

FLEXTRONICS INTERNATIONAL LTD.  
Form DEFA14A  
August 10, 2009

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 14A INFORMATION**  
**Proxy Statement Pursuant to Section 14(a) of the Securities**  
**Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**FLEXTRONICS INTERNATIONAL LTD.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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\*\*\*ExerciseYourRighttoVote\*\*\* IMPORTANTNOTICERegardingtheAvailabilityofProxyMaterials

FLEXTRONICSINTERNATIONALLTD. MeetingInformation

MeetingType:ANNUALForholdersasof:9/22/2009

Date:9/22/2009Time:10:00AMPDTLocation:847GIBRALTARDRIVE MILPITAS,CA95035

Youarereceivingthiscommunicationbecauseyouholdsharesintheabovenamedcompany.

Thisisnotaballot.Youcannotusethisnoticetovotetheseshares.Thiscommunicationpresentsonlyanoverviewofth

emorecompleteproxymaterialsthatareavailabletoyouontheInternet.Youmayviewtheproxymaterialsonlineatwww

.proxyvote.comoreasilyrequestapapercopy(seereverseside).

Weencourageyoutoaccessandreviewalloftheimportantinformationcontainedintheproxymaterialsbeforevoting.

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Before You Vote How to Access the Proxy Materials Proxy Materials Available to VIEW or RECEIVE:  
NOTICE AND PROXY STATEMENT ANNUAL REPORT How to View Online:

Have the 12-Digit Control Number available (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request: 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)  
2) BY TELEPHONE: 1-800-579-1639 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\*If requesting materials by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before 9/8/2009 to facilitate timely delivery. How To Vote

Please Choose One of the Following Voting Methods

**Vote In Person:** If you choose to vote these shares in person at the meeting, you must request a legal proxy. To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholders meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the 12-Digit Control Number available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

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Voting Items The Board of Directors recommends that you vote FOR the following: 1 and 2. Reelection of Directors Nominees:

1a. James A. Davidson 1b. Lip Bu Tan 2a. Robert L. Edwards 2b. Daniel H. Schulman 2c. William D. Watkins

The Board of Directors recommends you vote FOR the following proposal(s):

3. To approve the reappointment of Deloitte & Touche LLP as Flextronics' independent auditors for the 2010 fiscal year and to authorize the Board of Directors to fix its remuneration.

4. To approve the general authorization for the directors of Flextronics to allot and issue ordinary shares.

5. To approve the renewal of the Share Purchase Mandate relating to acquisitions by Flextronics of its own issued ordinary shares.

6. To approve changes in the cash compensation payable to Flextronics' non-employee directors and additional cash compensation for the Chairman of the Board of Directors.

NOTE: Such other business which may properly be put before the meeting.