

FAIRFAX FINANCIAL HOLDINGS LTD/ CAN

Form S-8 POS

December 17, 2004

As filed with the Securities and Exchange Commission on December 17, 2004

Registration No. 333-10548

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 incorporation or organization)

NOT APPLICABLE
(I.R.S. Employer
Identification No.)

95 Wellington Street West
Suite 800
Toronto, Ontario
CANADA M5J 2N7
(Address of principal executive offices, including zip code)

THE INDIVIDUAL RETIREMENT PLAN OF
UNITED STATES FIRE INSURANCE COMPANY
(Full title of the plan)

CT Corporation System
111 Eighth Avenue, 13th Floor
New York, New York 10011
(212) 894-8700
(Name, address, and telephone number of agent for service)

EXPLANATORY STATEMENT

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8, Registration No. 333-10548 (the Registration Statement), is being filed to deregister certain subordinate voting shares (the Subordinate Voting Shares) of Fairfax Financial Holdings Limited (the Company) that were registered for issuance pursuant to The Individual Retirement Plan of United States Fire Insurance Company (the Plan). The Registration Statement registered 50,000 Subordinate Voting Shares issuable under the Plan and an indeterminate number of interests in the Plan. An aggregate of 5,845 Subordinate Voting Shares registered under the Registration Statement have been issued to participants. The Registration Statement is hereby amended to deregister the remaining 44,155 unissued Subordinate Voting Shares and an indeterminate number of interests in the Plan.

PART II

SIGNATURES

The Registrant. Pursuant to the requirements of 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toronto, Province of Ontario, Canada, on the 6th day of December, 2004.

FAIRFAX FINANCIAL HOLDINGS LIMITED

By: /s/ Eric P. Salsberg

Name: Eric P. Salsberg

Title: Vice President, Corporate Affairs

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act, this post-effective Amendment No. 1 has been signed by the following persons in the capacities indicated on December 6, 2004.

| Signature | Title |
|--|---|
| * | Chairman, Chief Executive Officer and Director |
| V. Prem Watsa | (Principal Executive Officer) |
| * | Chief Financial Officer and Vice President (Principal Financial Officer) |
| Trevor Ambridge /s/ M. Jane Williamson | Vice President (Principal Accounting Officer) |
| M. Jane Williamson | Director |
| Frank B. Bennett /s/ Anthony F. Griffiths | Director |
| Anthony F. Griffiths * | Director |
| Robbert Hartog | Director |
| Brandon W. Sweitzer | |
| *By: /s/ Eric P. Salsberg | _____ |
| Eric P. Salsberg Attorney-in-fact | |

The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer The Individual Retirement Plan of United States Fire Insurance Company) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Morristown, State of New Jersey, on the 15th day of December, 2004.

THE INDIVIDUAL RETIREMENT PLAN OF
UNITED STATES FIRE INSURANCE
COMPANY

By: /s/ Mary Jane Robertson
Name: Mary Jane Robertson
Title: Chairman of Administrative
Committee

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, 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 the 6th day of December, 2004.

FAIRFAX INC.

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

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|--|
| *4.1 | Certificate of Incorporation of Fairfax Financial Holdings Limited (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-8, filed with the Commission on November 10, 1997, File No. 333-7924). |
| *4.2 | By-law No. 16 of Fairfax Financial Holdings Limited adopted by the Board of Directors on March 28, 1991 and confirmed by the shareholders on May 8, 1991 (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-8, filed with the Commission on November 10, 1997, File No. 333-7924). |
| *24 | Power of Attorney |

*Previously filed