

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

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**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, 13<sup>th</sup> Floor**  
**New York, New York 10011**  
**(212) 894-8700**  
(Name, address, and telephone number of agent for service)

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### **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.

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**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 6<sup>th</sup> day of December, 2004.

FAIRFAX FINANCIAL HOLDINGS LIMITED

By: /s/ Eric P. Salsberg

Name: Eric P. Salsberg

Title: Vice President, Corporate Affairs

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**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.

<b>Signature</b>	<b>Title</b>
*	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 15<sup>th</sup> 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

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**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 6<sup>th</sup> day of December, 2004.

FAIRFAX INC.

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

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
*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