

Saifun Semiconductors Ltd.  
Form 6-K  
March 08, 2006

Table of Contents

**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: March 2006**  
**Saifun Semiconductors Ltd.**

(Exact name of registrant as specified in charter)

**ELROD Building, 45 Hamelacha Street, Sappir Industrial Park, Netanya 42504, Israel**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover 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

**Table of Contents**

Saifun Semiconductors Ltd.

The following exhibits are filed as part of this Form 6-K:

Exhibit	Description
A.	Proxy Statement, dated March 6, 2006, Relating to the Special Meeting of Shareholders of Saifun Semiconductors Ltd. to be held March 22, 2006.

2

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**TABLE OF CONTENTS**

SIGNATURE

EX-99.A: PROXY STATEMENT

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**Table of Contents**

**SIGNATURE**

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.

SAIFUN SEMICONDUCTORS LTD.

Date: March 8, 2006

By: /s/ Igal Shany

Name: Igal Shany

Title: Chief Financial Officer

3