

FLEXTRONICS INTERNATIONAL LTD.
Form SC TO-C
July 14, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
FLEXTRONICS INTERNATIONAL LTD.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Ordinary Shares, no par value

(Title of Class of Securities)

Y2573F102

(CUSIP Number of Ordinary Shares Underlying Class of Securities)

Michael M. McNamara

Chief Executive Officer

Flextronics International Ltd.

One Marina Boulevard, #28-00

Singapore 018989

(65) 6890-7188

(Name, address and telephone number of person authorized to receive
notices and communications on behalf of the filing persons)

With copies to:

Jeffrey N. Ostrager, Esq.

Curtis, Mallet-Prevost, Colt & Mosle LLP

101 Park Avenue

New York, New York 10178

(212) 696-6000

CALCULATION OF FILING FEE

Transaction Valuation(*)

Not applicable

Amount of Filing Fee(*)

Not applicable

(*) Pursuant to
General
Instruction D to
Schedule TO, a
filing fee is not
required in
connection with
this filing as it
contains only
preliminary
communications
made before the
commencement

of a tender offer.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: **Not applicable**

Form or Registration No.: **Not applicable**

Filing Party: **Not applicable**

Date Filed: **Not applicable**

Form or Registration No.: **Not applicable**

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which this statement relates:

- third party tender offer subject to Rule 14d-1
- issuer tender offer subject to Rule 13e-4
- going-private transaction subject to Rule 13e-3
- amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

Explanatory Note

Attached as Exhibit 99.1 is an e-mail dated July 13, 2009 from Michael M. McNamara, Paul Read and Paul Humphries announcing (i) approval by the shareholders of Flextronics International Ltd. (the Company) of amendments to the certain of the Company s existing equity incentive plans to permit the Company s proposed Option Exchange Program and (ii) the anticipated launch of the Option Exchange Program on July 14, 2009.

Additional Information About the Option Exchange Program and Where to Find It

The Option Exchange Program described in the attached e-mail has not yet commenced. Even though shareholder approval has been obtained, the Company may still decide not to implement the Option Exchange Program. If the Option Exchange Program is commenced, the Company will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission (SEC). Persons who are eligible to participate in the Option Exchange Program should read the Tender Offer Statement and other related materials carefully when they become available because they will contain important information about the Option Exchange Program.

The Company will deliver the Option Exchange Program documents to all eligible employees free of charge when the Option Exchange Program commences, and the Company s shareholders and option holders will be able to obtain these written materials and other documents filed by the Company with the SEC free of charge from the SEC s website at www.sec.gov. In addition, shareholders and option holders may obtain free copies of the documents filed by the Company with the SEC by writing the Company at its principal U.S. offices at: Flextronics International Ltd., 2090 Fortune Dr., San Jose, California 95131 U.S.A.

Item 12. Exhibits.

Exhibit

| No. | Description |
|------------|--|
| 99.1 | Announcement e-mail from Michael M. McNamara, Paul Read and Paul Humphries, dated July 13, 2009. |