

Humphries Paul
Form 4
June 21, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Humphries Paul

(Last) (First) (Middle)

C/O FLEXTRONICS
INTERNATIONAL USA,
INC., 6201 AMERICA CENTER
DRIVE

(Street)

SAN JOSE, CA 95002

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FLEX LTD. [FLEX]

3. Date of Earliest Transaction
(Month/Day/Year)

06/19/2018

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Group President

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	06/19/2018		A	50,557 (1)	A \$ 0	593,329	D
Ordinary Shares	06/19/2018		A	76,899 (2)	A \$ 0	670,228	D
Ordinary Shares	06/21/2018		S(3)	99,695	D \$ 14.4905 (4)	570,533 (5) (6)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Humphries Paul
C/O FLEXTRONICS INTERNATIONAL USA, INC.
6201 AMERICA CENTER DRIVE
SAN JOSE, CA 95002

Group
President

Signatures

/s/ Paul Humphries, by Heather Childress as
attorney-in-fact

06/21/2018

____Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- On 6/10/2015, the Reporting Person was awarded a number of performance-based restricted stock units (RSUs), within a preset range,
- (1) with the actual number contingent upon the achievement of a certain performance criterion. If the performance criterion is achieved, the RSUs granted vest on the next business day following the third anniversary of the date of grant, subject to applicable taxes upon delivery.
 - (2) Consists of 76,899 unvested Restricted Stock Units, which will vest in four equal annual installments beginning on June 19, 2019.
 - (3) Includes disposition of shares exempt under Rule 16b-3 as payment of tax liability to Company incident to vesting of restricted stock share award.
 - (4) Price reflects weighted average sales price; actual sales prices ranged from \$14.255 to \$14.55. The Reporting Person undertakes to provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of

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shares purchased or sold at each separate price.

- Includes the following: (1) 27,532 unvested Restricted Stock Units, which will vest on June 26, 2018; (2) 25,279 unvested Restricted Stock Units, which will vest on June 10, 2019; (3) 47,719 unvested Restricted Stock Units, which will vest in two equal annual installments beginning on June 14, 2019; (4) 78,621 unvested Restricted Stock Units, which will vest in four equal annual installments beginning on June 29, 2018; and (5) 76,899 unvested Restricted Stock Units, which will vest in four equal annual installments beginning on June 19, 2019.
- (6) Each unvested Restricted Stock Unit represents a contingent right to receive one unrestricted, fully transferable share for each vested Restricted Stock Unit which has not previously forfeited.

Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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