

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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SIGNATURES

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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

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\* 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.

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**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

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



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/s/ Goh Thiam Poh Tommie

Director

November 20, 2002

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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  
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to the Credit  
Agreement,  
ABN AMRO  
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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  
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 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.

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 in reliance  
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