

FLEXTRONICS INTERNATIONAL LTD

Form S-8

November 12, 2003

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As filed with the Securities and Exchange Commission on November 12, 2003

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Flextronics International Ltd.

(Exact Name of Registrant as Specified in Its Charter)

| | |
|---|---|
| Singapore | Not Applicable |
| (State or Other Jurisdiction of Incorporation or Organization) | (I.R.S. Employer Identification No.) |

36 Robinson Road #18-01, City House, Singapore 068877
(Address of Principal Executive Offices)

Registrant's 1997 Employee Share Purchase Plan
(Full Title of the Plan)

Michael E. Marks
Chief Executive Officer
Flextronics International Ltd.
36 Robinson Road #18-01
City House, Singapore 068877
(65) 6299-8888
(Name, Address and Telephone Number of Agent For Service)

Copies to:

Timothy Stewart, Esq.
Flextronics International Ltd.
c/o Flextronics International USA, Inc.
2090 Fortune Drive
San Jose, CA 95131

David K. Michaels, Esq.
Cynthia Garabedian McAdam, Esq.
Fenwick & West LLP
Mountain View, CA 94041

CALCULATION OF REGISTRATION FEE

| Title of | Amount | Proposed Maximum | Proposed Maximum | Amount of |
|------------------|------------|---------------------|---------------------|--------------|
| Securities | to be | Offering Price | Aggregate | Registration |
| to be Registered | Registered | Per Share | Offering Price | Fee |

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| | | | | |
|---------------------------------------|--------------|-------------|---------------|-----------|
| Ordinary Shares, S\$0.01 par value | 1,000,000(1) | \$ 12.10(2) | \$ 12,100,000 | \$ 978.89 |
|---------------------------------------|--------------|-------------|---------------|-----------|

- (1) Pursuant to Rule 429 promulgated under the Securities Act, the prospectus relating to this Registration Statement also relates to the shares registered under the Registrant's registration statements on Form S-8 filed with the Securities and Exchange Commission on December 15, 1997 (Registration No. 333-42255), January 21, 2000 (Registration No. 333-95189), February 16, 2001 (Registration No. 333-55850) and November 20, 2002 (Registration No. 333-101327). A total of 3,400,000 shares issuable under the 1997 Employee Share Purchase Plan have previously been registered under the Securities Act.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) under the Securities Act of 1933 and based upon \$14.235, the average of the high and low sales prices reported on the Nasdaq National Market on November 5, 2003. This amount has been multiplied by 85%, which is the percentage of the price per share applicable to purchases under the Registrant's 1997 Employee Share Purchase Plan.
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REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

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EXHIBIT 5.01

EXHIBIT 15.01

EXHIBIT 23.02

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This registration statement on Form S-8 registers an aggregate of 1,000,000 additional ordinary shares, par value \$0.01 each, reserved for issuance upon exercise of share options granted under the Registrant's 1997 Employee Share Purchase Plan, pursuant to the terms of such plan. This registration statement on Form S-8 hereby incorporates by reference the contents of the Registrant's registration statements on Form S-8 filed with the Securities and Exchange Commission on December 15, 1997 (Registration No. 333-42255), January 21, 2000 (Registration No. 333-95189), February 16, 2001 (Registration No. 333-55850) and November 20, 2002 (Registration No. 333-101327).

ITEM 8. EXHIBITS

| Exhibit No. | Exhibit | Incorporated By Reference | | | | Filed Herewith |
|-------------|---|---------------------------|-----------|-------------|-------------|----------------|
| | | Form | File No. | Filing Date | Exhibit No. | |
| 4.01 | Memorandum and New Articles of Association of the Registrant. | 10-Q | 000-23354 | 02-09-01 | 3.1 | |
| 4.02 | Registrant's 1997 Employee Share Purchase Plan. | | | | | X |
| 4.03 | Indenture dated as of October 15, 1997 between Registrant and State Street Bank and Trust Company of California, N.A., as trustee. | 8-K | 000-23354 | 10-22-97 | 10.1 | |
| 4.04 | U.S. Dollar Indenture dated June 29, 2000 between the Registrant and Chase Manhattan Bank and Trust Company, N.A., as trustee. | 10-Q | 000-23354 | 08-14-00 | 4.1 | |
| 4.05 | Euro Indenture dated as of June 29, 2000 between Registrant and Chase Manhattan Bank and Trust Company, N.A., as trustee. | 10-Q | 000-23354 | 08-14-00 | 4.2 | |
| 4.06 | Credit Agreement dated as of March 8, 2002 among Flextronics International Ltd., the lenders named in Schedule I to the Credit Agreement, ABN AMRO Bank N.V. as agent for the lenders, ABN AMRO Bank N.V. and Fleet National Bank, as co-lead arrangers, Deutsche Banc Alex. Brown Inc., Bank of America, N.A., Citicorp USA, Inc. and Fleet National Bank, as co-syndication agents, The Bank of Nova Scotia, as senior managing agent, BNP Paribas and Credit Suisse First Boston, as managing agents, and Fleet National Bank, as the issuer of letters of credit (the <i>FIL Credit Agreement</i>).* | 10-K | 000-23354 | 05-03-02 | 4.04 | |
| 4.07 | Credit Agreement dated as of March 8, 2002 among Flextronics International USA, Inc., the lenders named in Schedule I to the Credit Agreement, ABN AMRO Bank N.V. as agent for the lenders, ABN AMRO Bank N.V. and Fleet National Bank, as co-lead arrangers, Deutsche Banc Alex. Brown Inc., Bank of America, N.A., Citicorp USA, Inc. and Fleet National Bank, as co-syndication agents, The Bank of Nova Scotia, as senior managing agent, BNP Paribas and Credit Suisse First Boston, as managing agents, and Fleet National Bank, as the issuer of letters of credit (the <i>FIUI Credit Agreement</i>).* | 10-K | 000-23354 | 05-03-02 | 4.05 | |

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| | | | | | |
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| 4.08 | Amendment No. 1 to the FIL Credit Agreement dated as of March 7, 2003.* | 10-K | 000-23354 | 06-06-03 | 4.08 |
| 4.09 | Amendment No. 1 to the FIUI Credit Agreement dated as of March 7, 2003.* | 10-K | 000-23354 | 06-06-03 | 4.09 |
| 4.10 | Indenture dated as of May 8, 2003 between Registrant and J.P. Morgan Trust Company, National Association, as trustee. | 10-K | 000-23354 | 06-06-03 | 4.04 |

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| 4.11 | Indenture dated as of August 5, 2003 between Registrant and J.P. Morgan Trust Company, National Association, as trustee. | 10-Q | 000-23354 | 08-11-03 | 4.01 | |
| 4.12 | Amendment No. 2 to the FIL Credit Agreement dated as of September 2,, 2003.* | 10-Q | 000-23354 | 11-10-03 | 4.01 | |
| 4.13 | Amendment No. 2 to the FIUI Credit Agreement dated as of September 2, 2003.* | 10-Q | 000-23354 | 11-10-03 | 4.02 | |
| 5.01 | Opinion of Allen & Gledhill with respect to the ordinary shares being registered. | | | | | X |
| 15.01 | Letter in lieu of consent from Deloitte & Touche LLP, dated November 6, 2003, regarding unaudited interim financial information. | | | | | X |
| 23.01 | Consent of Allen & Gledhill (included in Exhibit 5.01). | | | | | X |
| 23.02 | Consent of Deloitte & Touche LLP. | | | | | X |
| 24.01 | Power of Attorney (see page 3). | | | | | X |

* Certain schedules have been omitted. The Registrant agrees to furnish supplementally a copy of any omitted schedule to the Securities and Exchange Commission upon request.

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/s/ James A. Davidson

Director

November 12, 2003

James A. Davidson

Director

November , 2003

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