

Tyco Electronics Ltd.  
Form S-4/A  
March 25, 2009

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Registration No. 333-156927

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## AMENDMENT NO. 2

TO

FORM S-4

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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## TYCO ELECTRONICS LTD.

(Exact name of registrant as specified in its charter)

<b>Bermuda*</b> (State or other jurisdiction of incorporation or organization)	<b>3679</b> (Primary Standard Industrial Classification Code Number)	<b>98-518048</b> (I.R.S. Employer Identification Number)
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**96 Pitts Bay Road, Second Floor  
Pembroke HM 08, Bermuda  
Telephone: (441) 294-0607**

(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

---

**Robert A. Scott  
Executive Vice President and General Counsel  
Tyco Electronics Corporation  
1050 Westlakes Drive  
Berwyn, Pennsylvania 19312  
Telephone: (610) 893-9560**

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

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With copies to:

Ellen J. Odoner  
P.J. Himelfarb  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, NY 10153  
Telephone: (212) 310-8000

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**Approximate date of commencement of proposed sale to the public:  
As soon as practicable after this registration statement becomes effective.**

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated  
filer

Accelerated  
filer

Non-accelerated  
filer

Smaller reporting  
company

(Do not check if a  
smaller reporting  
company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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\*

The registrant intends, subject to shareholder approval, to effect a continuance under Article 161 of the Swiss Federal Code on International Private Law, pursuant to which the registrant's place of incorporation shall be Switzerland.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**The information in this proxy statement/prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus is not an offer to sell securities and we are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED MARCH 25, 2009**

[        ], 2009

Dear Shareholder:

You are cordially invited to attend a Special General Meeting of Shareholders of Tyco Electronics Ltd., which will be held on [        ], 2009, at [10:30 a.m.], Atlantic Time, or as soon as practicable thereafter following our 2009 Annual General Meeting, at the Fairmont Hamilton Princess Hotel, 76 Pitts Bay Road, Pembroke, Bermuda. Details of the business to be presented at the Special General Meeting can be found in the accompanying Notice of Special General Meeting and proxy statement/prospectus.

At our Special General Meeting, we will be asking you to approve the change of our place of incorporation from Bermuda to Schaffhausen, Switzerland, an increase in our registered share capital and a number of related organizational matters. We call this process, in which Tyco Electronics will at all times continue to exist as the same company but will discontinue its Bermuda status and continue its corporate existence in Switzerland, the "Swiss Continuation."

The Swiss Continuation and related proposals will not change the number of shares you hold or your relative economic interest in Tyco Electronics. Moreover, Tyco Electronics will conduct the same businesses and own the same businesses and assets as it did as a Bermuda company. Our shares will continue to be listed on the New York Stock Exchange under the symbol "TEL." We will remain subject to the U.S. Securities and Exchange Commission reporting requirements, the mandates of the Sarbanes-Oxley Act and the applicable corporate governance rules of the New York Stock Exchange. We will continue to report our financial results in US dollars and under U.S. generally accepted accounting principles.

Our board of directors has unanimously determined that it is in the best interests of our company and our shareholders to change our place of incorporation from Bermuda to Switzerland. Since becoming a stand alone public company in June 2007, we have undertaken a rationalization of our global corporate structure, including the realignment of businesses and manufacturing operations and the disposition of several non-strategic businesses. Relocation to Switzerland from Bermuda is another important action in our evolution as an independent company.

Under U.S. federal income tax law, holders of our shares are not expected to recognize taxable gain or loss as a result of the Swiss Continuation or increase in registered share capital.

This proxy statement/prospectus provides you with detailed information regarding the Swiss Continuation and another matter to be presented to shareholders, the elimination of supermajority vote requirements to amend certain provisions of our Bye-laws. We encourage you to read this entire document carefully. **You should carefully consider "Risk Factors" beginning on page 25 for a discussion of risks before voting at the meeting.** Your vote is important. Whether or not you are able to attend, it is important that your shares be represented at the meeting. Accordingly, we ask that you complete, sign, date and return the enclosed proxy card at your earliest convenience.

On behalf of the board of directors and the management of Tyco Electronics Ltd., I extend our appreciation for your continued support.

Yours sincerely,

Thomas J. Lynch  
Chief Executive Officer

**Neither the Securities and Exchange Commission nor any state securities commission, or similar authority in Bermuda or Switzerland, has approved or passed upon the merits of these securities or determined if the proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

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**TYCO ELECTRONICS LTD.**

**NOTICE OF SPECIAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD [            ], 2009**

NOTICE IS HEREBY GIVEN that a Special General Meeting of Shareholders of Tyco Electronics Ltd. will be held on [            ], 2009, at [10:30 a.m.], Atlantic Time, or as soon as practicable thereafter following our 2009 Annual General Meeting, at the Fairmont Hamilton Princess Hotel, 76 Pitts Bay Road, Pembroke, Bermuda for the following purposes:

1. To consider and approve a resolution to approve Tyco Electronics Ltd.'s discontinuance from Bermuda as provided in Section 132G of The Companies Act 1981 of Bermuda, as amended, and our continuance according to article 161 of the Swiss Federal Code on International Private Law and under articles 620 et seq. of the Swiss Federal Code on Obligations as a Swiss corporation (the "Swiss Continuation").
2. To consider and approve a resolution to amend our Bye-laws to eliminate supermajority vote requirements to amend certain provisions of our Bye-laws that have an anti-takeover effect.
3. To consider and approve a resolution authorizing several steps, including an amendment to our Bye-laws, that will have the effect of increasing our registered share capital so that, after the Swiss Continuation, we will be able to make any future distributions to shareholders in the form of share capital reductions without being required to withhold Swiss tax. (As a result of these steps, shareholders will hold the same number of shares immediately after the Swiss Continuation as they held immediately before, but with an increased par value per share.)
4. In connection with the Swiss Continuation, to approve a distribution to shareholders through a capital reduction in a Swiss franc amount equal to US \$0.16 per share (in accordance with the US dollar/Swiss franc exchange rate in effect on the date of the resolution) payable in US dollars to holders of record on the cutoff date (i.e., record date) and to approve the creation of authorized and conditional capital based on the relevant registered share capital amount.
5. In connection with the Swiss Continuation, to confirm Swiss law as our authoritative governing legislation.
6. In connection with the Swiss Continuation, to approve our corporate name as Tyco Electronics Ltd.
7. In connection with the Swiss Continuation, to change our corporate purpose.
8. In connection with the Swiss Continuation, to approve our Swiss articles of association.
9. In connection with the Swiss Continuation, to confirm our principal place of business as Schaffhausen, Switzerland.
10. In connection with the Swiss Continuation, to appoint PricewaterhouseCoopers AG, Zürich as special auditor until our next annual general meeting.
11. In connection with the Swiss Continuation, to appoint Deloitte AG as our Swiss registered auditor until our next annual general meeting.
12. In connection with the Swiss Continuation, to approve additional provisions of our Swiss articles of association that would limit the number of shares that may be registered and/or voted by a single shareholder or group to 15% of our registered

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share capital.

13. In connection with the Swiss Continuation, to approve additional provisions of our Swiss articles of association that would require a supermajority vote to amend the provisions referred to in Proposal 12 and certain other provisions of our Swiss articles of association.
14. To approve any adjournments or postponements of the meeting.
15. To consider any other matters that properly come before the meeting.

We refer to proposal 1 above as the "Swiss Continuation Proposal." We refer to proposal 2 above as the "Supermajority Elimination Proposal." We refer to proposals 3 through 11 above as the "Swiss

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Organizational Proposals." We refer to proposals 12 and 13 above as the "Additional Article Proposals." We will not effect the Swiss Continuation unless the Swiss Continuation Proposal, the Supermajority Elimination Proposal and each of the Swiss Organizational Proposals are approved. However, the Supermajority Elimination Proposal is *not* conditioned on approval of the other proposals, and the Swiss Continuation is *not* conditioned upon approval of the Additional Article Proposals.

This Notice of Special General Meeting and proxy statement/prospectus and the enclosed proxy card are first being sent on or about [ ], 2009 to each holder of record of Tyco Electronics Ltd. shares at the close of business on April 6, 2009. Only holders of record of our shares on April 6, 2009 are entitled to notice of, and to attend and vote at, the Special General Meeting and any adjournment or postponement thereof.

**Whether or not you plan to attend the meeting, please complete, sign, date and return the enclosed proxy card to ensure that your shares are represented at the meeting.** Shareholders of record who attend the meeting may vote their shares personally, even though they have sent in proxies.

By Order of the Board of Directors,

Harold G. Barksdale  
Corporate Secretary

[ ], 2009

**PLEASE PROMPTLY COMPLETE, SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD.**

THE PROXY IS REVOCABLE AND IT WILL NOT BE USED IF YOU: GIVE WRITTEN NOTICE OF REVOCATION TO THE SECRETARY AT TYCO ELECTRONICS LTD., 96 PITTS BAY ROAD, SECOND FLOOR, PEMBROKE HM 08, BERMUDA PRIOR TO THE VOTE TO BE TAKEN AT THE MEETING; LODGE A LATER-DATED PROXY PRIOR TO THE MEETING; OR ATTEND AND VOTE PERSONALLY AT THE MEETING.

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**INFORMATION ABOUT THIS PROXY STATEMENT/PROSPECTUS AND  
THE SPECIAL GENERAL MEETING**

**Questions and Answers about Voting Your Shares**

***Why did I receive this proxy statement/prospectus?***

Tyco Electronics has sent this Notice of Special General Meeting and proxy statement/prospectus, together with the enclosed proxy card or voting instruction card, because our board of directors is soliciting your proxy to vote at the Special General Meeting on [ ], 2009. This proxy statement/prospectus contains information about the items being voted on at the Special General Meeting.

We have sent this proxy statement/prospectus to each person who is registered as a holder of our shares in the register of shareholders (such owners are often referred to as "holders of record") as of the close of business on April 6, 2009, the record date for the Special General Meeting. Any shareholder as of the record date who does not receive a copy of this Notice of Special General Meeting and proxy statement/prospectus, together with the enclosed proxy card or voting instruction card, may obtain a copy at the Special General Meeting or by contacting our proxy solicitor, Innisfree M&A Incorporated, toll free at 877-750-9497 (U.S. and Canada) or collect at +1-412-232-3651 (international). Banks and brokers may call collect at 212-750-5834.

We have requested that banks, brokerage firms and other nominees who hold our shares on behalf of the owners of the shares (such owners are often referred to, and we refer to them below, as "beneficial shareholders" or "street name holders") as of the close of business on April 6, 2009 forward these materials, together with a proxy card or voting instruction card, to those beneficial shareholders. We have agreed to pay the reasonable expenses of the banks, brokerage firms and other nominees for forwarding these materials.

We also have provided for these materials to be sent to persons who have interests in our shares through participation in our retirement savings plans and employee share purchase plans. These individuals are not eligible to vote directly at the Special General Meeting, but they may instruct the trustees of these plans how to vote the shares represented by their interests. The enclosed proxy card will also serve as voting instructions for the trustees of the plans.

***Who is entitled to vote?***

Each holder of record of our shares on April 6, 2009, the record date for the Special General Meeting, is entitled to attend and vote at the Special General Meeting. A poll will be taken on each proposal to be put to the Special General Meeting.

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***How many votes do I have?***

Each holder of record of our shares on the record date will be entitled to one vote per share on each matter presented at the Special General Meeting. On April 6, 2009, there were [ ] shares outstanding and entitled to vote at the Special General Meeting.

***What proposals are being presented at the Special General Meeting?***

We intend to present a number of proposals for shareholder consideration and approval at the Special General Meeting in connection with our discontinuance from Bermuda and our continuance in Switzerland. We refer to this change in our place of incorporation as the "Swiss Continuation." These proposals are:

1. To consider and approve a resolution to approve our discontinuance from Bermuda and our continuance in Switzerland.
2. To consider and approve a resolution to amend our Bye-laws to eliminate supermajority vote requirements to amend certain provisions of our Bye-laws that have an anti-takeover effect.
3. To consider and approve a resolution authorizing several steps, including an amendment to our Bye-laws, that will have the effect of increasing our registered share capital so that, after the Swiss Continuation, we will be able to make any future distributions to shareholders in the form of share capital reductions without being required to withhold Swiss tax. (As a result of these steps, shareholders will hold the same number of shares immediately after the Swiss Continuation as they held immediately before, but with an increased par value per share.)
4. In connection with the Swiss Continuation, to approve a distribution to shareholders through a capital reduction in a Swiss franc amount equal to US \$0.16 per share (in accordance with the US dollar/Swiss franc exchange rate in effect on the date of the resolution) payable in US dollars to holders of record on the cutoff date (i.e., record date) and to approve the creation of authorized and conditional capital based on the relevant registered share capital amount.
5. In connection with the Swiss Continuation, to confirm Swiss law as our authoritative governing legislation.
6. In connection with the Swiss Continuation, to approve our corporate name as Tyco Electronics Ltd.
7. In connection with the Swiss Continuation, to change our corporate purpose.
8. In connection with the Swiss Continuation, to approve our Swiss articles of association (the

"Proposed Swiss Articles").

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9. In connection with the Swiss Continuation, to confirm our principal place of business as Schaffhausen, Switzerland.
10. In connection with the Swiss Continuation, to appoint PricewaterhouseCoopers AG, Zürich as special auditor until our next annual general meeting.
11. In connection with the Swiss Continuation, to appoint Deloitte AG as our Swiss registered auditor until our next annual general meeting.
12. In connection with the Swiss Continuation, to approve additional provisions of our Swiss articles of association that would limit the number of shares that may be registered and/or voted by a single shareholder or group to 15% of our registered share capital.
13. In connection with the Swiss Continuation, to approve additional provisions of our Swiss articles of association that would require a supermajority vote to amend the provisions referred to in Proposal 12 and certain other provisions of our Swiss articles of association.
14. To approve any adjournments or postponements of the meeting.
15. To consider any other matters that properly come before the meeting.

We refer to proposal 1 above as the "Swiss Continuation Proposal." We refer to proposal 2 above as the "Supermajority Elimination Proposal." We refer to proposals 3 through 11 above as the "Swiss Organizational Proposals." We refer to proposals 12 and 13 above as the "Additional Article Proposals." We will not effect the Swiss Continuation unless the Swiss Continuation Proposal, the Supermajority Elimination Proposal and each of the Swiss Organizational Proposals are approved. However, approval of the Supermajority Elimination Proposal is *not* conditioned on approval of the other proposals, and the Swiss Continuation is *not* conditioned upon approval of the Additional Article Proposals. Other than matters incident to the conduct of the Special General Meeting, we do not know of any business or proposals to be considered at the Special General Meeting other than those set forth in this proxy statement/prospectus. If any other business is proposed and properly presented at the Special General Meeting, the proxies received from our shareholders give the proxy holders the authority to vote on the matter at their discretion.

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***How do I attend the Special General Meeting?***

All shareholders are invited to attend both the Annual General Meeting and the Special General Meeting. For admission to the Special General Meeting, shareholders of record should bring the admission ticket attached to the enclosed proxy card to the Registered Shareholders check-in area, where their ownership will be verified. Shareholders who own their shares in street name should come to the Beneficial Owners check-in area. **To be admitted, beneficial owners must bring account statements or letters from their banks, brokers or other nominees showing that they own Tyco Electronics shares.** Registration will begin at [9:00 a.m.], Atlantic Time and the Special General Meeting will begin at [10:30 a.m.], Atlantic Time, or as soon as practicable thereafter following our Annual General Meeting.

***How do I vote?***

You can vote in the following ways:

***By Mail:*** If you are a holder of record, you can vote by marking, dating and signing your proxy card and returning it by mail in the enclosed postage-paid envelope. If you hold your shares in street name, you can vote by following the instructions on your voting instruction card.

***At the Special General Meeting:*** If you are planning to attend the Special General Meeting and wish to vote your shares in person, we will give you a ballot at the meeting. Shareholders who own their shares in street name are not able to vote at the Special General Meeting unless they have a proxy, executed in their favor, from the bank, brokerage firm or nominee holder of record of their shares.

**Even if you plan to be present at the Special General Meeting, we encourage you to complete and mail the enclosed card to vote your shares by proxy. If you are a holder of record, you may still attend the Special General Meeting and vote in person.**

***May I submit my proxy by the Internet or telephone?***

Yes. Instead of submitting your vote by mail on the enclosed proxy card, you may give your voting instruction by the Internet or telephone. Shareholders of record who do not hold their shares through a bank, broker or nominee may grant a proxy to vote on the Internet at <http://www.proxyvoting.com/tel> or by telephone by calling 1-866-540-5760. Please have your proxy card in hand when calling or going online. If you hold your shares in the name of a bank, broker or other nominee, you should follow the instructions provided by your bank, broker or nominee when voting your shares.

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*If my shares are held in "street name" by my broker, will my broker vote my shares for me?*

We recommend that you contact your broker. Your broker can give you directions on how to instruct the broker to vote your shares. Your broker will be able to vote your shares with respect to the Supermajority Elimination Proposal and the adjournment/postponement proposal if you have not provided instructions to the broker; however, your broker will not be able to vote your shares with respect to the Swiss Continuation Proposal, the Swiss Organizational Proposals or the Additional Article Proposals unless the broker receives appropriate instructions from you.

*Are proxy materials available on the Internet?*

Yes.

**Important Notice Regarding the Availability of Proxy Materials for the Special General Meeting to be held on [ ], 2009.**

**Our proxy statement/prospectus for the Special General Meeting to be held on [ ], 2009 and other proxy material is available at**

*<http://www.tycoelectronics.com/SpecialMeeting>.*

*What if I return my proxy or voting instruction card but do not mark it to show how I am voting?*

Your shares will be voted according to the instructions you have indicated on your proxy or voting instruction card. If you sign and return your proxy card or voting instruction card but do not indicate instructions for voting, your shares will be voted "FOR" each of the proposals described in this proxy statement/prospectus and, with respect to any other matter which may properly come before the Special General Meeting, at the discretion of the proxy holders.

*May I change or revoke my vote after I return my proxy or voting instruction card?*

You may change your vote in one of three ways:

notify our Secretary in writing before the Special General Meeting that you are revoking your proxy; such a notification should be addressed to Harold G. Barksdale, Secretary, Tyco Electronics Ltd., 96 Pitts Bay Road, Pembroke HM 08 Bermuda;

submit another proxy card (or voting instruction card if you hold your shares in street name) with a later date before the start of the Special General Meeting (refer to "Returning Your Proxy Card"); or

if you are a holder of record, or a beneficial holder with a proxy from the holder of record, vote in person at the Special General Meeting.

*What does it mean if I receive more than one proxy or voting instruction card?*

It means you have multiple accounts at the transfer agent and/or with banks and stockbrokers. Please vote all of your shares.

*What constitutes a quorum?*

The presence, in person or by proxy, of the holders of a majority of the shares outstanding and entitled to vote at

the Special General Meeting constitutes a quorum for the  
conduct of business.

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<b><i>What vote is required in order to approve each proposal (assuming the presence of a quorum)?</i></b>	The approval of a majority of the shares present and voting at the meeting, whether in person or by proxy, is required for the approval of proposal 1 (the Swiss Continuation Proposal), proposals 3 through 11 (the Swiss Organizational Proposals), proposals 12 and 13 (the Additional Article Proposals and proposal 14 (the adjournment/postponement proposal). The approval of 80% of the outstanding shares entitled to vote at the meeting is required for the approval of proposal 2 (the Supermajority Elimination Proposal).
<b><i>How will voting on any other business be conducted?</i></b>	Other than matters incidental to the conduct of the Special General Meeting, we do not know of any business or proposals to be considered at the Special General Meeting other than those set forth in this proxy statement/prospectus. If any other business is proposed and properly presented at the Special General Meeting, the proxies received from our shareholders give the proxy holders the authority to vote on the matter at their discretion.
<b><i>Who will count the votes?</i></b>	Mellon Investor Services LLC will act as the inspector of election and will tabulate the votes.
<b><i>Are separate meetings of shareholders taking place on [ ], 2009?</i></b>	Yes. Our Annual General Meeting of Shareholders will take place on [ ], 2009, starting at [10:00 a.m.], Atlantic Time, at the Fairmont Hamilton Princess Hotel, 76 Pitts Bay Road, Pembroke, Bermuda. The Special General Meeting to consider the proposals in this proxy statement/prospectus will begin at [10:30 a.m.], Atlantic Time, or as soon as practicable thereafter following the conclusion of our Annual General Meeting of Shareholders.
<b><i>Why is there a separate meeting to consider these proposals?</i></b>	The board of directors determined that holding a separate Special General Meeting was appropriate to consider the Swiss Continuation Proposal, the Supermajority Elimination Proposal, the Swiss Organizational Proposals and the Additional Article Proposals. By convening a Special General Meeting upon the conclusion of the Annual General Meeting, shareholders will be able to focus their discussion of these proposals in a forum that is dedicated to considering these proposals, without the interruption of other business of the Annual General Meeting.
<b><i>Is there a separate proxy statement and proxy card that addresses issues the shareholders will consider at the Annual General Meeting of Shareholders?</i></b>	Yes. You should have already received a mailing containing a copy of the proxy statement and proxy card, along with our annual report to shareholders, which contains the proposals for shareholder consideration at the Annual General Meeting.
<b><i>Do I have to return both the white proxy card for the Annual General Meeting and the blue proxy card for the Special General Meeting in order for my shares to be voted at both meetings?</i></b>	Yes. Shareholders must vote both the white proxy card for the Annual General Meeting, along with the blue proxy card accompanying the Special General Meeting proxy statement/prospectus, in order to cast their votes at both the Annual General Meeting and the Special General Meeting.





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***Can I mail both proxy cards back in the same envelope?***

Yes, but for ease of administering the vote tally, we ask that you return each proxy card in the envelope supplied with the respective Annual General Meeting proxy statement or Special General Meeting proxy statement/prospectus.

**Returning Your Proxy Card**

Shareholders should complete and return the proxy card as soon as possible. In order to assure that your proxy is received in time to be voted at the meeting, the proxy card must be completed in accordance with the instructions and received at any one of the addresses set forth below by the times (being local times) and dates specified:

**In Bermuda:**

by 5:00 p.m., Atlantic Time, on [ ], 2009 by hand or mail at:

Tyco Electronics Ltd.  
96 Pitts Bay Road, Second Floor  
Pembroke HM 08  
Bermuda

**In the United States:**

by 11:59 a.m., Eastern Time, on [ ], 2009 by mail at:

Tyco Electronics Ltd.  
c/o BNY Mellon Shareowner Services  
P.O. Box 3510  
South Hackensack, NJ 07606-9250  
United States of America

**In Switzerland:**

by 5:00 p.m., Central European Time, on [ ], 2009 by hand or mail at:

Tyco Electronics Ltd.  
Rheinstrasse 20  
CH-8200 Schaffhausen  
Switzerland

If your shares are held in street name, you should return your proxy card or voting instruction card in accordance with the instructions on that card or as provided by the bank, brokerage firm or other nominee who holds Tyco Electronics shares on your behalf.

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**FORWARD-LOOKING STATEMENTS**

Certain statements in this proxy statement/prospectus are "forward-looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. These statements are based on our management's beliefs and assumptions and on information currently available to our management. Forward-looking statements include, among others, the information concerning our possible or assumed future results of operations, business strategies, financing plans, competitive position, potential growth opportunities, potential operating performance improvements, the effects of competition, and the effects of future legislation or regulations. Forward-looking statements include all statements that are not historical facts and can be identified by the use of forward-looking terminology such as the words "believe," "expect," "plan," "intend," "anticipate," "estimate," "predict," "potential," "continue," "may," "should," or the negative of these terms or similar expressions.

Forward-looking statements involve risks, uncertainties and assumptions. Actual results may differ materially from those expressed in these forward-looking statements. You should not put undue reliance on any forward-looking statements. We do not have any intention or obligation to update forward-looking statements after we file this proxy statement/prospectus except as required by law.

For a discussion of certain risks related to the Swiss Continuation, see the discussion under "Risk Factors" beginning on page 25.

The following risks, which are described in greater detail in "Part I. Item 1A. Risk Factors" of our Annual Report on Form 10-K/A for the fiscal year ended September 26, 2008 (which forms part of our annual report to shareholders) and "Part II. Item 1A. Risk Factors" in our Quarterly Report on Form 10-Q for the quarterly period ended December 26, 2008, could also cause our results to differ materially from those expressed in forward-looking statements:

Current and future conditions in the global economy and global capital and credit markets;

Conditions affecting demand for products in the industries we serve, particularly the automotive industry and the telecommunications, computer and consumer electronics industries;

Competition and pricing pressure;

Market acceptance of new product introductions and product innovations and product life cycles;

Consolidation of customers and vendors;

Raw material availability, quality and cost;

Fluctuations in foreign currency exchange rates;

Divestitures of businesses or product lines;

Declines in the market value of our pension plans' investment portfolios;

Reliance on third party suppliers;

Our ability to attract and retain highly qualified personnel;

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Our ability to remediate the material weakness in our internal control over financial reporting relating to accounting for income taxes;

Risks of political, economic and military instability in countries outside the U.S.;

Risks related to compliance with current and future environmental and other laws and regulations;

Our ability to protect our intellectual property rights;

Risks of litigation;

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Our ability to operate within the limitations imposed by our debt instruments;

The cost and success of future acquisitions;

Risks relating to our separation on June 29, 2007 from Tyco International Ltd.;

The possible effects on us of pending and future legislation in the United States that may limit or eliminate potential U.S. tax benefits resulting from our incorporation in Bermuda, or deny U.S. government contracts to us based upon our incorporation in Bermuda;

Risk of recognition of impairment charges for our goodwill;

The impact of fluctuations in the market price of our shares; and

The impact of certain provisions of our Bye-laws on unsolicited takeover proposals.

There may be other risks and uncertainties that we are unable to predict at this time or that we currently do not expect to have a material adverse effect on our business.

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**QUESTIONS AND ANSWERS ABOUT THE SPECIAL GENERAL MEETING AND THE PROPOSALS**

Q:

*What am I being asked to vote on at the Special General Meeting?*

A:

You are being asked to vote on proposals to change our place of incorporation from Bermuda to Switzerland, increase our registered share capital and effect certain Swiss organizational matters. Tyco Electronics will at all times continue to exist as the same company while discontinuing its status as a Bermuda company and continuing as a Swiss corporation.

You are also being asked to approve a resolution to amend our Bye-laws to eliminate supermajority vote requirements to amend certain anti-takeover provisions that conflict with Swiss law.

Finally, you are being asked to vote on a proposal to adjourn or postpone the Special General Meeting to a later date to solicit additional proxies if there are insufficient votes at the time of the Special General Meeting to approve the Swiss Continuation Proposal, any of the Swiss Organizational Proposals, the Additional Article Proposals or the Supermajority Elimination Proposal.

Q:

*Why do we want to change our place of incorporation from Bermuda and why have we chosen Switzerland?*

A:

We were formed as a Bermuda corporation and, in June 2007, separated from our then Bermuda parent corporation, Tyco International Ltd. Since becoming an independent publicly traded company, we have undertaken a rationalization of our global corporate structure, including the realignment of businesses and manufacturing operations and the disposition of several non-strategic businesses, and we have also considered whether to remain incorporated in Bermuda. From before the time of our separation, various U.S. and non-U.S. legislative proposals and other initiatives have been directed at companies incorporated in low-tax jurisdictions such as Bermuda. We believe that recently there has been heightened focus on adoption of such legislation and other initiatives. If adopted, these proposed changes could materially increase our worldwide corporate effective tax rate and negatively impact our U.S. government contracts business. After extensive consideration of the uncertainties of remaining incorporated in Bermuda and the feasibility of reincorporating in another jurisdiction, our board of directors unanimously determined at a meeting held on January 13, 2009 that it would be in the best interests of our company and our shareholders to change our place of incorporation from Bermuda.

In considering where to change our place of incorporation, a number of jurisdictions were considered. On balance, it was determined that a change in our place of incorporation to Switzerland was in the best interests of our company and our shareholders for the reasons set forth below:

Switzerland has a mature tax environment and an established global treaty network.

Unlike Bermuda, Switzerland has both a generally imposed corporate income tax and comprehensive tax treaties with the United States and other jurisdictions in which we operate. Accordingly, we believe that the Swiss Continuation may lower our risk of becoming subject to the U.S. and non-U.S. legislative and other initiatives discussed above and thus may provide greater certainty and predictability in managing our worldwide effective tax rate and our government contracts business.

We have a longstanding history and established presence in Switzerland dating back to 1985.

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In the fiscal year ended September 26, 2008 ("Fiscal 2008"), our Swiss operations had approximately US\$ 3.5 billion in trade sales (sales to unrelated customers), which accounted for approximately 24% of our worldwide trade sales in the fiscal year.

Our internal financing operations are located in Switzerland, and we have an existing and established presence there with approximately 1,000 of our employees in addition to four of our manufacturing facilities and seven of our corporate subsidiaries. Although the percentage of our employees and manufacturing facilities located in Switzerland is modest relative to the number of our employees and manufacturing facilities globally, we have key operations there.

Relocation to Switzerland will centralize us within our largest sales region, supporting our growth outside the United States, particularly in markets in Europe, the Middle East and Africa.

The non-U.S. markets are our fastest growing regions. Over the past five fiscal years, we have had a compound annual growth rate of 9.3% for net sales originating outside the United States, as compared to 5.5% for net sales originating in the United States. In Fiscal 2008, approximately 69% of our global net sales were non-U.S. in origin, with 37% of our global net sales originating in Europe, the Middle East and Africa.

We believe Switzerland is a strategic location for our global operations generally. It is centrally located within our significant non-U.S. operations. As of September 26, 2008, 65% of our 104 worldwide manufacturing facilities and 73% of our approximately 96,000 worldwide employees were located in Europe, the Middle East and Africa, and in the Asia-Pacific region. Relocation to Switzerland will place our principal place of business closer to our regional businesses, especially those located in Eastern Europe, an area in which we have been increasing our sales and manufacturing resources.

Switzerland offers a stable economic, political and regulatory environment.

Switzerland has a well-developed legal system that we believe encourages high standards of corporate governance and provides shareholders with substantial rights.

A number of large global companies are domiciled in Switzerland and, as a result, Switzerland has an established financial and commercial infrastructure that will better support our interests as well as those of our shareholders.

Although we believe that there are significant advantages to changing our place of incorporation to Switzerland, we cannot assure you that the anticipated advantages will be realized. Moreover, the change in our place of incorporation will expose us and our shareholders to some risks, including the following:

It is likely that we will be removed from the Standard & Poor's 500 Index (the "S&P 500") and other indices, which could have an adverse impact on our share price.

We may have less flexibility as a Swiss corporation than as a Bermuda company with respect to certain aspects of capital management because Swiss law reserves for approval by shareholders many corporate actions over which our board of directors currently has authority, including the declaration of distributions to shareholders.

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Distributions to shareholders may be subject to Swiss withholding tax if we are unable to make distributions through a reduction of registered share capital or, after January 1, 2011, out of registered capital or contributed surplus.

The Swiss Continuation may not provide greater certainty and predictability as to possible changes in tax and government contract legislation and there may be negative publicity and criticism of our change in place of incorporation to Switzerland.



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Please see the discussion under "Risk Factors" for a more complete discussion of risk factors relating to the Swiss Continuation that may be relevant to you.

Our board of directors has considered both the potential advantages and the risks of the change in our place of incorporation and has unanimously approved the change in our place of incorporation and recommended that our shareholders vote for the change in our place of incorporation to Switzerland.

*Q: Will the Swiss Continuation and Swiss Organizational Proposals change the number of shares that I own?*

*A:* The Swiss Continuation and Swiss Organizational Proposals will not change the number of Tyco Electronics common shares that you own.

*Q: Will Tyco Electronics be the same entity before and after the Swiss Continuation?*

*A:* Yes. The Swiss Continuation involves, for all practical purposes, the exchange of one charter and governing law for another. It does not create a new company. We will be the same entity before and after the Swiss Continuation.

*Q: Will the Swiss Continuation affect our current or future operations?*

*A:* We believe that the Swiss Continuation has positive implications for management of our businesses but will not otherwise change the businesses we conduct and businesses and assets we own.

*Q: Are changes being made to the par value of the shares?*

*A:* Yes. Contingent upon the approval of the Swiss Continuation Proposal, we will implement several transactions as permitted under the Bermuda Companies Act that will increase our registered share capital, which, on a per share basis, is referred to as par value. Certain steps necessary to accomplish this increase require shareholder authorization and we are asking for shareholders to vote on the increase in "Proposal No. 3 Approval of an Increase in Our Registered Share Capital." We are taking these steps to increase our registered share capital to facilitate our ability to make any future distributions to our shareholders, free of Swiss withholding tax, once we have continued as a Swiss corporation. For additional information on the various steps we are taking, and for more information on the reasons for and effect of the increase in registered share capital, see "Proposal No. 3 Approval of an Increase in Our Registered Share Capital."

*Q: What are the material tax consequences of the Swiss Continuation and the increase in registered share capital?*

*A:* Please refer to "Material Tax Considerations" beginning on page 91 for a description of certain material U.S. federal income tax, Swiss tax and Bermuda tax consequences of the Swiss Continuation and increase in registered share capital to our shareholders. Determining the actual tax consequences to you may be complex and will depend on your specific situation. We urge you to consult your tax advisor for a full understanding of the tax consequences to you of the Swiss Continuation and the increase in registered share capital.

*Q: Is the Swiss Continuation or increase in registered share capital a taxable event to me?*

*A:* Please refer to "Material Tax Considerations" for a description of certain material U.S. federal income tax, Swiss tax and Bermuda tax consequences of the Swiss Continuation and increase in registered share capital to our shareholders. In general, holders of our shares that are not tax resident in Switzerland are not expected to be subject to Bermuda tax, Swiss tax or U.S. federal income tax as a result of the Swiss Continuation or increase in registered share capital. In the case of individual holders that are Swiss tax residents, the

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increase in registered share capital is generally subject to Swiss federal, cantonal and communal income taxation at the time of the

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increase, although some Swiss cantons postpone the payment of this tax until the repayment of the increased share capital. We have not considered the tax consequences to shareholders that are tax resident in jurisdictions other than the U.S., Switzerland and Bermuda.

Determining the actual tax consequences of the Swiss Continuation and increase in registered share capital to you may be complex and will depend on your specific situation. We urge you to consult your tax advisor for a full understanding of the tax consequences of the Swiss Continuation and increase in registered share capital to you.

Q:

*Is the Swiss Continuation or the increase in registered share capital a taxable transaction for Tyco Electronics?*

A:

We do not expect the Swiss Continuation or the increase in registered share capital to be a taxable transaction for Tyco Electronics. Further, the Swiss Continuation will be exempt from the Swiss issuance stamp tax provided that the registered share capital is not increased to an amount that exceeds 30% of the fair market value of our total assets.

Q:

*Will there be Swiss withholding tax on any future share repurchases?*

A:

If and when we repurchase shares after the Swiss Continuation, we expect to repurchase such shares free of Swiss withholding tax. Under current Swiss tax law, repurchases of shares for the purposes of capital reduction are treated as a partial liquidation subject to 35% Swiss withholding tax on the difference between the repurchase price and the underlying registered share capital. Beginning on January 1, 2011, subject to the adoption of implementing regulations and amendments to Swiss tax law, the portion of the repurchase price attributable to contributed surplus for Swiss statutory reporting and tax purposes of the shares repurchased will not be subject to Swiss withholding tax. The purchase of shares for purposes other than capital reduction, such as to retain treasury shares for use in connection with stock incentive plans or issuance of convertible debt or other instruments, generally is not expected to be subject to Swiss withholding tax. Upon completion of the Swiss Continuation, based on the procedures and estimates described below under "How will contributed surplus for Swiss tax purposes be determined?," we expect to have a registered share capital of approximately US\$ 1.1 billion (equal to a par value per share of approximately US\$ 2.40) and contributed surplus (as determined for Swiss tax purposes) of approximately US\$ 9.5 billion.

Q:

*Will there be Swiss withholding tax on any future distributions to shareholders?*

A:

We do not expect to pay Swiss withholding tax on any distributions that we may make to shareholders for the foreseeable future. Under current Swiss tax law, distributions to shareholders made in the form of a reduction of registered share capital are exempt from Swiss withholding tax. Following the increase in our registered share capital, we believe that we will have sufficient registered share capital to make any future distributions in the form of reductions of share capital to our shareholders at no less than an annualized rate of US\$ 0.64 per share free of Swiss withholding tax through at least January 1, 2011. Beginning on January 1, 2011, subject to the adoption of implementing regulations and amendments to Swiss tax law, distributions to shareholders made out of contributed surplus will be exempt from Swiss withholding tax. We believe that we will have sufficient contributed surplus as determined for Swiss tax purposes (together with remaining registered share capital) after January 1, 2011 to make any future distributions to our shareholders at no less than an annualized rate of US\$ 0.64 per share without being required to pay Swiss withholding tax for the foreseeable future. Following completion of the Swiss Continuation, any declaration of dividends or distributions will depend upon circumstances prevailing at the time. See "Market Price and Dividend Information Dividend Policy."

Our ability to make distributions to shareholders that are free of Swiss withholding tax will be based solely on our unconsolidated Swiss statutory financial statements as stated in Swiss francs

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(although the amounts will be paid to shareholders in US dollars at the US dollar/Swiss franc exchange rate in effect on the date of the resolution). The opening Swiss statutory balance sheet will be derived from our unconsolidated financial statements, which will then be adjusted to record paying in full the bonus share issuance by capitalizing, first, accumulated earnings and, if necessary, contributed surplus, with further adjustments, as required for Swiss statutory purposes, including reallocating approximately US\$ 78 million of accumulated other comprehensive loss to accumulated earnings, establishing an investment in treasury shares in the amount of approximately US\$ 152 million representing the lower of cost or market of common shares held in treasury, establishing a special reserve in the amount of approximately US\$ 371 million representing the cost of common shares held in treasury, establishing intercompany notes payable of approximately US\$ 1.8 billion and conversion into Swiss francs. None of these adjustments will be recorded in our consolidated U.S. generally accepted accounting principles ("U.S. GAAP") financial statements. Upon the Swiss Continuation, our Swiss statutory accounting will be under Swiss accounting standards. Based upon the following assumptions, (i) an annualized dividend of US\$ 0.64 per share, (ii) outstanding shares after the completion of the Swiss Continuation of approximately 458.0 million (after excluding an estimat