

FLEXTRONICS INTERNATIONAL LTD.
Form SC TO-C
May 21, 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.

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- 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
- going-private transaction subject to Rule 13e-3
- issuer tender offer subject to Rule 13e-4
- 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

On May 20, 2009, Flextronics International Ltd. (the Company) filed a Preliminary Proxy Statement for its Extraordinary General Meeting of Shareholders of the Company expected to be held in June 2009 (the Preliminary Proxy Statement) at which the Company's shareholders will vote on a proposal to approve amendments to certain of the Company's stock incentive plans to allow a one-time stock option exchange program for eligible employees of the Company and its subsidiaries (the Option Exchange Program). In connection with the Option Exchange Program, the Company is herewith filing the Preliminary Proxy Statement.

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

The Preliminary Proxy Statement does not constitute an offer to holders of the Company's outstanding stock options to exchange those options. If the Option Exchange Program is approved by the Company's shareholders and, if and when the Option Exchange Program is commenced by the Company, the Company will provide the eligible participants with written materials explaining the terms of the Option Exchange Program. Persons who are eligible to participate in the Option Exchange Program should read these materials carefully, because they will contain important information about the Option Exchange Program.

The Company's shareholders and option holders will be able to obtain the written materials described above 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	Preliminary Proxy Statement for the Extraordinary General Meeting of Shareholders (filed with the SEC on May 20, 2009 and incorporated herein by reference).