15, 2015, with earlier adoption permitted. The Plan has elected to early adopt the provisions of this ASU for the year ended December 31, 2014.

Change of Accounting Principal

As noted previously, the Plan adopted ASU 2015-12 for the year ended December 31, 2014. Accordingly, the Plan no longer measures its fully benefit-responsive investment contracts at fair value, only at contract value. This change in accounting principal reduces the overall complexity of the financial statements while also simplifying the preparation process.

As prescribed in ASU 2015-12, the amendments described above were applied retrospectively to the financials statements. This application had no affect on the ending net assets available for benefits as of December 31, 2013.

NOTE 3. INVESTMENTS (UNAUDITED)

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 Trustee of the Plan, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- a. Investments and notes receivable from participants, as shown in the Statements of Net Assets Available for Benefits, as of December 31, 2014 and 2013.
- b. Dividends and net depreciation in fair value of investments, as shown in the Statement of Changes in Net Assets Available for Benefits, for the year ended December 31, 2014.
- c. The Schedule of Assets Held for Investment Purposes at End of Year as of December 31, 2014, as shown in the attached schedule at page 13.

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.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

(continued)

NOTE 4. FAIR VALUE MEASUREMENTS

ASC Topic 820, *Fair Value Measurement and Disclosures*, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. This topic also establishes a fair value hierarchy which requires classification based on observable and unobservable inputs when measuring fair value. The fair value hierarchy distinguishes between assumptions based on market data (observable inputs) and an entity's own assumptions (unobservable inputs). The hierarchy consists of three levels:

- Level one — Quoted market prices in active markets for identical assets or liabilities;
- Level two — Inputs other than level one inputs that are either directly or indirectly observable; and
- Level three — Unobservable inputs developed using estimates and assumptions, which are developed by the reporting entity and reflect those assumptions that a market participant would use.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value:

- *Mutual funds* are valued based on quoted market prices in active markets.
- *Brokerage link assets* consist almost entirely of common stock and mutual funds, which are valued based on quoted market prices in active markets. The remaining investments in the brokerage link accounts are no significant to the overall financial statements.

There have been no changes in the methodologies used as of December 31, 2014. The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

(continued)

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, 2014 and 2013.

			Fair Value Measurements at Reporting Date Using:					
			Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)			
December 31, 2014								
Investments:								
Investment securities:								
Mutual funds								
Large cap	\$	31,239,586	\$	31,239,586	\$	—	\$	—
Target date		19,786,398		19,786,398		—		—
Mid cap		8,995,941		8,995,941		—		—
Income		6,400,180		6,400,180		—		—
International		3,811,634		3,811,634		—		—
Small Cap		2,398,822		2,398,822		—		—
Other		398		398		—		—
Brokerage Link		5,077,397		5,077,397		—		—
Total investments	\$	77,710,356	\$	77,710,356	\$	—	\$	—

		Fair Value Measurements at Reporting Date Using:				
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
December 31, 2013						
Investments:						
Investment securities:						
Mutual funds						
Large cap	\$	27,865,058	\$	27,865,058	\$	—
Target date		15,455,776		15,455,776		—
Mid cap		9,097,177		9,097,177		—
Income		5,926,487		5,926,487		—
International		3,918,809		3,918,809		—
Small Cap		2,457,768		2,457,768		—
Other		363		363		—
Brokerage Link		4,596,028		4,596,028		—
Total investments	\$	69,317,466	\$	69,317,466	\$	—

The Plan has no financial instruments which were valued using Level 3 inputs as of December 31, 2014. The Plan recognizes any transfers between levels in the fair value hierarchy as of the end of the reporting period. There were no transfers between levels for the year ended December 31, 2014.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

(continued)

NOTE 5. COMMON COLLECTIVE TRUST

The Fidelity Managed Income Portfolio investment is a collective trust fund sponsored by the Trustee. The beneficial interest of each participant is represented by units. Units are issued and redeemed daily at the Fund's constant net asset value ("NAV") of \$1 per unit. Distribution to the Fund's unit holders is declared daily from the net investment income and automatically reinvested in the Fund on a monthly basis, when paid. It is the policy of the Fund to use its best efforts to maintain a stable net asset value of \$1 per unit; although there is no guarantee that the Fund will be able to maintain this value. Certain events may limit a participant's ability to transact at fair value.

NOTE 6. NONPARTICIPANT-DIRECTED INVESTMENTS

The Plan's participants direct all investments. There are no non-participant directed investments as of December 31, 2014 and 2013.

NOTE 7. PARTY- IN- INTEREST TRANSACTIONS

The Plan Sponsor paid certain Plan expenses totaling approximately \$4,728 during 2014, for administrative fees and other charges from the Trustee.

NOTE 8. 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 9. INCOME TAX STATUS

The Plan document is covered by the Internal Revenue Service ("IRS") determination letter dated March 31, 2014. The IRS made a favorable determination that the Plan document is in compliance with the applicable requirements of the 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 the Plan is no longer subject to income tax examinations for years prior to 2011.

GEMALTO RETIREMENT SAVINGS PLAN

Notes to the Financial Statements

December 31, 2014 and 2013

(continued)

NOTE 10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2014 and 2013:

	<u>2014</u>	<u>2013</u>
Net assets available for benefits per the financial statements	\$ 83,808,042	\$ 74,739,095
Add: Adjustment to present CCT at fair value	71,946	69,091
Less: 2014 Participant contribution receivable	(115,711)	-
Less: 2014 Employer contribution receivable	(144,070)	(33,434)
Net assets available for benefits per the Form 5500	<u>\$ 83,620,207</u>	<u>\$ 74,774,752</u>

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, 2014:

Total net increase per the financial statements	\$ 9,068,947
Less: Change in adjustment to present CCT at fair value	2,855
Less: 2014 Participant contribution receivable	(115,711)
Less: 2014 Employer contribution receivable	(144,070)
Add: 2013 Employer contribution receivable	33,434
Net increase per the Form 5500	<u>\$ 8,845,455</u>

NOTE 11. 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 the Employee Retirement Income Security Act of 1974. For the financial statements as of and for the year ending December 31, 2014, this date was October 1, 2015.

During May 2014, the Plan Sponsor acquired One Source Direct, Inc. and Shoreline Business Solutions, Inc. During January 2015, the assets of the respective participants, totaling \$6,871,452, were merged into the Plan.

NOTE 12. Prohibited Transaction

During 2014, the Plan Sponsor failed to remit participant contributions in a timely manner. The Plan Sponsor identified one instance, totaling \$233,243, during the year ended December 31, 2014, where participant contributions were remitted to the Plan in violation of Department of Labor ("DOL") regulations. The Plan Sponsor is currently in the process of entering into the DOL Voluntary Fiduciary Correction Program (VFCP) whereby lost earnings on the late remittances will be estimated using the VFCP calculator and remitted to the trust. The lost earnings are expected to be nominal.

GEMALTO RETIREMENT SAVINGS PLAN

Employer Identification Number (EIN) 52-1674023

Plan Number (PN) - 49157

Schedule H, Line 4i - Schedule of Assets Held for Investment Purposes at End of Year

December 31, 2014 (Unaudited)

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lesser of Similar Party	Description of Investment including Maturity Date, Rate of Interest, Collateral, Par of Maturity Value	Cost	Current Value
	Common Collective Trust			
*	Fidelity Investments	Fidelity Managed Income Portfolio	**	\$ 4,850,356
	Mutual funds			
	Vanguard	500 Index Signal Admiral	**	6,266,697
	Vanguard	Extended Market Index Admiral Fund	**	2,922,243
	Vanguard	Windsor II Investor Fund	**	3,930,265
	American Funds	Europacific Growth R5 Fund	**	3,811,634
	Artisan	Mid Cap Institutional Fund	**	5,082,410
	Artisan	Mid Cap Value Investor Fund IS	**	991,288
	Columbia	Small Cap Growth I Y Fund	**	1,061,989
	William Blair	Small Cap Value I Fund	**	1,336,833
*	Fidelity Investments	Contrafund K Fund	**	6,191,455
*	Fidelity Investments	Balanced K Fund	**	9,331,598
*	Fidelity Investments	Capital Appreciation K Fund	**	5,519,571
*	Fidelity Investments	Retirement Money Market Fund	**	398
*	Fidelity Investments	Freedom K Income Fund	**	901,451
*	Fidelity Investments	Freedom K 2005 Fund	**	2,193
*	Fidelity Investments	Freedom K 2010 Fund	**	1,204,379
*	Fidelity Investments	Freedom K 2015 Fund	**	1,059,143
*	Fidelity Investments	Freedom K 2020 Fund	**	2,084,037
*	Fidelity Investments	Freedom K 2025 Fund	**	1,745,584
*	Fidelity Investments	Freedom K 2030 Fund	**	3,173,599
*	Fidelity Investments	Freedom K 2035 Fund	**	3,208,830
*	Fidelity Investments	Freedom K 2040 Fund	**	3,377,395
*	Fidelity Investments	Freedom K 2045 Fund	**	2,367,682
*	Fidelity Investments	Freedom K 2050 Fund	**	1,222,986
*	Fidelity Investments	Freedom K 2055 Fund	**	340,570
*	Fidelity Investments	Spartan US Bond Index Advantage	**	3,698,502
	MainStay	High Yield Corporate BD I Fund	**	1,800,227
				72,632,959
	Self-Directed Brokerage Accounts			
*	Fidelity Investments	Brokerage Link - various, including mutual funds, corporate stocks, corporate bonds		5,077,397
*	Notes receivable from participants	Interest rates at 4.25% - 6.00%		987,549
	Total assets held for investment purposes			\$ 83,548,261
*	Party-in-interest			
**	Self-directed investment			

GEMALTO RETIREMENT SAVINGS PLAN

Employer Identification Number (EIN) 52-1674023

Plan Number (PN) - 49157

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

December 31, 2014 (Unaudited)

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002- 51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are included: ☒				
\$ -	\$ -	\$ -	\$ 233,243	\$ -