

Tyco Electronics Ltd.
Form DEFA14A
May 21, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

TYCO ELECTRONICS LTD.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:

(4)

Date Filed:

EXPLANATORY NOTE

The following information supplements the proxy statement/prospectus (the Proxy Statement/Prospectus) included in Registration Statement No. 333-156927 filed with the U.S. Securities and Exchange Commission on May 1, 2009 relating to the special general meeting of shareholders of Tyco Electronics Ltd. (the Company) to be held on Monday, June 22, 2009 at 2:30 p.m., Atlantic Time, at the Fairmont Hamilton Princess Hotel, 76 Pitts Bay Road, Pembroke HM 08, Bermuda (the Special General Meeting).

In response to a comment received from the competent Commercial Register in Switzerland, we have made the following minor revisions to the text of paragraph 1 of Article 2 in the shareholder resolution under the heading Proposal No. 7 Change of our Corporate Purpose and in the proposed Swiss articles of association attached as Annex A to the Proxy Statement/Prospectus:

Words that are underlined will be added to the text of Proposal No. 7.

1 The main purpose of the Company is to acquire, hold, manage and sell equity participations, in particular in the electronics business. The Company may carry out finance and management transactions and may set up branches and subsidiaries in Switzerland and abroad.

Words that are underlined will be added to the text of paragraph 1 of Article 2 of the proposed Swiss articles of association.

1 Hauptzweck der Gesellschaft ist der Erwerb, das Halten und der Verkauf von Beteiligungen an Unternehmen, insbesondere in der Elektronikbranche. Die Gesellschaft kann Finanz- und Managementtransaktionen ausführen. Sie kann Zweigniederlassungen und Tochtergesellschaften im In- und Ausland errichten. Die Gesellschaft kann im In- und Ausland Grundstücke erwerben, halten und veräussern.

1 The main purpose of the Company is to acquire, hold, manage, and sell equity participations, in particular in the electronics business. The Company may carry out finance and management transactions and may set up branches and subsidiaries in Switzerland and abroad. The Company may acquire, hold and sell real estate in Switzerland and abroad.