

FAIRFAX FINANCIAL HOLDINGS LTD/ CAN
Form 13F-HR
November 14, 2012

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

FORM 13F

FORM 13F COVER PAGE

Report for the Quarter Ended: September 30, 2012

Check here if Amendment: ; Amendment Number: _____

This Amendment (check only one): is a restatement.
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Fairfax Financial Holdings Limited
Address: 95 Wellington Street West
Suite 800
Toronto, ON M5J 2N7

Form 13F File Number: 028-12554

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Paul Rivett
Title: Vice President, Operations
Phone: 416-367-4941

Signature, Place, and Date of Signing:

/s/ Paul Rivett Toronto, ON November 14, 2012

Report Type (Check only one):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2
 Form 13F Information Table Entry Total: 45
 Form 13F Information Table Value Total: \$1,971,337
 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

| No. | Form 13F File Number | Name |
|-----|----------------------|---------------------------------------|
| 01 | 028-12555 | Hamblin Watsa Investment Counsel Ltd. |
| 02 | 028-12556 | V. Prem Watsa |

FAIRFAX FINANCIAL HOLDINGS LIMITED
 FORM 13F INFORMATION TABLE
 SEPTEMBER 30, 2012

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 | |
|-------------------------|----------------|-----------|------------------|-----------------|---------------|-----------------------|----------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (X\$ 1000) | SHRS OR PRN AMT | SH/ PUT/ CALL | INVESTMENT DISCRETION | OTHER MANAGERS |
| BCE INC. | COM NEW | 05534B760 | 11,780 | 268,300 | SH | DEFINED | 01,02 |
| BALDWIN & LYONS INC | CL B | 057755209 | 23,190 | 969,875 | SH | DEFINED | 01,02 |
| BERKSHIRE HATHAWAY INC. | CL A | 084670108 | 792 | 6 | SH | DEFINED | 01,02 |
| BERKSHIRE HATHAWAY INC. | CL B NEW | 084670702 | 978 | 11,100 | SH | DEFINED | 01,02 |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 236 | 7,000 | SH | DEFINED | 01,02 |
| BROWN & BROWN INC | COM | 115236101 | 313 | 12,000 | SH | DEFINED | 01,02 |
| CFS BANCORP INC. | COM | 12525D102 | 55 | 10,000 | SH | DEFINED | 01,02 |
| CITIGROUP INC | COM NEW | 172967424 | 654 | 20,000 | SH | DEFINED | 01,02 |
| CNINSURE INC | SPONSORED ADR | 18976M103 | 260 | 45,000 | SH | DEFINED | 01,02 |
| CRESUD S A C I F Y A | SPONSORED ADR | 226406106 | 5,885 | 723,012 | SH | DEFINED | 01,02 |
| DELL INC | COM | 24702R101 | 88,419 | 8,976,589 | SH | DEFINED | 01,02 |
| EXCO RESOURCES INC | COM | 269279402 | 5,279 | 659,000 | SH | DEFINED | 01,02 |
| FRONTIER COMMUNICATIONS | | | | | | | |

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|--------------------------------------|----------------|-----------|---------|------------|-----|---------|-------|----|
| CORP FUSHI COPPERWELD INC | COM | 35906A108 | 91,238 | 18,620,000 | SH | DEFINED | 01,02 | SO |
| HOLOGIC INC | COM | 36113E107 | 790 | 87,000 | SH | DEFINED | 01,02 | SO |
| INTEL CORP | COM | 436440101 | 404 | 20,000 | SH | DEFINED | 01,02 | SO |
| JOHNSON & JOHNSON | SDCV | 458140AD2 | 12,506 | 11,500,000 | PRN | DEFINED | 01,02 | SO |
| KENNEDY-WILSON HLDGS INC | COM | 478160104 | 409,591 | 5,947,300 | SH | DEFINED | 01,02 | SO |
| LEVEL 3 COMMUNICATIONS INC | COM | 489398107 | 5,588 | 400,000 | SH | DEFINED | 01,02 | SO |
| LEVEL 3 COMMUNICATIONS INC | COM NEW | 52729N308 | 296,769 | 12,931,094 | SH | DEFINED | 01,02 | SO |
| MBIA INC | NOTE | 52729NBP4 | 90,703 | 75,000,000 | PRN | DEFINED | 01,02 | SO |
| MERCK & CO. INC. | COM | 55262C100 | 304 | 30,000 | SH | DEFINED | 01,02 | SO |
| MOHAWK INDS INC | COM | 58933Y105 | 361 | 8,000 | SH | DEFINED | 01,02 | SO |
| NAM TAI ELECTRS INC | COM | 608190104 | 463 | 5,800 | SH | DEFINED | 01,02 | SO |
| NEW ORIENTAL ED & TECH GRP INC | COM PAR \$0.02 | 629865205 | 375 | 35,000 | SH | DEFINED | 01,02 | SO |
| NEW YORK COMMUNITY BANCORP INC | SPON ADR | 647581107 | 370 | 22,200 | SH | DEFINED | 01,02 | SO |
| NEW YORK TIMES CO | COM | 649445103 | 566 | 40,000 | SH | DEFINED | 01,02 | SO |
| NEWMARKET CORP | CL A | 650111107 | 439 | 45,000 | SH | DEFINED | 01,02 | SO |
| NEXEN INC | COM | 651587107 | 246 | 1,000 | SH | DEFINED | 01,02 | SO |
| NOVADAQ TECHNOLOGIES INC | COM | 65334H102 | 1,456 | 57,500 | SH | DEFINED | 01,02 | SO |
| OLD REPUBLIC INTL CORPORATION | COM | 66987G102 | 20,956 | 2,000,000 | SH | DEFINED | 01,02 | SO |
| OVERSTOCK.COM INC | COM | 680223104 | 418 | 45,000 | SH | DEFINED | 01,02 | SO |
| PATTERSON UTI ENERGY INC | COM | 690370101 | 35,006 | 3,388,774 | SH | DEFINED | 01,02 | SO |
| PFIZER INC | COM | 703481101 | 237 | 15,000 | SH | DEFINED | 01,02 | SO |
| PROVIDENT NEW YORK BANCORP | COM | 717081103 | 5,837 | 235,000 | SH | DEFINED | 01,02 | SO |
| RESEARCH IN MOTION LTD | COM | 744028101 | 235 | 25,000 | SH | DEFINED | 01,02 | SO |
| RESOLUTE FOREST PRODUCTS | COM | 760975102 | 390,160 | 51,854,700 | SH | DEFINED | 01,02 | SO |
| RYANAIR HLDGS PLC | COM | 76117W109 | 246,155 | 18,978,790 | SH | DEFINED | 01,02 | SO |
| SLM CORP | SPONSORED ADR | 783513104 | 6,120 | 189,900 | SH | DEFINED | 01,02 | SO |
| SANDRIDGE ENERGY INC | COM | 78442P106 | 393 | 25,000 | SH | DEFINED | 01,02 | SO |
| SUPERMEDIA INC | COM | 80007P307 | 30,347 | 4,354,000 | SH | DEFINED | 01,02 | SO |
| US BANCORP DEL | COM | 868447103 | 966 | 362,974 | SH | DEFINED | 01,02 | SO |
| USG Corp | COM NEW | 902973304 | 106,699 | 3,112,579 | SH | DEFINED | 01,02 | SO |
| WAL-MART STORES INC | COM NEW | 903293405 | 939 | 42,800 | SH | DEFINED | 01,02 | SO |
| WELLS FARGO & CO. NEW | COM | 931142103 | 16,234 | 220,000 | SH | DEFINED | 01,02 | SO |
| | COM | 949746101 | 60,624 | 1,754,687 | SH | DEFINED | 01,02 | SO |