

FLEXTRONICS INTERNATIONAL LTD.

Form 4

June 16, 2014

**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 \*  
MCNAMARA MICHAEL M

(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  
FLEXTRONICS  
INTERNATIONAL LTD. [FLEX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/15/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Ordinary<br>Shares                    | 06/15/2014                              |                                                             | A                                    | 158,000<br>(1)                                                          | A \$ 0                                                                                                             | 2,309,457                                                               | D                                                                 |
| Ordinary<br>Shares                    | 06/16/2014                              |                                                             | S                                    | 62,625                                                                  | D \$ 11.2331                                                                                                       | 2,246,832                                                               | D                                                                 |
| Ordinary<br>Shares                    | 06/16/2014                              |                                                             | S                                    | 116,400                                                                 | D \$ 11.2343                                                                                                       | 2,130,432 (4)<br>(5)                                                    | D (6)                                                             |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

## Reporting Owners

| Reporting Owner Name / Address                                                                                  | Relationships                    |
|-----------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                                 | Director 10% Owner Officer Other |
| MCNAMARA MICHAEL M<br>C/O FLEXTRONICS INTERNATIONAL USA INC.<br>6201 AMERICA CENTER DRIVE<br>SAN JOSE, CA 95002 | X Chief Executive Officer        |

## Signatures

/s/ Michael McNamara, by Susan Marsch as  
attorney-in-fact

06/16/2014

\_\_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).

(1) On 06/15/2010, Reporting Person was awarded a number of performance-based restricted stock units (RSUs), within a preset range, with the actual number contingent upon the achievement of certain performance criterion. If certain performance criterion is achieved, fifty percent (50%) of the grant vests on the third and fourth anniversaries of the date of grant, subject to applicable taxes upon delivery.

(2) Price reflects weighted average sales price; actual sales prices ranged from \$11.155 to \$11.275. 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 shares purchased or sold at each separate price.

(3) Price reflects weighted average sales price; actual sales prices ranged from \$11.16 to \$11.29. 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 shares purchased or sold at each separate price.

## Edgar Filing: FLEXTRONICS INTERNATIONAL LTD. - Form 4

- Includes the following: (1) 160,000 unvested Restricted Share Units, which will vest on June 3, 2015; (3) 225,000 unvested Restricted
- (4) Share Units, which will vest in two equal annual installments beginning on May 17, 2015; and (4) 337,500 unvested Restricted Share Units, which will vest in three equal annual installments beginning on May 21, 2015.
  - (5) 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.
  - (6) The shares are held by the McNamara Family Trust.

### 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.