

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

Item 1. Issuer's Identity

Name of Issuer

Infogrames Entertainment S.A.

Jurisdiction of Incorporation/Organization

France

Year of Incorporation/Organization (Select one)

Over Five Years Ago Within Last Five Years (specify year)

Previous Name(s)

None

Entity Type (Select one)

- Corporation Limited Partnership Limited Liability Company General Partnership Business Trust Other (Specify)

(If more than one issuer is filing this notice, check this box and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1

1 place Verrazzano

Street Address 2

69252 Lyon cedex 09

City

Lyon

State/Province/Country

France

ZIP/Postal Code

Phone No.

+33 (0)4 7764 30 00

PROCESSED

JAN 13 2009

THOMSON REUTERS

Item 3. Related Persons

Last Name

Gardner

First Name

David

Middle Name

Street Address 1

Landmark House

Street Address 2

Hammersmith Bridge Road

SEC Mail Processing Section

City

London

State/Province/Country

UK

ZIP/Postal Code

W6 9EJ

DEC 24 2008

Relationship(s): Executive Officer Director Promoter

Washington, DC

Clarification of Response (if Necessary)

111

(Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- Agriculture Banking and Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund

if selecting this industry group, also select one fund type below and answer the question below:

- Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No

Other Banking & Financial Services

- Business Services Energy Electric Utilities Energy Conservation Coal Mining Environmental Services Oil & Gas Other Energy

- Health Care Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care

- Manufacturing Real Estate Commercial

- Construction REITS & Finance Residential Other Real Estate

- Retailing Restaurants Technology Computers Telecommunications Other Technology

- Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Travel

Other



08070475

Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | Investment Company Act Section 3(c)      | <input type="checkbox"/> Section 3(c)(9)  |
| <input type="checkbox"/> Rule 504(b)(1)(i)                       | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(ii)                      | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504(b)(1)(iii)                     | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 505                                | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506                     | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(6)             | <input type="checkbox"/> Section 3(c)(6) |   |
|  | <input type="checkbox"/> Section 3(c)(7) |   |

Item 7. Type of Filing

- New Notice **OR**  Amendment

Date of First Sale in this Offering: 12/12/2008 **OR**  First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year?  Yes  No

Item 9. Type(s) of Securities Offered (Select all that apply)

- |  |   |
|--|---|
| <input type="checkbox"/> Equity  | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input checked="" type="checkbox"/> Debt   | <input type="checkbox"/> Tenant-in-Common Securities      |
| <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security                       | <input type="checkbox"/> Mineral Property Securities      |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (Describe)                 |
- 

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ N/A

Item 12. Sales Compensation

Recipient: N/A, Recipient CRD Number: [ ], (Associated) Broker or Dealer: [ ], Street Address 1: [ ], City: [ ], States of Solicitation: [ ] All States, [ ] AL, [ ] AK, [ ] AZ, [ ] AR, [ ] CA, [ ] CO, [ ] CT, [ ] DE, [ ] DC, [ ] FL, [ ] GA, [ ] HI, [ ] ID, [ ] IL, [ ] IN, [ ] IA, [ ] KS, [ ] KY, [ ] LA, [ ] ME, [ ] MD, [ ] MA, [ ] MI, [ ] MN, [ ] MS, [ ] MO, [ ] MT, [ ] NE, [ ] NV, [ ] NH, [ ] NJ, [ ] NM, [ ] NY, [ ] NC, [ ] ND, [ ] OH, [ ] OK, [ ] OR, [ ] PA, [ ] RI, [ ] SC, [ ] SD, [ ] TN, [ ] TX, [ ] UT, [ ] VT, [ ] VA, [ ] WA, [ ] WV, [ ] WI, [ ] WY, [ ] PR. (Identify additional person(s) being paid compensation by checking this box [ ] and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 6,500,000 OR [ ] Indefinite
(b) Total Amount Sold \$ 6,500,000
(c) Total Remaining to be Sold (Subtract (a) from (b)) \$ 0 OR [ ] Indefinite

Clarification of Response (if Necessary) [ ]

Item 14. Investors

Check this box [X] if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering: 10

Enter the total number of investors who already have invested in the offering: 18

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ N/A [ ] Estimate
Finders' Fees \$ N/A [ ] Estimate

Clarification of Response (if Necessary) [ ]

**Item 16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0

Estimate

Clarification of Response (if Necessary)

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

**Terms of Submission.** In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.\*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") (Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box  and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

Infogrames Entertainment S.A.

Name of Signer

David Gardner

Signature



Title

Managing Director

Date

18/12/2008

Number of continuation pages attached:

I, the undersigned, certify that this is the signature of Mr. David Gardner.  
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 number.

Le Breton & Associés, notaires,  
23, rue de Bourgogne, Paris (7<sup>th</sup>), France

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Harrison	Phill	
Street Address 1	Street Address 2	
Landmark House	Hammersmith Bridge Road	
City	State/Province/Country	ZIP/Postal Code
London	UK	W6 9EJ
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Combes	Michel	
Street Address 1	Street Address 2	
Vodafone House	The Connection	
City	State/Province/Country	ZIP/Postal Code
Newbury, Berkshire	UK	RG14 2FN
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Germano	Gina	
Street Address 1	Street Address 2	
77 Grosvenor Street		
City	State/Province/Country	ZIP/Postal Code
London	UK	W1K 3JR
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
D'Hinnin	Dominique	
Street Address 1	Street Address 2	
4 rue de Presbourg	75781 Paris Cedex 16	
City	State/Province/Country	ZIP/Postal Code
Paris	France	
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
LaMouche	Didier	
Street Address 1	Street Address 2	
Rue Jean Jaures BP68	78340 La Clayes Sous Bois	
City	State/Province/Country	ZIP/Postal Code
La Clayes Sous Bois	France	W6 9Ej
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Cagri	Pascal	
Street Address 1	Street Address 2	
One Hanover Street		
City	State/Province/Country	ZIP/Postal Code
London	UK	W1S 142
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Lapin	Jeff	
Street Address 1	Street Address 2	
11150 Santa Monica Blvd.	Suite 500	
City	State/Province/Country	ZIP/Postal Code
Los Angeles	CA	90025
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)	Mr. Lapin is a representative of Bluebay Asset Mngmt Ltd.	

Last Name	First Name	Middle Name
Muraidekh	Eli	
Street Address 1	Street Address 2	
77 Grosvenor Street		
City	State/Province/Country	ZIP/Postal Code
London	UK	W1K 3JR
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)	Mr. Muraidekh is a representative of Bluebay High Yield Investments SARL Luxembourg	

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Abbot	Bernadett	
Street Address 1	Street Address 2	
1 place Verrazzano	69252 Lyon cedex 09	
City	State/Province/Country	ZIP/Postal Code
Lyon	Fance	
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Hautefort	Mathias	
Street Address 1	Street Address 2	
1 place Verrazzano	69252 Lyon cedex 09	
City	State/Province/Country	ZIP/Postal Code
Lyon	France	
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Hamaide	Frabrice	
Street Address 1	Street Address 2	
1 place Verrazzano	69252 Lyon cedex 09	
City	State/Province/Country	ZIP/Postal Code
Lyon	France	
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
Relationship(s):	<input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

*END*