

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

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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

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Saifun Semiconductors Ltd.

The following exhibit is filed as part of this Form 6-K:

<u>Exhibit</u>	<u>Description</u>
A.	Press release dated March 7, 2006, entitled Saifun Semiconductors Ltd. Files Registration Statement for Proposed Secondary Public Offering.

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**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.

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SAIFUN SEMICONDUCTORS LTD.

Date: March 8, 2006

BY: /S/ Igal Shany

Igal Shany  
Chief Financial Officer

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