

FLEXTRONICS INTERNATIONAL LTD.

Form 4

July 26, 2016

**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 \*  
Humphries Paul

(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)  
07/25/2016

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 \_\_\_\_\_ Other (specify  
below) below)  
President, HRS

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	07/25/2016		M	203,489	A \$ 5.57	788,059	D
Ordinary Shares	07/25/2016		S	203,489	D \$ 13.0319	584,570 <sup>(2)</sup>	D
					<sup>(1)</sup>		

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  
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SEC 1474  
(9-02)



**displays a currently valid OMB control number.**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Shares
Employee Stock Option (Right to Buy)	\$ 5.57	07/25/2016		M		113,889		<u>(3)</u>	08/11/2016	Ordinary Shares	113,889
Employee Stock Option (Right to Buy)	\$ 5.57	07/25/2016		M		89,600		<u>(3)</u>	08/11/2016	Ordinary Shares	89,600

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Humphries Paul C/O FLEXTRONICS INTERNATIONAL USA, INC. 6201 AMERICA CENTER DRIVE SAN JOSE, CA 95002	President, HRS

## Signatures

/s/ Paul Humphries, by Heather Childress as attorney-in-fact

07/26/2016

\_\_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) Price reflects weighted average sales price; actual sales prices ranged from \$12.955 to \$13.09. 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.
- (2) Includes the following: (1) 43,750 unvested Restricted Share Units, which will vest on May 21, 2017; (2) 55,063 unvested Restricted Stock Units, which will vest in two equal annual installments beginning on June 26, 2017; (3) 75,837 unvested Restricted Stock Units,



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which will vest in three equal annual installments beginning on June 10, 2017; and (4) 95,437 unvested Restricted Stock Units, which will vest in four equal annual installments beginning on June 14, 2017.

- (3) The award was fully vested on August 11, 2012.

### Remarks:

The options exercised as reported in this Form 4 are scheduled to expire on August 11, 2016, and were effected pursuant to a Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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