

FLEX LTD.
Form 10-K/A
June 20, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K/A

(Amendment No. 1)

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the fiscal year ended March 31, 2018

Or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Commission file number 000-23354

FLEX LTD.

(Exact name of registrant as specified in its charter)

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Singapore
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer Identification No.)

2 Changi South Lane,
Singapore
(Address of registrant's principal executive offices)

486123
(Zip Code)

Registrant's telephone number, including area code

(65) 6876-9899

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class
Ordinary Shares, No Par Value

Name of Each Exchange on Which Registered
The Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act **NONE**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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Large accelerated filer
Emerging growth company

Accelerated filer

Non-accelerated filer

Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of September 29, 2017, the aggregate market value of the Company's ordinary shares held by non-affiliates of the registrant was approximately \$8.8 billion based upon the closing sale price as reported on the Nasdaq Global Select Market.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

| Class | Outstanding at June 8, 2018 |
|-------------------------------|-----------------------------|
| Ordinary Shares, No Par Value | 528,282,247 |

DOCUMENTS INCORPORATED BY REFERENCE

| Document | Parts into Which Incorporated |
|---|-------------------------------|
| Proxy Statement to be delivered to shareholders in connection with the Registrant's 2018 Annual General Meeting of Shareholders | Part III |

EXPLANATORY NOTE

Flex Ltd. (the Company) is filing this Amendment No. 1 on Form 10-K/A (this Amendment No. 1) to amend the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2018 (the Original Form 10-K) filed with the Securities and Exchange Commission on June 14, 2018 (the Original Filing Date). The sole purpose of this Amendment No. 1 is to correct an omission in Exhibit 23.01 to the Original Form 10-K, which inadvertently omitted a reference to Registration Statement No. 333-222773 on Form S-3.

Except as described above, this Amendment No. 1 does not modify, amend or update in any way the financial or other information contained in the Original Form 10-K, and this Amendment No. 1 does not reflect events that may have occurred subsequent to the Original Filing Date.

As required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the Exchange Act), new certifications by the Registrant's principal executive officer and principal financial officer pursuant to Rule 13a-14(a) under the Exchange Act are being filed as Exhibits 31.03 and 31.04 to this Amendment No. 1. Paragraphs 3, 4 and 5 of the certifications have been omitted because this Amendment No. 1 does not contain any financial statements nor does it contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this Amendment No. 1:

1. *Financial Statements.* See Item 8, Financial Statements and Supplementary Data of the Original Form 10-K.

2. *Financial Statement Schedules.* Schedule II Valuation and Qualifying Accounts is included in the financial statements, see Concentration of Credit Risk in Note 2, Summary of Accounting Policies of the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data of the Original Form 10-K.

3. *Exhibits.* Reference is made to Item 15(b) below.

(b) *Exhibits.* The Exhibit Index, which immediately precedes the signature page to this Amendment No. 1, is incorporated by reference into this Amendment No. 1.

(c) *Financial Statement Schedules.* Reference is made to Item 15(a)(2) above.

EXHIBIT INDEX

| Exhibit No. | Exhibit | Form | Incorporated by Reference | | Exhibit No. | Filed Herewith |
|-------------|---|------|---------------------------|-------------|-------------|----------------|
| | | | File No. | Filing Date | | |
| <u>3.01</u> | Constitution of the Registrant | 10-Q | 000-23354 | 10/31/2016 | 3.01 | |
| <u>4.01</u> | Indenture, dated as of February 20, 2013, by and between the Registrant, the Guarantors party thereto and U.S. Bank National Association, as Trustee, related to the Registrant's 4.625% Notes due 2020 and 5.000% Notes due 2023 | 8-K | 000-23354 | 2/22/2013 | 4.1 | |
| <u>4.02</u> | Form of 4.625% Note due 2020 | 8-K | 000-23354 | 2/22/2013 | 4.1 | |
| <u>4.03</u> | Form of 5.000% Note due 2023 | 8-K | 000-23354 | 2/22/2013 | 4.1 | |

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| | | | | | |
|-------------|--|------|------------|------------|------|
| <u>4.04</u> | First Supplemental Indenture, dated as of March 28, 2013, among the Registrant, the Guarantor party thereto and U.S. Bank National Association, as Trustee, to the Indenture, dated as of February 20, 2013, by and between the Registrant, the Guarantors party thereto and U.S. Bank National Association, as Trustee, related to the Registrant's 4.625% Notes due 2020 and 5.000% Notes due 2023 | 10-K | 000-23354 | 5/28/2013 | 4.11 |
| <u>4.05</u> | Second Supplemental Indenture, dated as of August 25, 2014, among the Registrant, the Guarantor party thereto and U.S. Bank National Association, as Trustee, to the Indenture, dated as of February 20, 2013, by and between the Registrant, the Guarantors party thereto and U.S. Bank National Association, as Trustee, related to the Registrant's 4.625% Notes due 2020 and 5.000% Notes due 2023 | 10-Q | 000-23354 | 10/30/2014 | 4.01 |
| <u>4.06</u> | Third Supplemental Indenture, dated as of September 11, 2015, among the | S-4 | 333-207067 | 9/22/2015 | 4.11 |

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| Exhibit No. | Exhibit | Form | Incorporated by Reference File No. | Filing Date | Exhibit No. | Filed Herewith |
|--------------|--|------|---------------------------------------|-------------|-------------|-------------------|
| | Registrant, the Guarantor party thereto and U.S. Bank National Association, as Trustee, related to the Registrant's 4.625% Notes due 2020 and 5.000% Notes due 2023 | | | | | |
| <u>4.07</u> | Indenture, dated as of June 8, 2015, by and between the Registrant, the Guarantors party thereto and U.S. Bank National Association, as Trustee | 8-K | 000-23354 | 6/8/2015 | 4.1 | |
| <u>4.08</u> | Form of 4.750% Note due 2025 | 8-K | 000-23354 | 6/8/2015 | 4.1 | |
| <u>4.09</u> | First Supplemental Indenture, dated as of September 11, 2015, among the Registrant, the Guarantor party thereto and U.S. Bank National Association, as Trustee, related to the Registrant's 4.750% Notes due 2025 | S-4 | 333-207067 | 9/22/2015 | 4.04 | |
| <u>4.10</u> | Credit Agreement, dated as of June 30, 2017, among Flex Ltd. and certain of its subsidiaries, from time to time party thereto, as borrowers, Bank of America, N.A., as Administrative Agent and Swing Line Lender, and the other Lenders party thereto | 8-K | 000-23354 | 6/30/2017 | 10.01 | |
| <u>4.11</u> | Term Loan Agreement, dated as of November 30, 2016, among Flex Ltd., as borrower, The Bank of Tokyo-Mitsubishi UFJ, Ltd., as Administrative Agent, and the other Lenders party thereto | 8-K | 000-23354 | 12/1/2016 | 10.01 | |
| <u>4.12</u> | Amendment No. 1, dated as of July 25, 2017, to Term Loan Agreement, dated as of November 30, 2016, among Flex Ltd., as borrower, The Bank of Tokyo-Mitsubishi UFJ, Ltd., as Administrative Agent, and the other Lenders party thereto | 10-Q | 000-23354 | 10/30/2017 | 10.01 | |
| <u>10.01</u> | Form of Indemnification Agreement between the Registrant and its Directors and certain officers | 10-K | 000-23354 | 5/20/2009 | 10.01 | |
| <u>10.02</u> | Form of Indemnification Agreement between Flextronics Corporation and Directors and certain officers of the Registrant | 10-K | 000-23354 | 5/20/2009 | 10.02 | |
| <u>10.03</u> | Flex Ltd. 2010 Equity Incentive Plan | 8-K | 000-23354 | 7/28/2010 | 10.01 | |
| <u>10.04</u> | Form of Share Option Award Agreement under 2010 Equity | 10-Q | 000-23354 | 8/5/2010 | 10.02 | |

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Incentive Plan

| | | | | | |
|--------------|--|---------|-----------|------------|---------|
| <u>10.05</u> | Form of Restricted Share Unit Award Agreement under 2010 Equity Incentive Plan | 10-Q | 000-23354 | 8/5/2010 | 10.03 |
| <u>10.06</u> | Flex Ltd. 2017 Equity Incentive Plan | DEF 14A | 000-23354 | 7/5/2017 | Annex A |
| <u>10.07</u> | Form of Restricted Share Unit Award | 10-Q | 000-23354 | 10/30/2017 | 10.05 |

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| Exhibit No. | Exhibit | Form | Incorporated by Reference File No. | Filing Date | Exhibit No. | Filed Herewith |
|--------------------|---|-------------|---|--------------------|--------------------|---------------------------|
| | Agreement under the 2017 Equity Incentive Plan for time-based vesting awards | | | | | |
| <u>10.08</u> | Form of Restricted Share Unit Award Agreement under the 2017 Equity Incentive Plan for performance-based vesting awards | 10-Q | 000-23354 | 10/30/2017 | 10.06 | |
| <u>10.09</u> | Flextronics International USA, Inc. Third Amended and Restated 2005 Senior Management Deferred Compensation Plan | 10-Q | 000-23354 | 2/6/2009 | 10.02 | |
| <u>10.10</u> | Flextronics International USA, Inc. Third Amended and Restated Senior Executive Deferred Compensation Plan | 10-Q | 000-23354 | 2/6/2009 | 10.01 | |
| <u>10.11</u> | Summary of Directors Compensation | 10-Q | 000.23354 | 10/30/2017 | 10.02 | |
| <u>10.12</u> | Executive Incentive Compensation Recoupment Policy | 10-Q | 000-23354 | 8/5/2010 | 10.06 | |
| <u>10.13</u> | Francois Barbier Offer Letter, dated as of July 1, 2010 | 8-K | 000-23354 | 9/3/2010 | 10.01 | |
| <u>10.14</u> | Francois Barbier Relocation Expenses Addendum, dated as of March 5, 2013 | 10-K | 000-23354 | 5/28/2013 | 10.27 | |
| <u>10.15</u> | Francois Barbier Confirmation Date Letter, dated as of August 30, 2010 | 8-K | 000-23354 | 9/3/2010 | 10.03 | |
| <u>10.16</u> | Scott Offer Offer Letter dated June 14, 2016 | 10-Q | 000-23354 | 8/1/2017 | 10.02 | |
| <u>10.17</u> | 2010 Flextronics International USA, Inc. Deferred Compensation Plan | 10-Q | 000-23354 | 11/3/2010 | 10.04 | |
| <u>10.18</u> | Form of Amendment to certain senior executive Restricted Share Unit Agreements under the 2010 Equity Incentive Plan | 10-Q | 000-23354 | 2/4/2013 | 10.02 | |
| <u>10.19</u> | Form of Award Agreement under 2010 Deferred Compensation Plan | 10-Q | 000-23354 | 7/30/2012 | 10.01 | |
| <u>10.20</u> | Summary of Compensation Arrangements of Certain Executive Officers of Flex Ltd. | 10-Q | 000-23354 | 10/30/2017 | 10.03 | |
| <u>10.21</u> | Form of Restricted Share Unit Award Agreement under the 2010 Equity Incentive Plan for time-based vesting awards | 10-Q | 000-23354 | 11/1/2013 | 10.02 | |

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| | | | | | |
|--------------|---|------|-----------|-----------|-------|
| <u>10.22</u> | Form of 2010 Deferred Compensation Plan Award Agreement (performance targets, cliff vesting) | 10-Q | 000-23354 | 8/2/2013 | 10.02 |
| <u>10.23</u> | Form of 2010 Deferred Compensation Plan Award Agreement (non-performance, periodic vesting, continuing Participant) | 10-Q | 000-23354 | 8/2/2013 | 10.03 |
| <u>10.24</u> | Award Agreement under the 2010 Deferred Compensation Plan | 10-Q | 000-23354 | 7/28/2014 | 10.01 |

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| Exhibit No. | Exhibit | Form | Incorporated by Reference | | Exhibit No. | Filed Herewith |
|--------------|--|------|---------------------------|-------------|-------------|----------------|
| | | | File No. | Filing Date | | |
| <u>10.25</u> | Form of Restricted Share Unit Award Agreement under the 2010 Equity Incentive Plan for certain executive fiscal year 2015 performance-based awards | 10-Q | 000-23354 | 10/30/2014 | 10.01 | |
| <u>10.26</u> | Description of Annual Incentive Bonus Plan for Fiscal 2018 | 10-Q | 000-23354 | 8/1/2017 | 10.03 | |
| <u>10.27</u> | Description of Performance Long Term Incentive Plan for Fiscal 2018 | 10-Q | 000-23354 | 8/1/2017 | 10.04 | |
| <u>10.28</u> | NEXTracker Inc. 2014 Equity Incentive Plan | S-8 | 333-207325 | 10/7/2015 | 99.01 | |
| <u>10.29</u> | Form of Elementum Holding Ltd. Restricted Share Purchase Agreement | 10-Q | 000-23354 | 10/26/2015 | 10.02 | |
| <u>10.30</u> | BrightBox Technologies, Inc. 2013 Stock Incentive Plan | S-8 | 333-212267 | 6/27/2016 | 99.01 | |
| <u>21.01</u> | Subsidiaries of Registrant | 10-K | 000-23354 | 6/14/2018 | 21.01 | |
| <u>23.01</u> | Consent of Deloitte & Touche LLP | | | | | X |
| <u>24.01</u> | Power of Attorney | 10-K | 000-23354 | 6/14/2018 | 24.01 | |
| <u>31.01</u> | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act | 10-K | 000-23354 | 6/14/2018 | 31.01 | |
| <u>31.02</u> | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act | 10-K | 000-23354 | 6/14/2018 | 31.02 | |
| <u>31.03</u> | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act | | | | | X |
| <u>31.04</u> | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act | | | | | X |
| <u>32.01</u> | Certification of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350* | 10-K | 000-23354 | 6/14/2018 | 32.01 | |
| 101.INS | XBRL Instance Document | 10-K | 000-23354 | 6/14/2018 | 101.INS | |
| 101.SCH | XBRL Taxonomy Extension Scheme Document | 10-K | 000-23354 | 6/14/2018 | 101.SCH | |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document | 10-K | 000-23354 | 6/14/2018 | 101.CAL | |

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|---------|---|------|-----------|-----------|---------|
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document | 10-K | 000-23354 | 6/14/2018 | 101.DEF |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document | 10-K | 000-23354 | 6/14/2018 | 101.LAB |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document | 10-K | 000-23354 | 6/14/2018 | 101.PRE |

* This exhibit was previously furnished with the Original Form 10-K, is not deemed filed with the Securities and Exchange Commission, and is not incorporated by reference into any filing of Flex Ltd. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of the Original Form 10-K and irrespective of any general incorporation language contained in such filing.

Management contract, compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized.

Flex Ltd.

By:

/s/ MICHAEL M. MCNAMARA
Michael M. McNamara
Chief Executive Officer

Date: June 20, 2018