

FAIRFAX FINANCIAL HOLDINGS LTD/ CAN
Form F-10POS
March 03, 2011

As filed with the Securities and Exchange Commission on March 3, 2011.

Registration No. 333-171117

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
POST- EFFECTIVE AMENDMENT NO. 1 TO
FORM F-10
REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933**

FAIRFAX FINANCIAL HOLDINGS LIMITED
(Exact name of Registrant as specified in its charter)

| | | |
|---|--|---|
| Canada <i>(Province or other jurisdiction of incorporation or organization)</i> | 6331 <i>(Primary Standard Industrial Classification Code Number)</i> | Not Applicable <i>(I.R.S. Employer Identification Number)</i> |
|---|--|---|

95 Wellington Street West, Suite 800, Toronto, Ontario, Canada M5J 2N7 (416) 367-4941
(Address and telephone number of Registrant's principal executive offices)

CT CORPORATION SYSTEM
111 Eighth Avenue, 13th Floor, New York, NY 10011
(212) 894-8700

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

Copies to:

Eric P. Salsberg
Vice President, Corporate Affairs
Fairfax Financial Holdings Limited
95 Wellington Street West, Suite 800
Toronto, Ontario, Canada M5J 2N7
Telephone (416) 367-4941

Christopher J. Cummings
Shearman & Sterling LLP
Commerce Court West
199 Bay Street, Suite 4405
Toronto, Ontario, Canada M5L 1E8
Telephone (416) 360-8484

Approximate date of commencement of proposed sale of the securities to the public:

Not Applicable.

Province of Ontario, Canada

(Principal jurisdiction regulating this offering)

It is proposed that this filing shall become effective (check appropriate box):

- A. Upon filing with the Commission, pursuant to Rule 467(a) (if in connection with an offering being made contemporaneously in the United States and Canada).
- B. At some future date (check the appropriate box below):
- pursuant to Rule 467(b) on () at () (designate a time not sooner than 7 calendar days after filing).
 - pursuant to Rule 467(b) on () at () (designate a time 7 calendar days or sooner after filing) because the securities regulatory authority in the review jurisdiction has issued a receipt or notification of clearance on ().

3. pursuant to Rule 467(b) as soon as practicable after notification of the Commission by the Registrant or the Canadian securities regulatory authority of the review jurisdiction that a receipt or notification of clearance has been issued with respect hereto.
4. after the filing of the next amendment to this Form (if preliminary material is being filed).

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to the home jurisdiction's shelf prospectus offering procedures, check the following box.

EXPLANATORY NOTE

On December 10, 2010, Fairfax Financial Holdings Limited, a Canadian corporation (the Registrant), filed with the Securities and Exchange Commission a registration statement on Form F-10, Registration No. 333-171117, (the Registration Statement), registering up to \$2,000,000,000 of subordinate voting shares, preferred shares, debt securities, subscription receipts, warrants, share purchase contracts and units of the Registrant. This Post-Effective Amendment No. 1 is being filed to remove from registration the securities that remain unsold as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-10 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toronto, Province of Ontario, Canada, on March 3, 2011.

FAIRFAX FINANCIAL HOLDINGS LIMITED

By: /s/ Eric P. Salsberg

Name: Eric P. Salsberg

Title: Vice President, Corporate Affairs

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by or on behalf of the following persons in the capacities and on the dates indicated:

| Signature | Title | Date |
|---------------------------|---|---------------|
| * V. Prem Watsa | Chairman, Chief Executive Officer and Director (Principal Executive Officer) | March 3, 2011 |
| * John Varnell | Vice President and Chief Financial Officer (Principal Financial Officer) | March 3, 2011 |
| * David Bonham | Vice President, Financial Reporting (Principal Accounting Officer) | March 3, 2011 |
| * Robert J. Gunn | Director | |
| * Anthony F. Griffiths | Director | |
| * Brandon W. Sweitzer | Director | March 3, 2011 |
| * Alan D. Horn | Director | March 3, 2011 |
| Timothy R. Price | | |

*By: /s/ Bradley P. Martin
Attorney-in-fact

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, the Authorized Representative has signed this Post-Effective Amendment No. 1 to the Registration Statement, solely in its capacity as the duly authorized representative of Fairfax Financial Holdings Limited in the United States, in the Province of Ontario, Canada, on March 3, 2011.

FAIRFAX INC.

By: /s/ Bradley P. Martin
Name: Bradley P. Martin
Title: Corporate Secretary