

JABIL CIRCUIT INC  
Form FWP  
July 31, 2012

Issuer Free Writing Prospectus filed pursuant to Rule 433  
supplementing the Preliminary Prospectus Supplement dated July 31, 2012  
(to Prospectus dated October 27, 2011)

Registration No. 333-177559

July 31, 2012

**JABIL CIRCUIT, INC.**

**Pricing Supplement**

Pricing Supplement dated July 31, 2012 to Preliminary Prospectus Supplement dated July 31, 2012 of Jabil Circuit, Inc. This Pricing Supplement is qualified in its entirety by reference to the Preliminary Prospectus Supplement. The information in this Pricing Supplement supplements the Preliminary Prospectus Supplement and supersedes the information in the Preliminary Prospectus Supplement to the extent it is inconsistent with the information in the Preliminary Prospectus Supplement. Capitalized terms used in this Pricing Supplement but not defined have the meanings given them in the Preliminary Prospectus Supplement.

<b>Issuer</b>	Jabil Circuit, Inc.
<b>Title of Security</b>	4.700% Senior Notes due 2022
<b>Aggregate Principal Amount</b>	\$500,000,000
<b>Maturity</b>	September 15, 2022
<b>Public Offering Price</b>	99.992%, plus accrued interest, if any, from August 3, 2012
<b>Coupon</b>	4.700%
<b>Yield to Maturity</b>	4.700%
<b>Spread to Treasury</b>	+319 bps
<b>Benchmark</b>	1.750% due May 15, 2022
<b>Interest Payment Dates</b>	March 15 and September 15 of each year, beginning on March 15, 2013
<b>Record Dates</b>	March 1 and September 1
<b>Optional Redemption</b>	We may redeem the notes at our option at any time, either in whole or in part at 100% of the principal amount thereof, plus a make-whole premium, using a discount rate of Treasuries plus 0.50%.
<b>Change of Control</b>	101%, plus accrued and unpaid interest, if any.
<b>Gross Proceeds</b>	\$500,000,000
<b>Underwriting Discount</b>	1.0%
<b>Net Proceeds to Issuers before Expenses</b>	\$494,960,000

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<b>Trade Date</b>	July 31, 2012
<b>Settlement Date</b>	August 3, 2012 (T+3)
<b>Joint Book-Running Managers</b>	RBS Securities Inc.  Citigroup Global Markets Inc.  J.P. Morgan Securities LLC  Merrill Lynch, Pierce, Fenner & Smith Incorporated
<b>Senior Co-Managers</b>	BNP Paribas Securities Corp.  HSBC Securities (USA) Inc.  Mitsubishi UFJ Securities (USA), Inc.  Mizuho Securities USA Inc.  Scotia Capital (USA) Inc.
<b>Co-Managers</b>	SMBC Nikko Capital Markets Limited Comerica Securities, Inc.  SunTrust Robinson Humphrey, Inc.  U.S. Bancorp Investments, Inc.
<b>Denominations</b>	\$2,000 and integral multiples of \$1,000
<b>CUSIP/ISIN Numbers</b>	CUSIP: 466313 AG8  ISIN: US466313AG80
<b>Listing</b>	None
<b>Form of Offering</b>	SEC Registered (Registration No. 333-177559)

**FREE WRITING PROSPECTUS LEGEND**

JABIL CIRCUIT, INC. HAS FILED A REGISTRATION STATEMENT (INCLUDING A PROSPECTUS AND PRELIMINARY PROSPECTUS SUPPLEMENT) WITH THE SECURITIES AND EXCHANGE COMMISSION (THE SEC ) FOR THE OFFERING TO WHICH THIS COMMUNICATION RELATES. BEFORE YOU INVEST, YOU SHOULD READ THE PROSPECTUS (INCLUDING THE PROSPECTUS SUPPLEMENT) IN THAT REGISTRATION STATEMENT AND OTHER DOCUMENTS JABIL CIRCUIT, INC. HAS FILED WITH THE SEC FOR MORE COMPLETE INFORMATION ABOUT JABIL CIRCUIT, INC. AND THIS OFFERING. YOU MAY GET THESE DOCUMENTS FOR FREE BY VISITING THE SEC WEB SITE AT [WWW.SEC.GOV](http://WWW.SEC.GOV). ALTERNATIVELY, JABIL CIRCUIT, INC., THE UNDERWRITERS OR ANY DEALER PARTICIPATING IN THE OFFERING WILL ARRANGE TO SEND YOU THE PROSPECTUS AND APPLICABLE PROSPECTUS SUPPLEMENT IF YOU REQUEST THEM FROM: RBS SECURITIES INC., 600 WASHINGTON BOULEVARD, 7TH FLOOR, STAMFORD, CONNECTICUT 06901, ATTENTION: DEBT CAPITAL MARKETS SYNDICATE OR BY CALLING (866) 884-2071.

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