

FLEXTRONICS INTERNATIONAL LTD

Form 424B3

February 09, 2005

**Prospectus Supplement #12  
(to prospectus dated November 26, 2003)**

**Filed pursuant to Rule 424(b)(3)  
Registration No. 333-109542**

**FLEXTRONICS INTERNATIONAL LTD.**

**\$500,000,000**

**1% Convertible Subordinated Notes Due August 1, 2010**

**and the Ordinary Shares issuable upon conversion of the Notes**

This prospectus supplement relates to the resale by the holders of our 1% convertible subordinated notes due August 1, 2010 and our ordinary shares issuable upon the conversion of the notes. You should read this prospectus supplement in conjunction with the prospectus dated November 26, 2003, which is to be delivered with this prospectus supplement.

The information in the table appearing under the heading **Selling Securityholders** in the prospectus is amended by the addition of the information appearing in the table below:

<b>Name of Beneficial Owner</b>	<b>Principal Amount of Notes Beneficially Owned That May Be Offered</b>	<b>Ordinary Shares Owned Prior to the Offering</b>	<b>Ordinary Shares That May Be Offered (1)</b>
Maryland State Retirement Agency (2)	\$ 2,543,000		163,800

- (1) Represents the notes held by each beneficial owner, as converted to our ordinary shares at the initial conversion price of \$15.525 per share. However, this conversion price is subject to adjustment as described in the prospectus under **Description of the Notes Conversion of Notes**. As a result, the amount of ordinary shares issuable upon conversion of the notes in the future may increase or decrease.
- (2) Such notes and ordinary shares are in addition to \$4,180,000 principal amount of notes and 269,243 ordinary shares offered by the State of Maryland Retirement Agency, previously included in the prospectus dated November 26, 2003.

**Investing in the notes or our ordinary shares involves a high degree of risk. Please carefully consider the Risk Factors beginning on page 2 of the prospectus, as well as the Risk Factors section included in our recent reports filed with the Securities and Exchange Commission.**

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THE PROSPECTUS OR THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

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The date of this prospectus supplement is February 9, 2005.