FAIRFAX FINANCIAL HOLDINGS LTD/ CAN
Form SUPPL
August 17, 2009

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No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This prospectus supplement, together with the short form base shelf prospectus dated April 25, 2008 to which it relates, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

Information has been incorporated by reference in this prospectus supplement and the accompanying short form base shelf prospectus to which it relates dated April 25, 2008, from documents filed with securities commissions or similar authorities in Canada. *Copies of the documents incorporated herein by reference may be obtained on request without charge from the office of our Corporate Secretary at 95 Wellington Street West, Toronto, Ontario, Canada, M5J 2N7 (telephone: (416) 367-4941), and are also available electronically at www.sedar.com.*

PROSPECTUS SUPPLEMENT

TO A SHORT FORM BASE SHELF PROSPECTUS DATED APRIL 25, 2008

New Issue August 13, 2009

FAIRFAX FINANCIAL HOLDINGS LIMITED

Cdn$400,000,000
7.5% Senior Notes Due 2019

Fairfax Financial Holdings Limited (Fairfax or the Company) is offering Cdn$400,000,000 aggregate principal amount of 7.5% senior notes due 2019. The notes will mature on August 19, 2019 and will bear interest at an annual rate of 7.5%. Interest will be payable in equal semi-annual instalments in arrears on each August 19 and February 19, commencing on February 19, 2010. The notes will be our direct, unsecured obligations and will rank equally and ratably with all of our other unsecured and unsubordinated indebtedness from time to time outstanding. We may redeem some or all of the notes at any time upon payment of a redemption price equal to the greater of the Canada Yield Price (as defined herein) and par, together, in each case, with accrued and unpaid interest to the date fixed for redemption. The notes will be issued under an indenture. For a description of the terms of the notes and the indenture pursuant to which the notes will be issued, see Description of the Notes.

Investing in the notes involves risks. See Risk Factors beginning on page S-12 of this prospectus supplement and on page 7 of the accompanying base shelf prospectus.

There is no market through which the notes may be sold and purchasers may not be able to resell notes purchased under this prospectus supplement. This may affect the pricing of the notes in the secondary market, the transparency and availability of trading prices, the liquidity of the notes, and the extent of issuer regulation. See Risk Factors .

BMO Nesbitt Burns Inc., CIBC World Markets Inc., RBC Dominion Securities Inc., Scotia Capital Inc., Merrill Lynch Canada Inc., Cormark Securities Inc. and GMP Securities L.P. (collectively, the Agents), as agents, have agreed with us to use their best efforts to arrange for purchasers of the notes, if, as and when issued by us in accordance with the conditions contained in the Agency Agreement referred to under Plan of Distribution and subject to approval of certain legal matters on our behalf by Torys LLP and on behalf of the Agents by Osler, Hoskin & Harcourt LLP. Shearman & Sterling LLP has acted as our United States counsel in connection with the offering. See Plan of Distribution .

The Agents may engage in over-allotment and stabilizing transactions and purchases to cover short positions created by the Agents in connection with the offering of the notes. See Plan of Distribution .

Our head and registered office is at Suite 800, 95 Wellington Street West, Toronto, Ontario, M5J 2N7.

	Price to Public(1)	**Agents Fee(2)**	**Net Proceeds to Fairfax(2)(3)**
Per Note	Cdn$996.39	Cdn$4.00/Cdn$10.00	Cdn$989.14
Total	Cdn$398,556,000	Cdn$2,900,000	Cdn$395,656,000

(1) Plus accrued interest, if any, from August 18, 2009 to date of delivery.
(2) Agents fee consists of a fee equal to Cdn$4.00 for each Cdn$1,000 principal amount of notes sold and an additional Cdn$10.00 for each Cdn$1,000 principal amount of notes sold to purchasers other than certain institutions. The aggregate fee payable to the Agents is based on the assumption that Cdn$130,000,000 principal amount of the notes will be sold to purchasers other than certain institutions.
(3) Before deduction of expenses of the offering.

The effective yield on the notes if held to maturity is 7.552%.

We are permitted to prepare this prospectus supplement and the accompanying base shelf prospectus in accordance with Canadian disclosure requirements, which are different from those of the United States. We prepare our financial statements in accordance with Canadian generally accepted accounting principles, and are subject to Canadian auditing and auditor independence standards. Our financial statements may not be comparable to financial statements of U.S. companies.

Owning the securities may subject you to tax consequences both in the United States and Canada. This prospectus supplement and the accompanying base shelf prospectus may not describe these tax consequences fully. You should read the tax discussion in this prospectus supplement. You should consult your own counsel, accountant or other advisors for legal, tax, business, financial and related advice regarding the offering.

Your ability to enforce civil liabilities under the U.S. federal securities laws may be affected adversely because we are incorporated in Canada, most of our officers and directors and certain of the experts named in this prospectus supplement and the accompanying base shelf prospectus are Canadian residents, and many of our assets are located in Canada.

Neither the U.S. Securities and Exchange Commission nor any state or provincial securities regulator has approved or disapproved of these securities, or determined if this prospectus supplement or accompanying base shelf prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that the closing of the offering will take place on August 18, 2009 or on such later date as the Company and the Agents may agree (the Closing Date). A global certificate representing the notes will be issued in registered form only to CDS Clearing and Depository Services Inc. (CDS), or its nominee, and will be deposited with CDS on closing of the offering. A purchaser of the notes under the offering will receive only a customer confirmation from the registered dealer who is a CDS participant and from or through whom the notes are purchased. See Description of the Notes Book-Entry, Delivery and Form .

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ELIGIBILITY FOR INVESTMENT

In the opinion of Torys LLP and Osler, Hoskin & Harcourt LLP, the notes offered hereby, if issued on the date of this prospectus supplement, would be, on such date, a qualified investment under the Income Tax Act (Canada) (the Tax Act) for a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan, a registered disability savings plan, a tax-free savings account or a deferred profit sharing plan, other than a deferred profit sharing plan for which any employer is the Company or is an employer with whom the Company does not deal at arm s length for purposes of the Tax Act.

The notes will not be a prohibited investment for a trust governed by a tax-free savings account on such date provided the holder of the tax-free savings account deals at arm s length with us for purposes of the Tax Act and does not have a significant interest (within the meaning of the Tax Act) in the Company or in any person or partnership with which the Company does not deal at arm s length for purposes of the Tax Act.

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the terms of the securities that we are currently offering. The second part is the accompanying base shelf prospectus, which gives more general information, some of which may not apply to the securities that we are currently offering. Generally, the term prospectus refers to both parts combined.

You should read this prospectus supplement along with the accompanying base shelf prospectus. You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying base shelf prospectus. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should not assume that the information provided by this prospectus supplement or the accompanying base shelf prospectus is accurate as of any date other than the date on the front of these documents. Our business, financial condition, results of operations and prospects may have changed since those dates. The notes are being offered only in jurisdictions in which offers and sales are permitted.

If the information varies between this prospectus supplement and the accompanying base shelf prospectus, the information in this prospectus supplement supersedes the information in the accompanying base shelf prospectus.

PRESENTATION OF FINANCIAL INFORMATION

As the majority of our operations are in the United States or conducted in U.S. dollars, we report our consolidated financial statements in U.S. dollars in order to provide more meaningful information to users of our financial statements. In this prospectus, except where otherwise indicated, all dollar amounts are expressed in U.S. dollars, references to $, US$ and dollars are to U.S. dollars, and references to Cdn$ are to Canadian dollars.

Our consolidated financial statements have been prepared in accordance with generally accepted accounting principles in Canada, or Canadian GAAP, which differ from generally accepted accounting principles in the United States, or U.S. GAAP. For a discussion of the material differences between Canadian GAAP and U.S. GAAP as they relate to our financial statements, see note 20 to our audited consolidated financial statements for the year ended December 31, 2008 and note 15 to our unaudited interim consolidated financial statements for the six months ended June 30, 2009, incorporated by reference in this prospectus.

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EXCHANGE RATE DATA

The following table sets forth, for each period indicated, the low and high exchange rates for Canadian dollars expressed in U.S. dollars, the exchange rate at the end of such period and the average of such exchange rates for each day during such period, based on the noon rate of exchange as reported by the Bank of Canada for the conversion of Canadian dollars into United States dollars:

	Year Ended December 31,					Six Months Ended June 30,	
	2004	2005	2006	2007	2008	2008	2009
Low	0.7159	0.7872	0.8528	0.8437	0.7711	0.9686	0.7692
High	0.8493	0.8690	0.9099	1.0905	1.0289	1.0289	0.9236
Period End	0.8308	0.8577	0.8581	1.0120	0.8166	0.9817	0.8602
Average	0.7697	0.8259	0.8820	0.9348	0.9441	0.9929	0.8291

On August 13, 2009, the noon buying rate was Cdn$1.00 = US$0.9215.

FORWARD-LOOKING STATEMENTS

Any statements made by us or on our behalf may include forward-looking statements that reflect our current views with respect to future events and financial performance. The words believe, anticipate, project, expect, plan, in predict, estimate, will likely result, will seek to or will continue and similar expressions identify forward-looking statements. These forward-looking statements relate to, among other things, our plans and objectives for future operations and underwriting profits. We caution readers not to place undue reliance on these forward-looking statements, which speak only as of their dates. We are under no obligation to update or alter such forward-looking statements as a result of new information, future events or otherwise. These forward-looking statements are subject to uncertainties and other factors that could cause actual results to differ materially from such statements. These uncertainties and other factors, which we describe in more detail elsewhere in this prospectus supplement and the accompanying base shelf prospectus, or in documents incorporated by reference therein, include, but are not limited to:

- a reduction in net income if our loss reserves are insufficient;
- underwriting losses on the risks we insure that are higher or lower than expected;
- the occurrence of catastrophic events with a frequency or severity exceeding our estimates;
- the cycles of the insurance market, which can substantially influence our and our competitors premium rates and capacity to write new business;
- changes in economic conditions, including interest rates and the securities markets, which could negatively affect our investment portfolio;
- insufficient reserves for asbestos, environmental and other latent claims;

exposure to credit risk in the event our reinsurers fail to make payments to us under our reinsurance arrangements;

exposure to credit risk in the event our insureds, insurance producers or reinsurance intermediaries fail to remit premiums that are owed to us or failure by our insureds to reimburse us for deductibles that are paid by us on their behalf;

an inability to realize our investment objectives;

risks associated with implementing our business strategies;

the timing of claims payments being sooner or the receipt of reinsurance recoverables being later than anticipated by us;

the failure of any of the loss limitation methods we employ;

inability of our subsidiaries to maintain financial or claims-paying ability ratings;

a decrease in the level of demand for reinsurance or insurance products, or increased competition in the insurance industry;

our inability to obtain reinsurance coverage in sufficient amounts, at reasonable prices or on terms that adequately protect us;

our inability to access our subsidiaries cash;

our inability to obtain required levels of capital on favorable terms, if at all;

loss of key employees;

the passage of legislation subjecting our businesses to additional supervision or regulation, including additional tax regulation, in the United States, Canada or other jurisdictions in which we operate;

risks associated with requests for information from government authorities and with government investigations;

risks associated with the current purported class action litigation;

risks associated with our pending civil litigation;

the influence exercisable by our controlling shareholder;

adverse fluctuations in foreign currency exchange rates;

our failure to realize future income tax assets;

our dependence on independent brokers over whom we exercise little control;

assessments and shared market mechanisms which may adversely affect our U.S. insurance subsidiaries; and

an impairment in the carrying value of our goodwill.

See Risk Factors in this prospectus supplement and in the accompanying base shelf prospectus for a further discussion of these risks and uncertainties.

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SUMMARY

This brief summary highlights selected information from this prospectus supplement and the accompanying base shelf prospectus. It may not contain all of the information that is important to you. We urge you to carefully read and review the entire prospectus supplement and the accompanying base shelf prospectus and the documents incorporated by reference therein, including our historical financial statements for the year ended December 31, 2008 and the six months ended June 30, 2009 and the notes to those financial statements. You should read Risk Factors beginning on page S-12 of this prospectus supplement and page 7 of the accompanying base shelf prospectus for more information about important factors that you should consider before making a decision to participate in the offering.

Unless the context otherwise requires, the terms Fairfax , Company , we , us and our refer to Fairfax Financial Holdings Limited and its subsidiaries; the term OdysseyRe refers to our public reinsurance business; the term Group Re refers to our wholly-owned reinsurance business, Group Re and its subsidiaries; the term Crum & Forster refers to our wholly-owned U.S. property and casualty insurance business, Crum & Forster Holdings Corp. and its subsidiaries; the term Northbridge refers to our wholly-owned Canadian property and casualty insurance business, Northbridge Financial Corporation and its subsidiaries; and the term Hamblin Watsa refers to our wholly-owned investment management subsidiary, Hamblin Watsa Investment Counsel Ltd. All references in this prospectus to $, US$ or dollars refer to United States dollars and all references to Cdn$ refer to Canadian dollars, unless otherwise indicated.

FAIRFAX FINANCIAL HOLDINGS LIMITED

We are a financial services holding company primarily engaged in property and casualty insurance and reinsurance. We are incorporated under the Canada Business Corporations Act. We operate through a decentralized operating structure, with autonomous management teams applying a focused underwriting strategy to our markets. We seek to differentiate ourselves by combining disciplined underwriting with the investment of our assets on a total return basis, which we believe provides above-average returns over the long-term. We provide a full range of property and casualty products, maintaining a diversified portfolio of risks across classes of business, geographic regions, and types of insureds. We have been under current management since September 1985. Our principal executive offices are located at 95 Wellington Street West, Suite 800, Toronto, Ontario, M5J 2N7, Canada. Our telephone number is (416) 367-4941.

We conduct our business through the following segments, with each of our continuing operations maintaining a strong position in its respective markets.

Our reinsurance business is conducted through OdysseyRe, Group Re, Advent and Polish Re. OdysseyRe is a U.S.-based underwriter of a full range of property and casualty reinsurance on a worldwide basis. We have a majority interest in OdysseyRe, whose common stock is traded on the New York Stock Exchange under the symbol ORH. Group Re primarily constitutes the participation by CRC (Bermuda) and Wentworth (based in Barbados) in the reinsurance of Fairfax s subsidiaries by quota share or through participation in those subsidiaries third-party reinsurance programs on the same terms and pricing as the third party reinsurers. Since 2004, Group Re has also written third party business. Advent, based in the U.K., was included in our reinsurance segment effective from its acquisition by the company on September 11, 2008 and is a reinsurance and insurance company, operating through Syndicate 780 and 3330 at Lloyd s, focused on specialty property reinsurance and insurance risks. Polish Re, based in Warsaw, Poland was included in our reinsurance segment effective from its date of acquisition on January 7, 2009 and writes reinsurance business in the Central and Eastern European regions.

Our insurance business is conducted through Northbridge (Canadian insurance), Crum & Forster (U.S. insurance) and Fairfax Asia (Asian insurance). OdysseyRe also conducts insurance business through its U.S. Insurance and London Market divisions. Northbridge provides commercial and personal lines property and casualty insurance primarily in Canada through a wide range of distribution channels. We completed a going-private transaction on February 20, 2009 pursuant to which we acquired all of the outstanding shares of Northbridge we did not already own and Northbridge became a wholly-owned subsidiary of Fairfax. Crum & Forster, based in the U.S., provides a full range of commercial property and casualty insurance, which targets specialty classes of business that emphasize

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strong technical underwriting expertise. We own all of the equity of Crum & Forster. OdysseyRe provides a range of professional and specialty liability insurance in the United States and internationally through its U.S. Insurance and London Market divisions. Fairfax Asia is comprised of our 98%-owned, Singapore based First Capital subsidiary which writes property and casualty insurance primarily to Singapore markets and our wholly-owned, Hong Kong based Falcon Insurance subsidiary which writes property and casualty insurance to niche markets in Hong Kong.

Our runoff business primarily includes our discontinued business that did not meet our underwriting criteria or strategic objectives and selected business previously written by our other subsidiaries that was put under dedicated runoff management. In addition, our runoff segment also includes third-party runoff operations that we have acquired, which we believe will provide us with the opportunity to earn attractive returns on our invested capital.

Our invested assets are managed by our wholly-owned investment management subsidiary, Hamblin Watsa. Hamblin Watsa has managed our invested assets since September 1985 and emphasizes a conservative investment philosophy, seeking to invest our assets on a total return basis, which includes realized and unrealized gains over the long-term, using a value-oriented approach.

Recent Developments

On July 17, 2009, the Company announced a formal offer to acquire all of the outstanding common shares of Advent, other than those shares not already owned by the Company and its affiliates, for 220 U.K. pence in cash per common share. The Company currently owns 27.1 million common shares or approximately 66.7% of Advent s outstanding common shares. The aggregate cash consideration payable under the proposed transaction for the 33.3% of the Advent shares that are not already held by Fairfax would be approximately $56.5 (£34.3 million). The closing of the offer is subject to a number of conditions, including regulatory approval and acceptance of the offer by holders of not less than 90% of the outstanding and to be issued shares of Advent not already owned by the Company and its affiliates.

Debt Ratings

Our senior unsecured debt is rated BBB- by Standard & Poor s Ratings Services, a division of McGraw-Hill, Inc., Ba2 by Moody s Investors Service Inc., bbb by A.M. Best Company, BB+ by Fitch Ratings Ltd. and BBB (low) by DBRS Limited. A rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn at any time by the applicable rating agency. See Capital Structure Ratings in our annual information form dated March 6, 2009 for additional information about these ratings.

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SUMMARY OF THE NOTES

Issuer	Fairfax Financial Holdings Limited
Securities Offered	Cdn$400,000,000 aggregate principal amount of 7.5% senior notes due 2019 (the notes).
Maturity Date	August 19, 2019.
Interest	7.5%. Interest will be payable in equal semi-annual instalments in arrears on each August 19 and February 19, commencing February 19, 2010. Interest will accrue from August 18, 2009. The first semi-annual instalment of interest payable on February 19, 2010 will be equal to Cdn$37.70548 for each Cdn$1,000 principal amount of notes, based on the anticipated closing date of August 18, 2009. Thereafter, each semi-annual instalment of interest will be equal to Cdn$37.50 for each Cdn$1,000 principal amount of notes.
Ranking	The notes will be direct, unsecured obligations of Fairfax Financial Holdings Limited. The notes will rank equally and ratably with all of Fairfax Financial Holdings Limited s existing unsecured and unsubordinated indebtedness. The notes will also be effectively subordinated to all obligations of Fairfax Financial Holdings Limited s subsidiaries. See Risk Factors Risks Related to the Notes .
Optional Redemption	We may redeem some or all of the notes at any time upon payment of a redemption price equal to the greater of the Canada Yield Price (as defined herein) and par, together, in each case, with accrued and unpaid interest to the date fixed for redemption. See Description of the Notes Redemption Optional Redemption .
Restrictive Covenants	The indenture governing the notes is the indenture dated as of December 1, 1993 among the Company, the Bank of New York, as the successor U.S. trustee and CIBC Mellon Trust Company, as the successor Canadian trustee and contains covenants that, among other things, limit our ability to: create liens on the capital stock of certain of our subsidiaries; and enter into specific mergers or consolidations or convey, transfer or lease our properties and assets substantially as an entirety. See Description of the Notes Certain Covenants .
Events of Default	For a discussion of events that will permit acceleration of the payment of the principal of, and accrued interest on, the notes, see Description of the Notes Events of Default .
Use of Proceeds	

	We will use the net proceeds of the offering to augment our cash position, to increase short term investments and marketable securities held at the holding company, to retire outstanding debt and other corporate obligations from time to time, and for general corporate purposes.
Form and Denomination	The notes will be issued only in the form of one or more global notes. See Description of the Notes Book-Entry; Delivery and Form . Book-entry only certificates representing the notes will be issued in registered form to CDS Clearing and Depository Services Inc. (CDS) or its nominee as registered global securities and will be deposited with CDS on the date of issue of the notes. The notes must

	be purchased, transferred or redeemed through a CDS participant. All rights of noteholders must be exercised through, and all payments or other property to which such holder is entitled will be made or delivered by, CDS or the CDS participant through which the noteholder holds such notes. Each person who acquires notes will receive only a customer confirmation of purchase from the Agent or registered dealer from or through which the notes are acquired in accordance with the practices and procedures of that Agent or registered dealer.
	Interests in the global notes will be issued in minimum denominations of Cdn$1,000 and integral multiples of Cdn$1,000 in excess thereof.
Governing Law	The notes and their governing indenture will be governed by, and construed in accordance with, the laws of the State of New York.
Trustees	The Bank of New York, as the successor U.S. trustee, and CIBC Mellon Trust Company, as the successor Canadian trustee.
Paying Agent	CIBC Mellon Trust Company.

RISK FACTORS

You should carefully consider all of the information set forth in this prospectus supplement and the accompanying base shelf prospectus and, in particular, should evaluate the specific risk factors beginning on page S-12 of this prospectus supplement and on page 7 of the base shelf prospectus.

SUMMARY HISTORICAL CONSOLIDATED FINANCIAL DATA

The following summary historical financial data should be read in conjunction with the consolidated financial statements and notes thereto for the year ended December 31, 2008 and the six months ended June 30, 2009 and the related management s discussion and analysis thereon that are incorporated by reference in this prospectus.

The summary historical consolidated financial data for the years ended and as at December 31, 2006, 2007 and 2008 and the six months ended June 30, 2008 and 2009 are derived from our audited consolidated financial statements and our unaudited interim consolidated financial statements, respectively. We prepare our consolidated financial statements in accordance with Canadian GAAP.

We encourage you to read the consolidated financial statements incorporated by reference in this prospectus because they contain our complete financial statements for the periods presented. Our historical results of operations are not necessarily indicative of future results.

	Six Months Ended June 30,		Years Ended December 31,		
	2009	**2008(1)**	**2008(1)**	**2007(1)**	**2006(1)(2)**
	(dollars in millions except per share amounts)				
Consolidated Statements of Earnings:					
Gross premiums written	$ 2,646.7	$ 2,580.2	$ 5,061.4	$ 5,214.5	$ 5,486.6
Net premiums written	2,231.3	2,235.9	4,332.2	4,498.4	4,789.7
Net premiums earned	2,211.0	2,244.1	4,529.1	4,648.8	4,850.6
Interest and dividends	355.6	344.8	626.4	761.0	746.5
Net gains on investments	177.0	1,025.1	2,570.7	1,665.8	765.6
Net gains on secondary offering					69.7
Other revenue(3)	271.3		99.4	434.5	371.3
Total revenues	3,014.9	3,614.0	7,825.6	7,510.1	6,803.7
Losses on claims	1,550.7	1,655.8	3,559.0	3,160.7	3,822.4
Operating expenses	396.9	412.5	835.9	817.7	757.9
Commissions, net	350.0	361.3	729.8	760.3	780.7
Interest expense	76.3	80.7	158.6	209.5	210.4
Other expenses(3)	267.9		98.0	401.5	353.7
Total expenses	2,641.8	2,510.3	5,381.3	5,349.7	5,925.1
Earnings from operations before income taxes	373.1	1,103.7	2,444.3	2,160.4	878.6
Income taxes	91.2	313.5	755.6	711.1	485.6
	281.9	790.2	1,688.7	1,449.3	393.0

Net earnings before non-controlling interests					
Non-controlling interests	(66.9)	(130.8)	(214.9)	(353.5)	(165.5)
Net earnings	$ 215.0	$ 659.4	$ 1,473.8	$ 1,095.8	$ 227.5
Net earnings per diluted share	$ 12.02	$ 34.72	$ 79.53	$ 58.38	$ 11.92
Selected Consolidated Balance Sheet Data (at period end):					
Total investments and cash[4]	$ 19,438.6	$ 19,555.8	$ 19,949.8	$ 19,000.7	$ 16,819.7
Total assets	27,020.9	26,845.3	27,305.4	27,941.8	26,576.5
Provision for claims	14,805.1	14,913.6	14,728.4	15,048.1	15,502.3
Total shareholders equity	5,613.2				