

FLEXTRONICS INTERNATIONAL LTD

Form S-8

November 20, 2002

**Table of Contents**

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**

<b>Title of Securities</b>	<b>Amount to be</b>	<b>Proposed Maximum Offering Price</b>	<b>Proposed</b>	<b>Amount of</b>
----------------------------	---------------------	--	-----------------	------------------

Edgar Filing: FLEXTRONICS INTERNATIONAL LTD - Form S-8

<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.

**TABLE OF CONTENTS**

ITEM 8. EXHIBITS

SIGNATURES

EXHIBIT INDEX

EXHIBIT 4.02

EXHIBIT 5.01

EXHIBIT 23.03

---

**Table of Contents**

**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.





Edgar Filing: FLEXTRONICS INTERNATIONAL LTD - Form S-8

/s/ Goh Thiam Poh Tommie

Director

November 20, 2002

---

Goh Thiam Poh Tommie

2

---

**Table of Contents****EXHIBIT INDEX**

Exhibit No.	Exhibit	Incorporated By Reference			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		
e. 8-K	Indenture dated as of October 15, 1997 between Registrant and State Street Bank and Trust Company of California, N.A., as U.S. Dollar Indenture dated June 29, 2000 between the Registrant and Chase Manhattan Bank and Trust Company, N.A., as	10.1	4.04		
e. 10-Q	Euro Indenture dated as of June 29, 2000 between Registrant and Chase Manhattan Bank and Trust Company, N.A., as	4.1	4.05		
e. 10-Q	Credit Agreement dated as of March 8, 2002 among Flextronics International Ltd., the lenders named	4.2	4.06		

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  
 issuer 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.