

Saifun Semiconductors Ltd.
Form 15-12G
March 19, 2008

OMB APPROVAL

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number: 000-51581

Saifun Semiconductors Ltd.

(Exact name of registrant as specified in its charter)

6 Arie Regev Street, Sappir Industrial Park, Netanya 42504, Israel

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Ordinary Shares of Saifun Semiconductors Ltd, par value NIS 0.01 per share

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | | | |
|----------------------|----|----------------------|----|
| Rule 12g-4(a)(1)(i) | .. | Rule 12h-3(b)(1)(i) | .. |
| Rule 12g-4(a)(1)(ii) | .. | Rule 12h-3(b)(1)(ii) | .. |
| Rule 12g-4(a)(2)(i) | x | Rule 12h-3(b)(2)(i) | x |

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Rule 12g-4(a)(2)(ii)

Rule 12h-3(b)(2)(ii)

Rule 15d-6

Approximate number of holders of record as of the certification or notice date:

Ordinary Shares: One (1)

Pursuant to the requirements of the Securities Exchange Act of 1934, Saifun Semiconductors Ltd. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: March 18, 2008

SAIFUN SEMICONDUCTORS LTD.

By: /s/ Igal Shany

Name: Igal Shany

Title: Chief Financial Officer

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.

SEC 2069(12-04) **Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**