

FLEXTRONICS INTERNATIONAL LTD  
Form S-8  
July 06, 2005

As filed with the Securities and Exchange Commission on July 6, 2005

Registration No. 333-\_\_\_\_\_

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**Flextronics International Ltd.**

(Exact name of registrant as specified in its charter)

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**Singapore**  
(State or other jurisdiction of  
incorporation or organization)

**Not Applicable**  
(I.R.S. Employer  
Identification No.)

**One Marina Boulevard, #28-00**

**Singapore 018989**

(Address of Principal Executive Offices)

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**2004 Award Plan For New Employees**

(Full title of the plan)

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**Michael E. Marks**

**Chief Executive Officer**

**Flextronics International Ltd.**

**One Marina Boulevard, #28-00**

**Singapore 018989**

**(65) 6890-7188**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copy to:*

**Jeffrey N. Ostrager, Esq.**

**Curtis, Mallet-Prevost, Colt & Mosle LLP**

**101 Park Avenue**

**New York, New York 10178**

**(212) 696-6000**

(Counsel to the Registrant)

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**CALCULATION OF REGISTRATION FEE**

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| <b>Title of each class of securities to be registered</b> | <b>Amount<br/>to be<br/>registered (1)</b> | <b>Proposed<br/>maximum<br/>offering<br/>price<br/>per unit</b> | <b>Proposed<br/>maximum<br/>aggregate offering<br/>price</b> | <b>Amount of<br/>registration<br/>fee</b> |
|---|--|---|--|---|
| Ordinary Shares, S\$0.01 par value                        | 2,500,000(2)                               | \$ 13.07(3)   | \$ 32,675,000  | \$ 3,845.85                               |

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- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the Securities Act), this registration statement also covers any additional securities that may be offered or issued as part of any stock split, stock dividend or similar transaction.
- (2)

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Represents 2,500,000 additional shares reserved for issuance upon the exercise of stock options that may be granted under the 2004 Award Plan For New Employees previously registered on the Registrant's registration statements on Form S-8 filed with the Securities and Exchange Commission (SEC) on October 28, 2004 (File No. 333-120056) and December 15, 2004 (File No. 333-121302).

- (3) Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee. Computation based upon \$13.07, the average of the high and low prices of the Registrant's ordinary stock as reported on the Nasdaq National Market on June 29, 2005, because the price at which options to be granted in the future may be exercised is not currently determinable.
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**REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement on Form S-8 is being filed by the Registrant to register 2,500,000 additional shares reserved for issuance under its 2004 Award Plan For New Employees previously registered on the Registrant's registration statements on Form S-8 filed with the SEC on October 28, 2004 (File No. 333-120056) and December 15, 2004 (File No. 333-121302).

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 SEC on October 28, 2004 (File No. 333-120056) and December 15, 2004 (File No. 333-121302).

**Item 8. Exhibits**

| <u>Exhibit No.</u> | <u>Exhibit</u>   | <u>Incorporated by Reference</u> |                 |                        |                        | <u>Filed<br/>Herewith</u> |
|--------------------|--|----------------------------------|-----------------|------------------------|------------------------|---------------------------|
|                    |  | <u>Form</u>                      | <u>File No.</u> | <u>Filing<br/>Date</u> | <u>Exhibit<br/>No.</u> |                           |
| 4.01               | Memorandum and New Articles of Association of the Registrant.                                  | 10-Q                             | 000-23354       | 02-09-01               | 3.1                    |                           |
| 4.02               | Registrant's 2004 Award Plan for New Employees, as amended.                                    | 8-K                              | 000-23354       | 05-18-05               | 10.01                  |                           |
| 5.01               | Opinion of Allen & Gledhill.   |                                  |                 |                        |                        | X                         |
| 23.01              | Consent of Allen & Gledhill (included in Exhibit 5.01)   |                                  |                 |                        |                        | X                         |
| 23.02              | Consent of Independent Registered Public Accounting Firm.                                      |                                  |                 |                        |                        | X                         |
| 24.01              | Power of Attorney (included on the signature page to this Registration Statement on Form S-8). |                                  |                 |                        |                        | X                         |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on this 6th day of July, 2005.

**FLEXTRONICS INTERNATIONAL LTD.**

By: /s/ Michael E. Marks

\_\_\_\_\_  
 Michael E. Marks  
 Chief Executive Officer and Director

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael E. Marks and Thomas J. Smach, and each of them acting individually, as his or her attorney-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or any substitute, may do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, and such counterparts shall together constitute one and the same instrument.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>SIGNATURE</u>                                    | <u>TITLE</u>   | <u>DATE</u>  |
|---|--|--------------|
| /s/ Michael E. Marks<br>_____<br>Michael E. Marks   | Chief Executive Officer and Director (Principal Executive Officer)                     | July 6, 2005 |
| /s/ Thomas J. Smach<br>_____<br>Thomas J. Smach     | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | July 6, 2005 |
| /s/ Richard L. Sharp<br>_____<br>Richard L. Sharp   | Chairman of the Board  | July 6, 2005 |
| /s/ James A. Davidson<br>_____<br>James A. Davidson | Director   | July 6, 2005 |
| /s/ Patrick Foley<br>_____<br>Patrick Foley         | Director   | July 6, 2005 |

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Patrick Foley

/s/ Michael J. Moritz

Director

July 6, 2005

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Michael J. Moritz

Director

July \_\_, 2005

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Lip-Bu Tan

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