

FLEXTRONICS INTERNATIONAL LTD

Form 424B3

January 07, 2004

Prospectus Supplement #3  
(to prospectus dated November 26, 2003)

Filed pursuant to Rule 424(b)(3)  
Registration No. 333-109542

**FLEXTRONICS INTERNATIONAL LTD.**

**\$500,000,000**

**1% Convertible Subordinated Notes Due August 1, 2010**

**and the Ordinary Shares issuable upon conversion of the Notes**

This prospectus supplement relates to the resale by the holders of our 1% convertible subordinated notes due August 1, 2010 and our ordinary shares issuable upon the conversion of the notes. You should read this prospectus supplement in conjunction with the prospectus dated November 26, 2003, which is to be delivered with this prospectus supplement.

The information in the table appearing under the heading "Selling Securityholders" in the prospectus is amended by the addition of the information appearing in the table below:

Name of Beneficial Owner	Principal Amount of Notes Beneficially Owned  That May Be Offered	Ordinary Shares Owned Prior to the Offering	Ordinary Shares That  May Be Offered (1)
Waterstone Market Neutral Offshore Fund, Ltd.	\$6,122,000		394,331
ING Bank NV London	5,000,000		322,061
Oppenheimer Convertible Securities Fund	3,500,000		225,442
Argent LowLev Convertible Arbitrage Fund LLC	1,600,000		103,059
Lyxor Master Fund Ref: Argent/LowLev CB c/o Argent	1,600,000		103,059
DKR Soundshore Opportunity Holding Fund Ltd.	1,500,000		96,618
Argent Classic Convertible Arbitrage Fund II, L.P.	1,100,000		70,853
Class C Trading Company, Ltd.	1,100,000		70,853
Silver Convertible Arbitrage Fund, LDC	1,000,000		64,412
Waterstone Market Neutral Fund, LP	878,000		56,553
Xavex Convertible Arbitrage 2 Fund	700,000		45,088
HFR CA Global Select Master Trust Account	200,000		12,882

- (1) Represents the notes held by each beneficial owner, as converted to our ordinary shares at the initial conversion price of \$15.525 per share. However, this conversion price is subject to adjustment as described in the prospectus under "Description of the Notes-Conversion of Notes." As a result, the amount of ordinary shares issuable upon conversion of the notes in the future may increase or decrease.

**Investing in the notes or our ordinary shares involves a high degree of risk. Please carefully consider the "Risk Factors" beginning on page 2 of the prospectus, as well as the "Risk Factors" section included in our recent reports filed with the Securities and Exchange Commission.**

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THE PROSPECTUS OR THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

The date of this prospectus supplement is January 7, 2004.