

FLEXTRONICS INTERNATIONAL LTD

Form S-8

November 20, 2002

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As filed with the Securities and Exchange Commission on November 20, 2002

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
(State or Other Jurisdiction
of Incorporation or Organization)

Not Applicable
(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

Chairman and 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 E. Garabedian, Esq.
Fenwick & West LLP
Two Palo Alto Square
Palo Alto, California 94306

CALCULATION OF REGISTRATION FEE

| Title of Securities | Amount to be | Proposed Maximum Offering Price | Proposed | Amount of |
|---------------------|--------------|---------------------------------|----------|-----------|
|---------------------|--------------|---------------------------------|----------|-----------|

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| <u>to be Registered</u> | <u>Registered</u> | <u>Per Share</u> | <u>Maximum Aggregate Offering Price</u> | <u>Registration Fee</u> |
|------------------------------------|-------------------|------------------|---|-----------------------------|
| Ordinary Shares, S\$0.01 par value | 1,000,000(1) | \$ 7.09(2) | \$7,090,000.00 | \$ 653.00 |

(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) and February 16, 2001 (Registration No. 333-55850). A total of 2,400,000 shares issuable under the 1997 Employee Share Purchase Plan have previously been registered under the Securities Act.

(2) Estimated solely for the purposes of calculating the registration fee in accordance with Rules 457(c) and (h) under the Securities Act of 1933 and based upon \$8.34, the average of the high and low sales prices reported on the Nasdaq National Market on November 13, 2002. 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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EXHIBIT 4.02

EXHIBIT 5.01

EXHIBIT 23.03

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REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

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) and February 16, 2001 (Registration No. 333-55850).

ITEM 8. EXHIBITS

| Exhibit No. | Exhibit | Incorporated By Reference | | | Exhibit No. | Filed Herewith |
|-------------|---|---------------------------|-----------|-------------|-------------|----------------|
| | | Form | File No. | Filing Date | | |
| 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 | | | |
| 4.03 | Indenture dated as of October 15, 1997 between Registrant and State Street Bank and Trust Company of California, N.A., as | e. 8-K | 000-23354 | 10-22-97 | 10.1 | 4.04 |
| 4.04 | U.S. Dollar Indenture dated June 29, 2000 between the Registrant and Chase Manhattan Bank and Trust Company, N.A., as | e. 10-Q | 000-23354 | 08-14-00 | 4.1 | 4.05 |
| 4.05 | Euro Indenture dated as of June 29, 2000 between Registrant and Chase Manhattan Bank and Trust Company, N.A., as | e. 10-Q | 000-23354 | 08-14-00 | 4.2 | 4.06 |
| 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

* 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
issue of letters
of

* 10-K 000-23354 05-03-02 4.05 5.01

Opinion of
Allen &
Gledhill X23.01

Consent of
Allen &
Gledhill
(included in
Exhibit 5.01) X23.02

Consent of
Arthur
Andersen
LLP.** 23.03

Consent of
Deloitte &
Touche
LLP X24.01

Power of
Attorney (see
page 2) 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.

** Omitted
in reliance
on
Rule 437a
under the
Securities
Act of
1933.

Table of Contents**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 20th day of November, 2002.

FLEXTRONICS INTERNATIONAL LTD.

By: /s/ Michael E. Marks

Michael E. Marks
*Chairman of the Board,
 Chief Executive Officer and
 Authorized U.S. Representative*

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally, Michael E. Marks, Robert R.B. Dykes and Thomas J. Smach and each one of them, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any and all amendments to this registration statement (including any and all amendments, including post-effective amendments), 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 his substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

| SIGNATURE | TITLE | DATE |
|-----------------------|---|-------------------|
| /s/ Michael E. Marks | Chairman of the Board, and Chief Executive Officer (principal executive officer) | November 20, 2002 |
| Michael E. Marks | | |
| /s/ Robert R.B. Dykes | President, Systems Group and Chief Financial Officer (principal financial officer) | November 20, 2002 |
| Robert R.B. Dykes | | |
| /s/ Thomas J. Smach | Vice President, Finance (principal accounting officer) | November 20, 2002 |
| Thomas J. Smach | | |
| /s/ Michael J. Moritz | Director | November 20, 2002 |
| Michael J. Moritz | | |
| /s/ Richard L. Sharp | Director | November 20, 2002 |
| Richard L. Sharp | | |
| | Director | |
| Patrick Foley | | |

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/s/ Goh Thiam Poh Tommie

Director

November 20, 2002

Goh Thiam Poh Tommie

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in Schedule I
to the Credit
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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
issue of letters
of

* 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

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Opinion of
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 Gledhill X23.01

Consent of
 Allen &
 Gledhill
 (included in
 Exhibit 5.01) X23.02

Consent of
 Arthur
 Andersen
 LLP,** 23.03

Consent of
 Deloitte &
 Touche
 LLP X24.01

Power of
 Attorney (see
 page 2) X

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** Omitted
 in reliance
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