

FAIRFAX FINANCIAL HOLDINGS LTD/ CAN  
Form S-8 POS  
December 21, 2011

As filed with the Securities and Exchange Commission on December 20, 2011

Registration No. 333-168843

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER THE SECURITIES ACT OF 1933**

**FAIRFAX FINANCIAL HOLDINGS LIMITED**

(Exact name of registrant as specified in its charter)

**Canada**  
(State or other jurisdiction of

**Not Applicable**  
(I.R.S. Employer

incorporation or organization)

95 Wellington Street West

Identification No.)

Suite 800

Toronto, Ontario

Canada M5J 2N7

(Address of Principal Executive Offices, including zip code)

## ZENITH 401(k) PLAN

(Full title of the plan)

CT Corporation System

111 Eighth Avenue, 13<sup>th</sup> Floor

New York, New York 10011

(212) 894-8700

(Name, address, and telephone number of agent for service)

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 the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

**DEREGISTRATION OF COMMON STOCK**

Fairfax Financial Holdings Limited (the Registrant ) is hereby filing this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 filed on August 13, 2010 (File No. 333-168843) (the Registration Statement ) to deregister certain shares of the Registrant s common stock that were registered with respect to the Zenith 401(k) Plan (formerly known as the Zenith National Insurance Corp. 401(k) Plan) (the Plan ).

The Registration Statement registered a total of 40,000 shares issuable pursuant to the Plan.

The Registration Statement is hereby amended to deregister the remaining unissued shares under the Plan.

**PART II**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended (the Securities Act ), the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 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 December 20, 2011.

FAIRFAX FINANCIAL HOLDINGS LIMITED

By: /s/ Eric P. Salsberg  
Name: Eric P. Salsberg

Title: Vice President

**POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by or on behalf of the following persons in the following capacities and on December 20, 2011:

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

\*By: /s/ Eric P. Salsberg

Eric P. Salsberg, Attorney-in-Fact

**PLAN ADMINISTRATOR**

Pursuant to the requirements of the Securities Act, the Zenith 401(k) Plan 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 Woodland Hills, State of California, on this 20th day of December, 2011.

ZENITH 401(K) PLAN

By /s/ Michael E. Jansen

Name: Michael E. Jansen

Title: Member of 401(k) Plan Administrative  
Committee

**AUTHORIZED REPRESENTATIVE**

Pursuant to the requirements of the Securities Act, 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 December 20, 2011.

FAIRFAX (US) INC.

By /s/ Eric P. Salsberg  
Name: Eric P. Salsberg  
Title: Vice President