

FLEXTRONICS INTERNATIONAL LTD.  
Form 8-K  
May 29, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 29, 2009**

**FLEXTRONICS INTERNATIONAL LTD.**  
(Exact name of registrant as specified in its charter)

|                                                                       |                                            |                                                            |
|-----------------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------|
| <b>Singapore</b><br>(State or other Jurisdiction of<br>Incorporation) | <b>0-23354</b><br>(Commission File Number) | <b>Not Applicable</b><br>(IRS Employer Identification No.) |
|-----------------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------|

|                                                                                             |                             |
|---------------------------------------------------------------------------------------------|-----------------------------|
| <b>One Marina Boulevard, # 28-00, Singapore</b><br>(Address of Principal Executive Offices) | <b>018989</b><br>(Zip Code) |
|---------------------------------------------------------------------------------------------|-----------------------------|

Registrant's telephone number, including area code: **(65) 6890-7188**

**Not Applicable**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On May 29, 2009, Flextronics International Ltd. issued a press release announcing that it is commencing a cash tender offer (the Offer ) to purchase up to \$100,000,000 of the aggregate principal amount outstanding of its 6 1/2% Senior Subordinated Notes due 2013, and up to \$100,000,000 of the aggregate principal amount outstanding of its 6 1/4% Senior Subordinated Notes due 2014. The Offer will expire at 12:00 midnight, New York City time, on June 25, 2009, unless extended or earlier terminated. In conjunction with the Offer, Flextronics is also soliciting consents from holders of the Notes to certain proposed amendments to the restricted payments covenants and certain related definitions in each of the indentures under which the Notes were issued. A copy of the press release is attached as Exhibit 99.1 and is hereby incorporated by reference in this Item 8.01 of this report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

| <b>Exhibit No.</b> | <b>Description</b>                                                          |
|--------------------|-----------------------------------------------------------------------------|
| 99.1               | Press Release, dated May 29, 2009, issued by Flextronics International Ltd. |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**FLEXTRONICS INTERNATIONAL LTD.**

Date: May 29,  
2009

By: /s/ Paul Read

Name: Paul Read  
Title: Chief Financial Officer

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**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                                                          |
|--------------------|-----------------------------------------------------------------------------|
| 99.1               | Press Release, dated May 29, 2009, issued by Flextronics International Ltd. |

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