

FAIRFAX FINANCIAL HOLDINGS LTD/ CAN
Form 40-F/A
May 06, 2015

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United States Securities and Exchange Commission

Washington, D.C. 20549

Amendment No. 1
to

Form 40-F

[Check one]

Registration statement pursuant to section 12 of the Securities Exchange Act of 1934

or

Annual report pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2014 Commission File Number: 1-31556

FAIRFAX FINANCIAL HOLDINGS LIMITED

(Exact name of Registrant as specified in its charter)

Canada

(Province or other jurisdiction of incorporation or organization)

6331

(Primary Standard Industrial Classification Code Number (if applicable))

**95 Wellington Street West
Suite 800
Toronto, Ontario Canada
M5J 2N7
(416) 367-4941**

(Address and telephone number of Registrant's principal executive offices)

Not Applicable

(I.R.S. Employer Identification Number (if applicable))

**CT Corporation System
111 Eighth Avenue, 13th Floor
New York, NY 10011
U.S.A.
(212) 894-8700**

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered pursuant to Section 12(b) of the Act:

Not Applicable

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Securities registered or to be registered pursuant to Section 12(g) of the Act:

Subordinate Voting Shares

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

Not Applicable

For annual reports, indicate by check mark the information filed with this Form:

Annual information form Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

| | |
|----------------------------------|-------------------|
| Subordinate Voting Shares | 20,865,645 |
| Multiple Voting Shares | 1,548,000 |

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Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes

No

EXPLANATORY NOTICE TO READER

On March 6, 2015, Fairfax Financial Holdings Limited ("the Registrant") filed its annual report on Form 40-F for the year ended December 31, 2014 (the "Annual Report"). The Annual Report is being refiled to correct the names of the lead underwriters on its offerings in the Chairman's Letter to shareholders on page 7 of the Annual Report (Exhibit 99.4 Narrative Description of Business). An amended version of Exhibit 99.4 that makes such correction is filed herewith, together with the certifications under Sections 302 and 906 of the Sarbanes-Oxley Act of 2002.

Other than as expressly set forth above, this amendment does not, and does not purport to, update or restate the information in any Item of the Annual Report or reflect any events that have occurred after the Annual Report was filed. The filing of this amendment shall not be deemed an admission that the Annual Report, when filed, included any untrue statement of material fact or omitted to state a material fact necessary to make a statement not misleading.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

FAIRFAX FINANCIAL HOLDINGS
LIMITED

Date: May 6, 2015

By: /s/ Paul Rivett

Name: Paul Rivett

Title: President

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EXHIBIT INDEX

- 99.1* Annual Information Form dated March 6, 2015.
- 99.2* Audited Consolidated Financial Statements of the Registrant as of December 31, 2014 and 2013 and for the two years in the period ended December 31, 2014 and the related notes, the auditor's report on the consolidated financial statements and the effectiveness of internal control over financial reporting and Management's Report on Internal Control over Financial Reporting.
- 99.3* Management's Discussion and Analysis of Financial Condition and Results of Operations dated March 6, 2015, including Management's Report on Internal Control over Financial Reporting.
- 99.4** Narrative Description of Business dated March 6, 2015.
- 99.5* The information under "Statement of Corporate Governance Practices" in the Registrant's Management Proxy Circular, dated March 6, 2015 in connection with the annual meeting of shareholders to be held on April 16, 2015, is incorporated herein by reference to Exhibit 99.1 to the Registrant's Report on Form 6-K furnished to the Securities and Exchange Commission on March 6, 2015.
- 99.6* The information under "Description of Subordinate Voting Shares and Preferred Shares" in the Registrant's short form base shelf prospectus dated December 19, 2014, "Description of the Series C Shares" and "Description of Series D Shares" in the Registrant's prospectus supplement dated September 29, 2009, "Description of the Series E Shares" in the Registrant's prospectus supplement dated January 25, 2010, "Description of the Series G Shares" in the Registrant's prospectus supplement dated July 21, 2010, "Description of the Series I Shares" in the Registrant's prospectus supplement dated September 28, 2010, "Description of the Series K Shares" in the Registrant's prospectus supplement dated March 14, 2012 and "Description of Series M Shares" and "Description of the Series N Shares" in the Registrant's prospectus supplement dated February 24, 2015.
- 99.7* Consent of PricewaterhouseCoopers LLP
- 99.8** Rule 13a-14(a)/15d-14(a) Certifications:
Certification of Registrant's Chief Executive Officer
Certification of Registrant's Chief Financial Officer
- 99.9** Section 1350 Certifications:
Certification of Registrant's Chief Executive Officer
Certification of Registrant's Chief Financial Officer
-

* Previously filed

** Filed herewith

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