

FLEXTRONICS INTERNATIONAL LTD.

Form 8-K

September 05, 2006

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

**FORM 8-K
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): September 5, 2006

**FLEXTRONICS INTERNATIONAL LTD.
(Exact name of registrant as specified in its charter)**

| | | |
|---|--|--|
| Singapore (State or other jurisdiction of Incorporation) | 0-23354 (Commission File Number) | Not Applicable (IRS Employer Identification No.) |
|---|--|--|

| | |
|---|-----------------------------|
| One Marina Boulevard, # 28-00, Singapore (Address of principal executive offices) | 018989 (Zip Code) |
|---|-----------------------------|

Registrant's telephone number, including area code: (65) 6890-7188
Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

On September 5, 2006, Flextronics International Ltd. (Flextronics) and International DisplayWorks, Inc. (IDW) issued a press release announcing that the two companies have entered into a definitive agreement for Flextronics to acquire IDW, subject to customary closing conditions, including IDW stockholder approval and certain regulatory approvals. A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

Additional Information and Where to find it:

In connection with the proposed merger, Flextronics intends to file with the Securities and Exchange Commission (the SEC) a registration statement on Form S-4 that will contain a Proxy Statement/Prospectus. Investors and security holders are urged to read the Registration Statement and the Proxy Statement/Prospectus carefully when they become available because they will contain important information about Flextronics, IDW and the acquisition. The Proxy Statement/Prospectus and other relevant materials (when they become available), and any other documents filed with the SEC, may be obtained free of charge at the SEC s web site www.sec.gov. In addition, investors and security holders may obtain a free copy of other documents filed by Flextronics or IDW by directing a written request, as appropriate, to International DisplayWorks, Inc., 1613 Santa Clara Drive, Suite 100, Roseville, CA 95661, Attention: Corporate Secretary, or to Flextronics s U.S. offices at 2090 Fortune Drive, San Jose, CA 95131, Attention: Investor Relations. Investors and security holders are urged to read the Proxy Statement/Prospectus and the other relevant materials when they become available before making any voting or investment decision with respect to the proposed acquisition.

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Participants in the Solicitation:

IDW and its directors and executive officers, and Flextronics and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of IDW in connection with the proposed acquisition. Information regarding the special interests of these directors and executive officers in the proposed transaction will be included in the Proxy Statement/Prospectus referred to above. Additional information regarding the directors and executive officers of Flextronics is also included in Flextronics proxy statement (Form DEF 14A) for the 2006 Annual General Meeting of Flextronics shareholders, which was filed with the SEC on July 31, 2006. This document is available free of charge at the SEC s website (www.sec.gov) and by contacting Flextronics Investor Relations at investor_relations@flextronics.com.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibits are filed with this Report on Form 8-K:

| Exhibit | Description |
|----------------|---|
| 99.1 | Joint Press Release, dated September 5, 2006, issued by Flextronics International Ltd. and International DisplayWorks, Inc. |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FLEXTRONICS INTERNATIONAL LTD.

Date: September 5, 2006

By: /s/ Thomas J. Smach

Name: Thomas J. Smach

Title: Chief Financial Officer

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| Exhibit | Description |
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