

FAIRFAX FINANCIAL HOLDINGS LTD/ CAN  
Form 13F-HR  
November 14, 2012

=====

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

FORM 13F

FORM 13F COVER PAGE

Report for the Quarter Ended: September 30, 2012

Check here if Amendment: ; Amendment Number: \_\_\_\_\_

This Amendment (check only one):  is a restatement.  
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Fairfax Financial Holdings Limited  
Address: 95 Wellington Street West  
Suite 800  
Toronto, ON M5J 2N7

Form 13F File Number: 028-12554

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Paul Rivett  
Title: Vice President, Operations  
Phone: 416-367-4941

Signature, Place, and Date of Signing:

/s/ Paul Rivett Toronto, ON November 14, 2012  
-----

Report Type (Check only one):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Edgar Filing: FAIRFAX FINANCIAL HOLDINGS LTD/ CAN - Form 13F-HR

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2  
 Form 13F Information Table Entry Total: 45  
 Form 13F Information Table Value Total: \$1,971,337  
 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
01	028-12555	Hamblin Watsa Investment Counsel Ltd.
02	028-12556	V. Prem Watsa

FAIRFAX FINANCIAL HOLDINGS LIMITED  
 FORM 13F INFORMATION TABLE  
 SEPTEMBER 30, 2012

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$ 1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS
BCE INC.	COM NEW	05534B760	11,780	268,300	SH	DEFINED	01,02
BALDWIN & LYONS INC	CL B	057755209	23,190	969,875	SH	DEFINED	01,02
BERKSHIRE HATHAWAY INC.	CL A	084670108	792	6	SH	DEFINED	01,02
BERKSHIRE HATHAWAY INC.	CL B NEW	084670702	978	11,100	SH	DEFINED	01,02
BRISTOL MYERS SQUIBB CO	COM	110122108	236	7,000	SH	DEFINED	01,02
BROWN & BROWN INC	COM	115236101	313	12,000	SH	DEFINED	01,02
CFS BANCORP INC.	COM	12525D102	55	10,000	SH	DEFINED	01,02
CITIGROUP INC	COM NEW	172967424	654	20,000	SH	DEFINED	01,02
CNINSURE INC	SPONSORED ADR	18976M103	260	45,000	SH	DEFINED	01,02
CRESUD S A C I F Y A	SPONSORED ADR	226406106	5,885	723,012	SH	DEFINED	01,02
DELL INC	COM	24702R101	88,419	8,976,589	SH	DEFINED	01,02
EXCO RESOURCES INC	COM	269279402	5,279	659,000	SH	DEFINED	01,02
FRONTIER COMMUNICATIONS							

Edgar Filing: FAIRFAX FINANCIAL HOLDINGS LTD/ CAN - Form 13F-HR

CORP FUSHI COPPERWELD INC	COM	35906A108	91,238	18,620,000	SH	DEFINED	01,02	SO
HOLOGIC INC	COM	36113E107	790	87,000	SH	DEFINED	01,02	SO
INTEL CORP	COM	436440101	404	20,000	SH	DEFINED	01,02	SO
JOHNSON & JOHNSON	SDCV	458140AD2	12,506	11,500,000	PRN	DEFINED	01,02	SO
KENNEDY-WILSON HLDGS INC	COM	478160104	409,591	5,947,300	SH	DEFINED	01,02	SO
LEVEL 3 COMMUNICATIONS INC	COM	489398107	5,588	400,000	SH	DEFINED	01,02	SO
LEVEL 3 COMMUNICATIONS INC	COM NEW	52729N308	296,769	12,931,094	SH	DEFINED	01,02	SO
MBIA INC	NOTE	52729NBP4	90,703	75,000,000	PRN	DEFINED	01,02	SO
MERCK & CO. INC.	COM	55262C100	304	30,000	SH	DEFINED	01,02	SO
MOHAWK INDS INC	COM	58933Y105	361	8,000	SH	DEFINED	01,02	SO
NAM TAI ELECTRS INC	COM	608190104	463	5,800	SH	DEFINED	01,02	SO
NEW ORIENTAL ED & TECH GRP INC	COM PAR \$0.02	629865205	375	35,000	SH	DEFINED	01,02	SO
NEW YORK COMMUNITY BANCORP INC	SPON ADR	647581107	370	22,200	SH	DEFINED	01,02	SO
NEW YORK TIMES CO	COM	649445103	566	40,000	SH	DEFINED	01,02	SO
NEWMARKET CORP	CL A	650111107	439	45,000	SH	DEFINED	01,02	SO
NEXEN INC	COM	651587107	246	1,000	SH	DEFINED	01,02	SO
NOVADAQ TECHNOLOGIES INC	COM	65334H102	1,456	57,500	SH	DEFINED	01,02	SO
OLD REPUBLIC INTL CORPORATION	COM	66987G102	20,956	2,000,000	SH	DEFINED	01,02	SO
OVERSTOCK.COM INC	COM	680223104	418	45,000	SH	DEFINED	01,02	SO
PATTERSON UTI ENERGY INC	COM	690370101	35,006	3,388,774	SH	DEFINED	01,02	SO
PFIZER INC	COM	703481101	237	15,000	SH	DEFINED	01,02	SO
PROVIDENT NEW YORK BANCORP	COM	717081103	5,837	235,000	SH	DEFINED	01,02	SO
RESEARCH IN MOTION LTD	COM	744028101	235	25,000	SH	DEFINED	01,02	SO
RESOLUTE FOREST PRODUCTS	COM	760975102	390,160	51,854,700	SH	DEFINED	01,02	SO
RYANAIR HLDGS PLC	COM	76117W109	246,155	18,978,790	SH	DEFINED	01,02	SO
SLM CORP	SPONSORED ADR	783513104	6,120	189,900	SH	DEFINED	01,02	SO
SANDRIDGE ENERGY INC	COM	78442P106	393	25,000	SH	DEFINED	01,02	SO
SUPERMEDIA INC	COM	80007P307	30,347	4,354,000	SH	DEFINED	01,02	SO
US BANCORP DEL	COM	868447103	966	362,974	SH	DEFINED	01,02	SO
USG Corp	COM NEW	902973304	106,699	3,112,579	SH	DEFINED	01,02	SO
WAL-MART STORES INC	COM NEW	903293405	939	42,800	SH	DEFINED	01,02	SO
WELLS FARGO & CO. NEW	COM	931142103	16,234	220,000	SH	DEFINED	01,02	SO
	COM	949746101	60,624	1,754,687	SH	DEFINED	01,02	SO