

Qimonda AG
Form 6-K
February 13, 2008

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

Report of Foreign Private Issuer

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

For the month of February 2008

QIMONDA AG

Gustav-Heinemann-Ring 212

D-81739 Munich

Federal Republic of Germany

Tel: +49-89-60088-0

(Address of principal executive offices)

and

QIMONDA FINANCE LLC

3000 CentreGreen Way

Cary, North Carolina, 27513 U.S.A.

Tel: 919-677-3053

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

Form 20-F ☒ Form 40-F ☐

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

Yes ☐ No ☒

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

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

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SIGNATURES

Exhibit 4(ii)(B)

Exhibit 4(ii)(D)

Exhibit 5(ii)

Exhibit 99(i)

Exhibit 99(ii)

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Explanatory Note

This 6-K contains the following exhibits, which are hereby incorporated by reference as Exhibits 4(ii)(B), 4(ii)(C), 4(ii)(D), 5(ii), 23(v), 99(i) and 99(ii) respectively, to our Registration Statement on Form F-3, Registration No. 333-145983.

Exhibit No.	Description
4(ii)(B)	Form of Indenture for Qimonda Finance LLC.
4(ii)(C)	Form of Note and Guarantee. (included in Exhibit 4(ii)(D))
4(ii)(D)	Form of Supplemental Indenture for Qimonda Finance LLC.
5(ii)	Opinion of Richards, Layton & Finger, P.A.
23(v)	Consent of Richards, Layton & Finger, P.A. (included in Exhibit 5(ii))
99(i)	Form of Loan Agreement
99(ii)	Form of Assignment Agreement

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SIGNATURES

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

QIMONDA AG

Date: February 12, 2007

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

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

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

QIMONDA FINANCE LLC

Date: February 12, 2007

By: /s/ Miriam Martinez
Miriam Martinez
CFO