

FLEXTRONICS INTERNATIONAL LTD

Form 10-Q/A

September 07, 2004

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

FORM 10-Q/A

AMENDMENT NO. 1

(MARK ONE)

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

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2004

OR

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

FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER: 0-23354

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.)**

**MICHAEL E. MARKS
CHIEF EXECUTIVE OFFICER
FLEXTRONICS INTERNATIONAL LTD.
ONE MARINA BOULEVARD, #28-00
SINGAPORE 018989
(65) 6890-7188**

**(NAME, ADDRESS, INCLUDING ZIP CODE AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF AGENT FOR SERVICE)**

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 is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).
Yes [X] No []

As of August 4, 2004, there were 556,111,183 shares of the Registrant's ordinary shares outstanding.

EXPLANATORY NOTE

The sole purpose of this Form 10-Q/A is to file a revised Exhibit 10.01 to the Registrant's Form 10-Q that was originally filed with the Securities and Exchange Commission on August 6, 2004. Certain portions of Exhibit 10.01 that were previously redacted in the original filing have been unredacted. At the request of the Securities and Exchange Commission, Schedule 2.3(2) has been attached to Exhibit 10.01.

FLEXTRONICS INTERNATIONAL LTD.

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ITEM 6. EXHIBITS AND REPORTS ON FORM 8K

(a) Exhibits

Exhibit No.	Exhibit
10.01	Asset Purchase Agreement, dated as of June 29, 2004, by and among the Registrant and Nortel Networks Limited.**
10.02	Amendment No. 2 dated as of July 14, 2004, to the Credit Agreement dated as of March 3, 2004, among Flextronics International, Ltd., each of the subsidiaries of the Registrant designated as borrowers from time to time, Fleet National Bank and the guarantors thereunder, the financial institutions party to the Credit Agreement as Lenders and ABN AMRO Bank N.V., as agent. #
10.03	Amendment No. 2 dated as of July 14, 2004, to the Credit Agreement dated as of March 3, 2004, among Flextronics International USA, Inc., the financial institutions party to the Credit Agreement as Lenders, and ABN AMRO Bank N.V., as Agent. #
23.01	Letter in lieu of consent of Deloitte & Touche LLP. #
31.01	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act.
31.02	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act.
32.01	Certification of Chief Executive Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. * #
32.02	Certification of Chief Financial Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. * #

* As contemplated by SEC Release No. 33-8238, these exhibits are furnished with this Quarterly Report on Form 10-Q and are not deemed filed with the Securities and Exchange Commission and are not incorporated by reference in any filing of Flextronics International Ltd. under the Securities Exchange Act of 1933 or the Securities Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in such filings.

** 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.

Previously filed.

(b) Reports on Form 8-K

On April 27, 2004, we filed a current report on Form 8-K relating to the announcement of our results of operations for the fiscal quarter ended March 31, 2004, as presented in a press release on April 27, 2004.

On July 19, 2004 we filed a current report on Form 8-K relating to the announcement of our results of operations for the fiscal quarter ended June 30, 2004, as presented in a press release on July 19, 2004.

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On July 22, 2004, we filed a current report on Form 8-K reaffirming the guidance for the September 2004 and December 2004 fiscal quarters set forth in our press release dated July 19, 2004.

On July 26, 2004, we filed a current report on Form 8-K announcing the underwriting agreement we entered into with Citigroup Global Markets Inc. and Banc of America Securities LLC, as representatives of the several underwriters, providing for the public offering of 24,330,900 of our ordinary shares at a public offering price of \$12.50 per share.

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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 thereunto duly authorized.

FLEXTRONICS INTERNATIONAL LTD.
(Registrant)

Date: September 3, 2004

/s/ Michael E. Marks

Michael E. Marks
Chief Executive Officer
(Principal Executive Officer)

Date: September 3, 2004

/s/ Robert R.B. Dykes

Robert R.B. Dykes
President, Systems Group and
Chief Financial Officer
(Principal Financial Officer)

Date: September 3, 2004

/s/ Thomas J. Smach

Thomas J. Smach
Senior Vice President, Finance
(Principal Accounting Officer)

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