

Tyco Electronics Ltd.
Form S-4/A
April 29, 2009

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

[Table of Contents](#)

As filed with the Securities and Exchange Commission on April 29, 2009

Registration No. 333-156927

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 4

TO

FORM S-4

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TYCO ELECTRONICS LTD.

(Exact name of registrant as specified in its charter)

Bermuda* (State or other jurisdiction of incorporation or organization)	3679 (Primary Standard Industrial Classification Code Number)	98-518048 (I.R.S. Employer Identification Number)
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)

Edgar Filing: Tyco Electronics Ltd. - Form S-4/A

With copies to:

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

**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)

*

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.

Edgar Filing: Tyco Electronics Ltd. - Form S-4/A

Table of Contents

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 APRIL 29, 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 June 22, 2009, at 2:30 p.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, a distribution to shareholders 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.

Table of Contents

TYCO ELECTRONICS LTD.

**NOTICE OF SPECIAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD JUNE 22, 2009**

NOTICE IS HEREBY GIVEN that a Special General Meeting of Shareholders of Tyco Electronics Ltd. will be held on June 22, 2009, at 2:30 p.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 Code of 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

Edgar Filing: Tyco Electronics Ltd. - Form S-4/A

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

Edgar Filing: Tyco Electronics Ltd. - Form S-4/A

Table of Contents

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.

TABLE OF CONTENTS

<u>QUESTIONS AND ANSWERS ABOUT THIS PROXY STATEMENT/PROSPECTUS AND VOTING AT THE SPECIAL GENERAL MEETING</u>	1
<u>FORWARD-LOOKING STATEMENTS</u>	8
<u>QUESTIONS AND ANSWERS ABOUT THE PROPOSALS TO BE PRESENTED AT THE SPECIAL GENERAL MEETING</u>	10
<u>SUMMARY</u>	18
<u>RISK FACTORS</u>	25
<u>THE SPECIAL GENERAL MEETING</u>	29
<u>THE SWISS CONTINUATION AND RELATED PROPOSALS</u>	32
<u>PROPOSAL NO. 1 APPROVAL OF THE SWISS CONTINUATION</u>	41
<u>PROPOSAL NO. 2 APPROVAL OF BYE-LAW AMENDMENT TO ELIMINATE CERTAIN SUPERMAJORITY VOTE REQUIREMENTS</u>	42
<u>PROPOSAL NO. 3 APPROVAL OF AN INCREASE IN OUR REGISTERED SHARE CAPITAL</u>	44
<u>PROPOSAL NO. 4 APPROVAL OF A DISTRIBUTION TO SHAREHOLDERS IN THE FORM OF A CAPITAL REDUCTION</u>	47
<u>PROPOSAL NO. 5 CONFIRMATION OF SWISS LAW AS OUR AUTHORITATIVE GOVERNING LEGISLATION</u>	49
<u>PROPOSAL NO. 6 APPROVAL OF OUR NAME</u>	50
<u>PROPOSAL NO. 7 CHANGE OF OUR CORPORATE PURPOSE</u>	51
<u>PROPOSAL NO. 8 APPROVAL OF OUR SWISS ARTICLES OF ASSOCIATION</u>	52
<u>PROPOSAL NO. 9 APPROVAL OF SCHAFFHAUSEN, SWITZERLAND AS OUR PRINCIPAL PLACE OF BUSINESS</u>	53
<u>PROPOSAL NO. 10 APPOINTMENT OF PRICEWATERHOUSECOOPERS AG, ZÜRICH AS OUR SPECIAL AUDITOR</u>	54
<u>PROPOSAL NO. 11 APPOINTMENT OF OUR SWISS REGISTERED AUDITOR</u>	55
<u>PROPOSAL NO. 12 APPROVAL OF ADDITIONAL PROVISIONS OF THE PROPOSED SWISS ARTICLES LIMITING THE REGISTRATION AND VOTING OF SHARES</u>	57
<u>PROPOSAL NO. 13 APPROVAL OF ADDITIONAL PROVISIONS OF THE PROPOSED SWISS ARTICLES TO REQUIRE A SUPERMAJORITY VOTE TO AMEND THE PROVISIONS DESCRIBED IN PROPOSAL NO. 12 AND CERTAIN OTHER PROVISIONS</u>	60
<u>PROPOSAL NO. 14 ADJOURNMENT AND POSTPONEMENT OF THE SPECIAL GENERAL MEETING</u>	62
<u>DESCRIPTION OF OUR SHARE CAPITAL AFTER THE SWISS CONTINUATION</u>	63
<u>COMPARISON OF SHAREHOLDER RIGHTS BEFORE AND AFTER THE SWISS CONTINUATION</u>	74
<u>EFFECTS OF THE SWISS CONTINUATION</u>	90
<u>MATERIAL TAX CONSIDERATIONS</u>	91
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	102
<u>MARKET PRICE AND DIVIDEND INFORMATION</u>	104
<u>FUTURE SHAREHOLDER PROPOSALS</u>	105
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	106
<u>LEGAL MATTERS</u>	106
<u>EXPERTS</u>	106
<u>INCORPORATION BY REFERENCE</u>	107

Table of Contents

QUESTIONS AND ANSWERS ABOUT THIS PROXY STATEMENT/PROSPECTUS AND VOTING AT THE SPECIAL GENERAL MEETING

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 June 22, 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.

Table of Contents

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 458,020,148 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").

2 2009 Special General Meeting Proxy Statement/Prospectus

Table of Contents

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.

Table of Contents

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 1:00 p.m., Atlantic Time and the Special General Meeting will begin at 2:30 p.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.

Table of Contents

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 June 22, 2009.

Our proxy statement/prospectus for the Special General Meeting to be held on June 22, 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 "Where and by when should I return my 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.

Table of Contents

<i>What constitutes a quorum?</i>	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.
<i>What vote is required in order to approve each proposal (assuming the presence of a quorum)?</i>	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).
<i>How will voting on any other business be conducted?</i>	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.
<i>Who will count the votes?</i>	Mellon Investor Services LLC will act as the inspector of election and will tabulate the votes.
<i>Are separate meetings of shareholders taking place on June 22, 2009?</i>	Yes. Our Annual General Meeting of Shareholders will take place on June 22, 2009, starting at 2:00 p.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 2:30 p.m., Atlantic Time, or as soon as practicable thereafter following the conclusion of our Annual General Meeting of Shareholders.
<i>Why is there a separate meeting to consider these proposals?</i>	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.
<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>	Yes. You will receive 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.

Table of Contents

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? 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.

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.

Where and by when should I return my proxy card?

Shareholders who are holders of record 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 Friday,
June 19, 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 Friday,
June 19, 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 Friday,
June 19, 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.

Whom may I contact for assistance?

You should contact the following:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, New York 10022
Shareholders call toll free 877-750-9497 (U.S. and Canada) or collect +1-412-232-3651 (international)
Banks and brokerage firms call collect 212-750-5834

Table of Contents

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;

The risk of future goodwill impairment;

Competition and pricing pressure;

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

Consolidation and financial condition 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;

Edgar Filing: Tyco Electronics Ltd. - Form S-4/A

Our ability to attract and retain highly qualified personnel;

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;

Edgar Filing: Tyco Electronics Ltd. - Form S-4/A

Table of Contents

Risks of litigation;

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 various U.S. and non-U.S. legislative proposals and other initiatives that, if adopted, could materially increase our worldwide corporate effective tax rate and negatively impact our U.S. government contracts business;

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

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

The risk that the sale of our Wireless Systems business will not be completed.

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.

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE PROPOSALS TO BE PRESENTED AT THE SPECIAL GENERAL MEETING

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, approve a distribution to shareholders 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 corporate effective tax rate and our government contracts business.

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

Edgar Filing: Tyco Electronics Ltd. - Form S-4/A

Table of Contents

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.

Edgar Filing: Tyco Electronics Ltd. - Form S-4/A

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.

Edgar Filing: Tyco Electronics Ltd. - Form S-4/A

Table of Contents

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 Companies Act 1981 of Bermuda, as amended (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

increase in registered share capital is

Edgar Filing: Tyco Electronics Ltd. - Form S-4/A

Table of Contents

generally subject to Swiss federal, cantonal and communal income taxation at the time of the 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 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\$ 9.3 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."

Table of Contents

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 (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 described in "Proposal No 3 Approval of an Increase in Our Registered Share Capital" by capitalizing a portion of contributed surplus, with the following further adjustments (as if the Swiss Continuation occurred on December 26, 2008), 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 estimated 10.0 million shares held in treasury), (iii) an exchange rate of 1.1713 Swiss francs per US dollar (a rate in effect on March 5, 2009), (iv) an opening Swiss statutory balance sheet based upon the non-U.S. GAAP adjustments described above, and (v) our December 26, 2008 unconsolidated balance sheet, we anticipate that we will have registered share capital and contributed surplus (as determined for Swiss tax purposes) of approximately US\$ 10.4 billion and therefore that we will be able to make any future distributions to shareholders through reductions in registered share capital and from contributed surplus at no less than an annualized rate of US\$ 0.64 per share free from Swiss withholding tax for a period of at least 25 years following the completion of the Swiss Continuation. For additional information concerning these procedures and estimates, see " How will contributed surplus for Swiss purposes be determined?"

Distributions that are not made in the form of a reduction of registered share capital or, after January 1, 2011, that are not made out of contributed surplus or registered share capital, as explained above, will be subject to a Swiss withholding tax of 35%, regardless of the place of residency of the shareholder. If we were to make a distribution that is not a reduction of share capital or a distribution of contributed surplus on or after January 1, 2011, we would be required to withhold at the 35% rate (or lower applicable treaty rate) and remit the amounts withheld to the Swiss federal tax authorities. Distributions to shareholders would be net of the withheld amount.

Q:

What is contributed surplus?

A:

Under Swiss statutory reporting requirements, contributed surplus per share represents the amount by which the issue price of a share exceeds its par value. Contributed surplus, subject to the restrictions described under "Description of Our Share Capital After the Swiss Continuation Dividends and Distributions" and " Repurchases of Registered Shares," may be returned to shareholders, including through cash distributions and share repurchases. Our contributed surplus for Swiss statutory reporting and Swiss tax purposes will not be the same as our contributed surplus as reflected on our consolidated and consolidating financial statements prepared in accordance with U.S. GAAP.

Edgar Filing: Tyco Electronics Ltd. - Form S-4/A

Table of Contents

Q: *How will contributed surplus for Swiss purposes be determined?*

A: Contributed surplus (as determined for Swiss tax and statutory reporting purposes) on our opening balance sheet in Switzerland will be derived from Tyco Electronics Ltd.'s unconsolidated balance sheet and will include both U.S. GAAP and non-U.S. GAAP based adjustments. The U.S. GAAP based adjustments are related to capital transactions. The effect of these adjustments is set forth in the following condensed unaudited unconsolidated statement of shareholders' equity, prepared in accordance with U.S. GAAP, as if the Swiss Continuation had occurred on December 26, 2008, as follows:

an approximately 1-for-12 reverse share split;

the issuance of approximately 11 fully paid-up bonus shares per issued share at the new par value of US\$ 2.40; and

the cancellation of 32,262,226 common shares held in treasury at cost.

	December 26, 2008	Adjustments		As Adjusted (in US\$)	As Adjusted (translated to CHF)(3)
	\$	(1)	(2)	\$	CHF
	(in millions, except share data)				
Shareholders' equity:					
Preferred shares, \$0.20 par value, 125,000,000 and 0 shares authorized at December 26, 2008 and as adjusted, respectively; none outstanding	\$	\$	\$	N/A	N/A
Common shares, \$0.20 par value at December 26, 2008, \$2.40 par value as adjusted; 1,000,000,000 and 525,000,000 shares authorized at December 26, 2008 and as adjusted, respectively; 500,264,457 and 468,002,231 shares issued at December 26, 2008 and as adjusted, respectively	100	1,101	(77)	1,124	1,316
Contributed surplus	11,661	(1,101)	(942)	9,618	11,266
Accumulated earnings(4)	216			216	253
Treasury stock, at cost, 42,262,226 and 10,000,000 shares at December 26, 2008 and as adjusted, respectively	(1,390)		1,019	(371)	(435)
Accumulated other comprehensive loss	(78)			(78)	(91)
Total Shareholders' Equity(4)	\$ 10,509	\$	\$	\$ 10,509	CHF 12,309

(1) Adjustment reflects issuance of 458,575,752 common shares, par value US\$ 2.40.

(2) Adjustment reflects the cancellation of 32,262,226 common shares held in treasury at cost. As a result of the cancellation, 10,000,000 common shares will remain in treasury.

(3) Based on an exchange rate of 1.1713 Swiss francs per US dollar (a rate in effect on March 5, 2009, as reported by Bloomberg). An exchange rate in effect on April 27, 2009 as reported by Bloomberg was 1.1559 Swiss francs per US dollar.

Edgar Filing: Tyco Electronics Ltd. - Form S-4/A

(4)

Subsequent to December 26, 2008, we recorded a goodwill impairment charge of US\$ 3.5 billion. This charge will result in a corresponding reduction to accumulated earnings, and therefore to total shareholders' equity, but will not affect registered share capital or contributed surplus.

Financial statements prepared in accordance with U.S. GAAP subsequent to the Swiss Continuation will reflect the above adjustments.

Further, as part of the Swiss Continuation and in accordance with the Bermuda Companies Act and our Bye-laws, our board of directors will designate all amounts of contributed surplus as freely distributable reserves for Swiss corporate law purposes and require the preparation of a special non-U.S. GAAP unconsolidated balance sheet for Tyco Electronics Ltd. This special balance sheet will be used to establish the opening balance sheet for Swiss statutory and tax reporting

Edgar Filing: Tyco Electronics Ltd. - Form S-4/A

Table of Contents

requirements and as such will include certain non-U.S. GAAP adjustments. These adjustments will be appropriate for Swiss statutory and tax requirements; however, they will not be necessary or in accordance with U.S. GAAP. The adjustments are set forth below as if the Swiss Continuation occurred on December 26, 2008 and are as follows:

reallocating a portion of contributed surplus as contained in the special balance sheet to fully pay-up bonus shares to be issued;

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 in the amount of approximately US\$ 1.8 billion; and

establishing a freely distributable reserves account of approximately US\$ 9.3 billion (which will be treated as contributed surplus for Swiss tax purposes).

It is important to note that this unconsolidated and unaudited special balance sheet will include adjustments for Swiss tax and statutory reporting purposes and will not follow U.S. GAAP, and that the special balance sheet will be stated in Swiss francs. This special balance sheet will not replace our U.S. GAAP consolidated or consolidating balance sheets. The preceding non-U.S. GAAP adjustments will have no effect on U.S. GAAP shareholders' equity or U.S. GAAP financial statements. The adjustments to the unconsolidated balance sheet above assume that the number of outstanding shares (excluding treasury shares) is the same before and after the Swiss Continuation, that after cancelling approximately 32.3 million treasury shares we retain an estimated 10.0 million shares in treasury, and that the US dollar/Swiss franc exchange rate is \$1:1.1713 (a rate in effect on March 5, 2009).

Q:

When will the Swiss Continuation be completed?

A:

Assuming the Swiss Continuation Proposal, the Supermajority Elimination Proposal and the Swiss Organizational Proposals are approved by the requisite shareholder votes, we expect to complete the Swiss Continuation as soon as practicable following the Special General Meeting. We currently expect to complete the Swiss Continuation before the end of June 2009. The Swiss Continuation may be abandoned or delayed for any reason by our board of directors at any time prior to the Swiss Continuation becoming effective, even though the requisite proposals may have been approved by our shareholders and all conditions to the Swiss Continuation may have been satisfied.

Q:

What will I receive for my shares?

A:

You will continue to hold the same number of shares, with an increased par value, representing the same relative economic interest in Tyco Electronics after the Swiss Continuation. The shares will be registered under the U.S. Securities Act of 1933 in connection with the Swiss Continuation.

Q:

Do I have to take any action if I hold shares held in certificated form?

Edgar Filing: Tyco Electronics Ltd. - Form S-4/A

A:

Yes. If any of your shares are held in certificated form, you will receive a transmittal letter from our transfer agent as soon as practicable after the effective date of the Swiss Continuation. The letter of transmittal will contain instructions on how to surrender certificates representing your shares to the transfer agent. Upon receipt of your share certificate, you will be issued the

16 2009 Special General Meeting Proxy Statement/Prospectus

Edgar Filing: Tyco Electronics Ltd. - Form S-4/A

Table of Contents

appropriate number of shares electronically in book-entry form or, if you so choose, in certificated form.

Q:

Do I have to take any action if I hold my shares in book-entry form?

A:

No. If you hold registered shares in book-entry form, there is no need for any action on your part.

Q:

Can I trade shares between the date of this proxy statement/prospectus and the effective time of the Swiss Continuation?

A:

Yes. Our shares will continue to trade during this period.

Q:

After the Swiss Continuation, will the shares still be listed on the New York Stock Exchange?

A:

Yes. We will submit an application so that immediately following the Swiss Continuation our shares will continue to be listed on the New York Stock Exchange under the symbol "TEL", the same symbol under which our shares currently are listed.

Q:

What shareholder vote is required to approve each of the proposals?

A:

The approval of a majority of the shares present and voting at the meeting, whether in person or by proxy, is required to approve the Swiss Continuation Proposal, the Swiss Organizational Proposals and the Additional Article Proposals as well as any adjournment or postponement of the Special General Meeting. The approval of 80% of the outstanding shares entitled to vote at the meeting is required to approve the Supermajority Elimination Proposal. 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. Please see "The Special General Meeting Record Date; Voting Rights; Required Vote."

Q:

What vote does the board of directors recommend?

A:

The board of directors unanimously recommends that shareholders vote "FOR" all of the proposals.

Q:

What should I do now to vote?

A:

The meeting will take place on June 22, 2009. After carefully reading and considering the information contained in this proxy statement/prospectus and the documents incorporated by reference, please indicate on the enclosed proxy card how you want to vote. Submit your proxy by following the instructions on the enclosed proxy card as soon as possible so that your shares may be represented at the meeting.

Q:

Whom should I call if I have questions about the Special General Meeting or the Swiss Continuation?

A:

You should contact the following:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, New York 10022
Shareholders call toll free 877-750-9497 (U.S. and Canada) or collect +1-412-232-3651 (international)

Edgar Filing: Tyco Electronics Ltd. - Form S-4/A

Banks and brokerage firms call collect 212-750-5834

Table of Contents

SUMMARY

This summary highlights selected information from this proxy statement/prospectus. It does not contain all of the information that is important to you. For more complete information concerning the Swiss Continuation Proposal, the Supermajority Elimination Proposal, the Swiss Organizational Proposals and the Additional Article Proposals, you should read carefully the entire proxy statement/prospectus, including the Proposed Swiss Articles and proposed organizational regulations (the "Proposed Organizational Regulations"), attached as Annex A and Annex B, respectively, which will govern us after the completion of the Swiss Continuation. We encourage you to read those documents. Unless otherwise indicated, currency amounts in this proxy statement/prospectus are stated in United States dollars.

Tyco Electronics Ltd.

Tyco Electronics Ltd. is a Bermuda exempted company. Our registered and principal office is located at 96 Pitts Bay Road, Second Floor, Pembroke HM 08, Bermuda. Our telephone number at that address is (441) 294-0607. Our management office in the United States is located at 1050 Westlakes Drive, Berwyn, Pennsylvania 19312. Our telephone number at that address is (610) 893-9560. Our proposed new registered and principal office is located at Rheinstrasse 20, CH-8200 Schaffhausen, Switzerland.

The Swiss Continuation (see page 32 for more information)

At the 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, a distribution to shareholders and a number of organizational matters. We will also ask you to approve the elimination of certain supermajority vote requirements in our Bye-laws. We have summarized these proposals below.

First, we will ask you to approve the Swiss Continuation.

Second, we will ask you 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. The Swiss Continuation is conditioned, among other things, on approval of this proposal. However, if approved, this Bye-law amendment will be effective whether or not the other proposals are approved or the Swiss Continuation takes place.

Third, we will ask you to approve a resolution that will have the effect of increasing our registered share capital so that 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, together with a related Bye-law amendment. We will then ask you to approve, among other things, 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., the record date) upon effectiveness of the capital reduction, which is expected to be in the quarterly period ending September 25, 2009.

Fourth, Swiss law requires that a number of matters that will take effect upon the Swiss Continuation be specifically approved by shareholders, including the fact that we will be governed by Swiss law, our name, our corporate purpose, our Proposed Swiss Articles and the fact that our principal place of business will be in Schaffhausen, Switzerland. (In accordance with the requirements of the U.S. Securities and Exchange Commission (the "SEC"), we will also ask you to vote separately on certain additional provisions of the Proposed Swiss Articles.) In addition, we will ask you to approve the appointment of a special auditor, which is needed in connection with a report to be issued related to the Swiss Continuation referred to as the "relocation report," reports to be issued in connection with reductions in registered share capital, and reports to be issued in connection with future increases of

Edgar Filing: Tyco Electronics Ltd. - Form S-4/A

Table of Contents

share capital, if any, and to appoint Deloitte AG, in Zürich, the Swiss affiliate of our current auditors, as our Swiss registered auditor.

We anticipate that the Swiss Continuation will become effective as soon as practicable following approval of the shareholders, the filing of our notice of discontinuance with the Bermuda registrar of companies and the filing of our Proposed Swiss Articles with the Commercial Register in the Canton of Schaffhausen, Switzerland.

As of April 6, 2009, the record date for the Special General Meeting, there were 458,020,148 shares outstanding.

Reasons for the Swiss Continuation (see page 33 for more information)

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 corporate effective tax rate and our government contracts business.

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

In 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.

Edgar Filing: Tyco Electronics Ltd. - Form S-4/A

Table of Contents

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 S&P 500 stock index 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.

Distributions to shareholders may be subject to Swiss withholding tax if we are unable to make any future 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.

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.

Effects of the Swiss Continuation (see pages 32 and 90 for more information)

After the Swiss Continuation, we will remain in existence as the same corporation, but with our place of incorporation in Switzerland rather than Bermuda. The Swiss Continuation will not change the number of shares you hold or your relative economic interest in Tyco Electronics.

Moreover, Tyco

20 2009 Special General Meeting Proxy Statement/Prospectus

Table of Contents

Electronics will conduct the same businesses and own the same businesses and assets as it did when incorporated in Bermuda.

Upon completion of the Swiss Continuation, we will continue to be responsible for our existing obligation to deliver shares in connection with awards granted under our incentive plans or other outstanding rights. Immediately after the Swiss Continuation, we will have issued and outstanding the same number of shares as we had issued and outstanding immediately before the completion of the Swiss Continuation (disregarding treasury shares, a portion of which we expect to cancel in connection with the increase in our registered share capital). For a discussion of the reasons for the increase in registered share capital and how the par value of our shares upon completion of the Swiss Continuation will be calculated, see "The Swiss Continuation and Related Proposals."

Upon completion of the Swiss Continuation, we will remain subject to the SEC 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 consolidated and consolidating financial results in US dollars and under U.S. GAAP.

Rights of Shareholders (see pages 63 and 74 for more information)

The completion of the Swiss Continuation will change the governing law that applies to us and our shareholders from Bermuda law to Swiss law. Many of the principal attributes of our shares will be similar. There will be, however, differences between your rights under Swiss law and under Bermuda law, and there will be differences between our current memorandum of association and Bye-laws and the Proposed Swiss Articles and Proposed Organizational Regulations, that will apply to us after we continue as a Swiss corporation. We discuss these differences in detail under "Description of Our Share Capital After the Swiss Continuation" and "Comparison of Shareholder Rights Before and After the Swiss Continuation." Copies of our Proposed Swiss Articles and Proposed Organizational Regulations are attached as Annex A and Annex B, respectively, to this proxy statement/prospectus.

Tax Considerations (see page 91 for more information)

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 increase in registered share capital is generally subject to Swiss federal, cantonal and communal income taxation at the time of the increase, although some Swiss cantons postpone the payment of this tax until the repayment of the increased share capital. 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. Determining the actual tax consequences to you of the Swiss Continuation and increase in registered share capital 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.

Stock Exchange Listing (see pages 40 and 73 for more information)

We will submit an application so that our shares will continue to be listed on the New York Stock Exchange under the symbol "TEL", the same symbol under which our shares currently are listed. After the Swiss Continuation, our shares will no longer be listed on the Bermuda Stock Exchange.

Market Price and Dividend Information (see page 104 for more information)

On January 13, 2009, the last trading day before the public announcement of the Swiss Continuation, the closing price of our shares on the New York Stock Exchange was US\$ 16.02 per

Table of Contents

share. On April 27, 2009, the most recent practicable date before the date of this proxy statement/prospectus, the closing price of our shares was US\$ 16.78 per share.

No Appraisal Rights (see page 39 for more information)

Under Bermuda law, our shareholders do not have any right to an appraisal of the value of their shares or payment for them in connection with the Swiss Continuation or increase in registered share capital.

Accounting Treatment of the Swiss Continuation and Increase in Registered Share Capital (see page 40 for more information)

Under U.S. GAAP the assets and liabilities on our U.S. GAAP financial statements after the Swiss Continuation and increase in registered share capital will be the same amounts as they were before the Swiss Continuation and increase in registered share capital. However, our par value per common share will increase and our contributed surplus will decrease.

Special General Meeting (see page 29 for more information)

Time, Place, Date and Purpose

The Special General Meeting will be held on June 22, 2009 at 2:30 p.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. At the Special General Meeting, the board of directors will ask the shareholders:

To consider and approve a resolution to approve our discontinuance from Bermuda as provided in Section 132G of the Bermuda Companies Act and our continuance in Switzerland according to article 161 of the Swiss Federal Code on International Private Law and under articles 620 et seq. of the Swiss Code of Obligations (the "Swiss Code").

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.

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.)

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.

In connection with the Swiss Continuation, to confirm Swiss law as our authoritative governing legislation.

In connection with the Swiss Continuation, to approve our corporate name as Tyco Electronics Ltd.

In connection with the Swiss Continuation, to change our corporate purpose.

Edgar Filing: Tyco Electronics Ltd. - Form S-4/A

In connection with the Swiss Continuation, to approve our Swiss articles of association.

Table of Contents

In connection with the Swiss Continuation, to confirm our principal place of business as Schaffhausen, Switzerland.

In connection with the Swiss Continuation, to appoint PricewaterhouseCoopers AG, Zürich as special auditor until our next annual general meeting.

In connection with the Swiss Continuation, to appoint Deloitte AG as our Swiss registered auditor until our next annual general meeting.

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.

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 immediately above and certain other provisions of our Swiss articles of association.

To approve any adjournments or postponements of the meeting.

To consider any other matters that properly come before the meeting.

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 upon approval of the other proposals, and the Swiss Continuation is *not* conditioned upon approval of the Additional Article Proposals.

Record Date

Only holders of record of our shares on April 6, 2009 are entitled to notice of and to vote at the Special General Meeting or any adjournment or postponement of the Special General Meeting.

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.

Recommendation of the Board of Directors

The board of directors unanimously recommends that our shareholders vote "**FOR**" all of the proposals.

Required Vote (see pages 30 and 39 for more information)

Each of the Swiss Continuation Proposal, the Swiss Organizational Proposals and the Additional Article Proposals requires the approval of a majority of the shares present and voting on the proposals at the Special General Meeting, whether in person or by proxy. The same vote is required to approve any adjournments or postponements of the meeting. The Supermajority Elimination Proposal requires the approval of 80% of the outstanding shares entitled to vote at the meeting. 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 upon approval of the other proposals, and the Swiss Continuation is *not* conditioned upon approval of the Additional Article Proposals.

Table of Contents

Proxies (see page 30 for more information)

General

A proxy card is being sent to each shareholder of record as of the record date. If you properly received a proxy card, you may grant a proxy to vote on the proposals by appropriately marking your proxy card, executing it in the space provided, dating it and returning it to us. 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. If you timely have submitted a properly executed proxy card or provided your voting instructions by telephone or on the Internet and clearly indicated your votes, your shares will be voted as indicated.

Revocation

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 "Questions and Answers About this Proxy Statement/Prospectus and Voting at the Special General Meeting Where and by when should I return my 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.

Your attendance alone, however, will not revoke your proxy.

Table of Contents

RISK FACTORS

Before you decide how to vote on the Swiss Continuation Proposal, the Supermajority Elimination Proposal, the Swiss Organizational Proposals and the Additional Article Proposals, you should consider carefully the following risk factors, in addition to the other information contained in this proxy statement/prospectus and the documents incorporated by reference, including our Annual Report on Form 10-K/A for the year ended September 26, 2008 and our Quarterly Report on Form 10-Q for the quarterly period ended December 26, 2008 (each of which contains a discussion of risk factors), and subsequent filings with the SEC.

Following the Swiss Continuation, it is likely that we will be removed from the S&P 500 stock index and other indices, which we expect could have an adverse impact on our share price.

Our shares currently are a component of the S&P 500 and other indices. Based on current Standard & Poor's ("S&P") guidelines, we believe it is likely that S&P would remove our shares as a component of the S&P 500 upon the Swiss Continuation. Although we are uncertain as to when S&P would take this action, we do not believe that it would be effective until after the Special General Meeting. S&P has removed the shares of other companies that recently changed their places of incorporation to Switzerland. Similar issues could arise with respect to whether our shares will continue to be included as a component in other indices or funds that may impose a variety of qualifications that could be affected by the Swiss Continuation. If our shares are removed as a component of the S&P 500 or other indices or no longer meet the qualifications of such funds, institutional investors that are required to track the performance of the S&P 500 or such other indices or the funds that impose those qualifications may be required to sell the Tyco Electronics shares they own, which we expect could adversely affect the price of our shares. Any such adverse impact on the price of our shares could be magnified by the current heightened volatility in the financial markets.

Certain of your rights as a shareholder will change as a result of the Swiss Continuation.

Because of differences between Swiss law and Bermuda law and differences between the governing documents of Swiss and Bermuda companies, your rights as a shareholder will change if the Swiss Continuation is completed. For a description of these differences, see "Description of Our Share Capital After the Swiss Continuation" and "Comparison of Shareholder Rights Before and After the Swiss Continuation." These differences could cause our shares to be less attractive to you and other shareholders.

As a result of increased shareholder approval requirements, we may have less flexibility as a Swiss corporation than as a Bermuda company with respect to certain aspects of capital management.

Under Bermuda law, our directors may issue, without further shareholder approval, any shares authorized in our memorandum of association that are not already issued or reserved. Bermuda law also provides substantial flexibility in establishing the terms of preferred shares. In addition, our board of directors currently has the right, subject to statutory limitations, to declare and pay dividends on our shares without a shareholder vote. Swiss law allows our shareholders to create authorized share capital that can be issued by the board of directors, which we intend to do through shareholder approval of the Proposed Swiss Articles, but this authorization will be limited to (i) authorized share capital up to 50% of the existing registered share capital with such authorization to be valid for a maximum of two years and (ii) conditional share capital of up to 50% of the existing registered share capital that may be issued only for specific purposes. Additionally, subject to specified exceptions, Swiss law grants preemptive and advance subscription rights to existing shareholders to subscribe for new issuances of shares. These exceptions are discussed under "Description of Our Share Capital After the Swiss Continuation Preemptive Rights and Advance Subscription Rights." Swiss law also does not provide as much flexibility in the various terms that can attach to different classes of shares. Swiss law also

Table of Contents

reserves for approval by shareholders many corporate actions over which our board of directors currently has authority, including the declaration of distributions to shareholders. We cannot assure you that situations will not arise where such flexibility (under Bermuda law) would have provided substantial benefits to our shareholders.

As a result of the increase in par value of our shares, we may have less flexibility with respect to certain aspects of capital management.

In connection with the Swiss Continuation, we will increase the par value of our shares to US\$ 2.40 and express the par value in Swiss francs. Currently the par value of our shares is US\$ 0.20. Based on a \$1:1.1713 US dollar/Swiss franc exchange rate (a rate in effect on March 5, 2009) and the number of issued and outstanding common shares as of December 26, 2008, the new par value of our shares would have been approximately CHF 2.81 (or US\$ 2.40). Under Swiss law, we generally may not issue registered shares for an amount below par value. As of March 5, 2009, the closing price of our common shares on the New York Stock Exchange was US\$ 7.99 (or approximately CHF 9.36, based on an exchange rate in effect on March 5, 2009). In the event there is a need to raise common equity capital at a time when the trading price of our registered shares is below the par value of our registered shares, we would need to obtain approval of our shareholders to decrease the par value of our registered shares. We cannot assure you that we would be able to obtain such shareholder approval. Obtaining shareholder approval also would require filing a preliminary proxy statement with the SEC and convening a meeting of shareholders which would delay any capital raising plans. If we were to receive shareholder approval to reduce the par value of our registered shares, the reduction would limit our ability to make distributions to shareholders as a reduction of registered share capital. As discussed below, distributions that are not made through a reduction of registered share capital (or, after January 1, 2011, out of registered share capital or contributed surplus) may be subject to Swiss withholding tax.

After the Swiss Continuation, we might not be able to make distributions or repurchase shares without subjecting you to Swiss withholding tax.

If we are not successful in our efforts to make any future distributions to shareholders through a reduction of registered share capital or, after January 1, 2011, out of registered share capital or contributed surplus (as determined for Swiss tax purposes), then any dividends that we may pay generally would be subject to a Swiss federal withholding tax at a rate of 35%. The withholding tax must be withheld from the gross distribution and paid to the Swiss Federal Tax Administration. Dividends paid on our shares currently are not subject to withholding tax in Bermuda. A U.S. holder that qualifies for benefits under the Convention between the United States of America and the Swiss Confederation for the Avoidance of Double Taxation with Respect to Taxes on Income, which we refer to as the "U.S.-Swiss Treaty," may apply for a refund of the tax withheld in excess of the 15% treaty rate (or for a full refund if the shareholder is a qualified pension fund). A Swiss tax resident holder may apply any tax withheld for a full credit against Swiss income tax upon proper declaration of the related income in such Swiss resident holder's personal Swiss income tax return. Distributions to our shareholders in the form of a reduction of registered share capital are not subject to Swiss withholding tax. There can be no assurance, however, that our shareholders would approve a reduction in our registered share capital, that we would be able to meet the other legal requirements for a reduction of registered share capital or that Swiss withholding rules would not be changed in the future. In addition, over the long term, the amount of registered share capital available for reductions will be limited.

Table of Contents

The Swiss Continuation might not provide greater certainty and predictability as to possible changes in tax law and other legislation.

The Swiss Continuation is expected to provide greater certainty and predictability in managing our worldwide corporate effective tax rate, but we cannot give any assurance as to whether the Swiss Continuation will have the expected effect or as to what our worldwide corporate effective tax rate will be after the Swiss Continuation. The tax laws (including tax treaties) of Switzerland, the United States and other jurisdictions could change, and those changes could cause a material change in our worldwide corporate effective tax rate. 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. We believe that, as a Swiss corporation, we are less likely to be subject to such legislation and other initiatives because, 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. However, we cannot predict the outcome of any specific legislation or initiative and we cannot assure you that any such legislation or initiative will not apply to us.

In addition, various U.S. federal and state legislative proposals have been introduced in recent years that may negatively impact the growth of our business by denying government contracts to U.S. companies that have moved their locations from the United States to low-tax jurisdictions such as Bermuda. We believe that we are less likely to be subject to such proposals as a Swiss corporation. However, we cannot predict the outcome of any specific legislative proposals and, therefore, we cannot assure you that any such legislative action will not apply to us following the Swiss Continuation.

There may be negative publicity regarding, and criticism of, our proposal to change our place of incorporation to Switzerland.

There continues to be negative publicity regarding, and criticism of, companies that conduct substantial business in the United States but are domiciled in low-tax jurisdictions such as Bermuda. We cannot assure you that there will not be similar criticism of our announcement of our proposal to change our place of incorporation to Switzerland.

The Swiss Continuation and increase in registered share capital could result in adverse tax consequences to you depending on your particular circumstances and jurisdiction of tax residence.

Although holders of our shares that are not resident in Switzerland generally 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, you may be subject to tax as a result of the Swiss Continuation or increase in registered share capital depending on your particular circumstances and the tax laws of any jurisdiction in which you are tax resident. In the case of individual holders that are Swiss tax residents, the increase in registered share capital is generally subject to Swiss federal, cantonal and communal income taxation at the time of the increase, although some Swiss cantons postpone the payment of this tax until the repayment of the increased share capital. Please refer to "Material Tax Considerations" for a general description of certain material U.S. federal income tax, Swiss tax and Bermuda tax considerations with respect to the Swiss Continuation and increase in registered share capital. We urge you to consult your tax advisor for a full understanding of the consequences of the Swiss Continuation and increase in registered share capital to you.

The Swiss Continuation could result in U.S. tax reporting requirements for certain U.S. holders.

If on the date of the Swiss Continuation you own 5% or more of our total outstanding shares, you may be required to make a filing with the U.S. Internal Revenue Service as a result of the Swiss

Table of Contents

Continuation. Failure to make this filing on a timely basis could result in your owing taxes because of the Swiss Continuation, even though you will not have received any cash as a result of the Swiss Continuation. For a more detailed description of the tax consequences associated with this transaction, please refer to "Material Tax Considerations."

We will be subject to various Swiss taxes as a result of the Swiss Continuation.

Although we do not expect Swiss taxes to adversely and materially affect our worldwide corporate effective tax rate, we will be subject to additional taxes in Switzerland as a result of the Swiss Continuation. A Swiss resident company is subject to income tax at federal, cantonal and communal levels on its worldwide income. At the Swiss federal level, qualifying net dividend income and net capital gains on the sale of qualifying investments in subsidiaries are exempt from Swiss federal income tax, which in most cases effectively will eliminate any Swiss federal income tax on the profits of our subsidiaries paid by them to us as dividends as well as on capital gains related to the sale of interests in subsidiaries.

In addition, under current law and certain rulings or decisions obtained from the cantonal authorities, we will be exempt from cantonal and communal income tax. If at any given time in the future the complete income tax exemption at the cantonal and communal level should cease, we nonetheless expect that dividends and capital gains from the sales of investments in subsidiaries will be exempt from cantonal and communal income tax as in the case of Swiss federal income tax.

We also will be subject to a Swiss issuance stamp tax levied on share issuances, other than in connection with the Swiss Continuation, or increases of our registered share capital following the Swiss Continuation at a rate of 1% of the fair market value of the issuance or increase. This would include issuance of authorized share capital and conditional capital as discussed in "Description of Our Share Capital After the Swiss Continuation." In addition, we may be subject to Swiss issuance stamp tax on our future debt issuances if issued by us directly instead of by one of our non-Swiss subsidiaries at a rate of either 0.12% or 0.06% per year of duration (depending on the debt instrument) and some other Swiss indirect taxes (e.g., VAT and Swiss securities transfer stamp tax). We currently are not subject to income, capital, stamp or issuance taxes in Bermuda.

The Swiss Continuation will result in additional direct and indirect costs, even if the Swiss Continuation is not completed.

Although we do not expect these costs to be material, we will incur additional direct costs as a result of the Swiss Continuation. Following the Swiss Continuation, we will hold certain board meetings, management meetings and annual general meetings in Switzerland. We also expect to incur costs and expenses, including professional fees, to comply with Swiss corporate and tax laws. In addition, we expect to incur attorneys' fees, accountants' fees, filing fees, mailing expenses and financial printing expenses in connection with the Swiss Continuation, even if it is not approved or completed.

Currency fluctuations between the US dollar and the Swiss franc may limit the amount available for any future distributions to you without subjecting you to Swiss withholding tax.

Under Swiss corporate law, we are required to state our year-end unconsolidated statutory financial statements in Swiss francs. In order to make distributions to shareholders free of Swiss withholding tax, we anticipate making any future distributions to shareholders through a reduction of registered share capital or, after January 1, 2011, out of registered share capital or contributed surplus (as determined for Swiss tax purposes). Although distributions that are effected through a return of registered share capital or contributed surplus will be paid in US dollars, shareholder resolutions with respect to such distributions are required to be stated in Swiss francs. Subsequent to the Swiss Continuation, if the US dollar were to increase in value relative to the Swiss franc, the US dollar amount of registered share capital available for distribution without Swiss withholding tax will decrease.

Table of Contents

THE SPECIAL GENERAL MEETING

Time, Place and Date

The Special General Meeting of Shareholders will be held on June 22, 2009, at 2:30 p.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.

Purpose of the Meeting

At the meeting, our board of directors will ask our shareholders to vote:

To consider and approve a resolution to approve our discontinuance from Bermuda as provided in Section 132G of the Bermuda Companies Act, and continuance according to article 161 of the Swiss Federal Code on International Private Law and under articles 620 et seq. of the Swiss Code as a Swiss corporation.

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.

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.)

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.

In connection with the Swiss Continuation, to confirm Swiss law as our authoritative governing legislation.

In connection with the Swiss Continuation, to approve our corporate name as Tyco Electronics Ltd.

In connection with the Swiss Continuation, to change our corporate purpose.

In connection with the Swiss Continuation, to approve our Swiss articles of association.

In connection with the Swiss Continuation, to confirm our principal place of business as Schaffhausen, Switzerland.

In connection with the Swiss Continuation, to appoint PricewaterhouseCoopers AG, Zürich as special auditor until our next annual general meeting.

In connection with the Swiss Continuation, to appoint Deloitte AG as our Swiss registered auditor until our next annual general meeting.

Edgar Filing: Tyco Electronics Ltd. - Form S-4/A

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.

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 immediately above and certain other provisions of our Swiss articles of association.

To approve any adjournments or postponements of the meeting.

Table of Contents

To consider any other matters that properly come before the meeting.

Our board of directors has unanimously approved the Swiss Continuation Proposal, the Supermajority Elimination Proposal, the Swiss Organizational Proposals and the Additional Article Proposals, and recommends that shareholders vote "**FOR**" approval of all the 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.

Record Date; Voting Rights; Required Vote

Our board of directors has fixed the close of business on April 6, 2009 as the record date for the Special General Meeting. Only holders of record of our shares on the record date are entitled to notice of and to vote at the meeting or any adjournment or postponement of the meeting. You will not be the holder of record of shares that you hold in "street name." Instead, the depository (for example, Cede & Co.) or other nominee will be the holder of record of such shares.

On the record date for the Special General Meeting, 458,020,148 shares were outstanding and entitled to be voted at the meeting. Each share entitles the holder to one vote.

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.

Assuming the presence of a quorum, the Swiss Continuation Proposal, the Swiss Organizational Proposals and the Additional Article Proposals must be approved by a majority of the shares present and voting at the meeting, whether in person or by proxy. The same vote is required to approve any adjournments or postponements of the meeting. The Supermajority Elimination Proposal must be approved by 80% of the outstanding shares entitled to vote at the meeting.

Our directors and executive officers have indicated that they intend to vote their shares in favor of all of the proposals. On the record date, our directors and executive officers and their affiliates beneficially owned less than one percent of the outstanding shares.

Proxies

A proxy card is being sent to each shareholder of record as of the record date. If you properly received a proxy card, you may grant a proxy to vote on the proposals by marking your proxy card appropriately, executing it in the space provided, dating it and returning it to us. We may accept your proxy by any form of communication permitted by Bermuda law and our memorandum of association and Bye-laws. 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 the number listed on the proxy card or voting direction form. Please have your proxy card or voting direction form in hand when calling or going online. To submit your proxy by mail, please sign, date and mail your proxy card or voting direction form in the envelope provided. 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.

If you have timely submitted a properly executed proxy card or provided your voting instructions by telephone or on the Internet and clearly indicated your votes, your shares will be voted as indicated. If you have timely submitted a properly executed proxy card or provided your voting instructions by telephone or on the Internet and have not clearly indicated your votes, your shares will be voted "FOR" all of the proposals. If any other matters properly come before the meeting, the persons named in the proxy card will vote the shares represented by all properly executed proxies in accordance with their best judgment, unless authority to do so is withheld in the proxy.

Edgar Filing: Tyco Electronics Ltd. - Form S-4/A

Table of Contents

You may abstain on any of the proposals by marking "ABSTAIN" with respect to the proposal. An abstention would have the effect of a vote *against* the Supermajority Elimination Proposal and, with respect to the other proposals, of reducing the number of affirmative votes required to achieve a majority.

Under New York Stock Exchange rules, brokers who hold shares in street name for customers have the authority to vote on "routine" proposals when they have not received instructions from beneficial owners, but are precluded from exercising their voting discretion with respect to proposals for "non-routine" matters. Proxies submitted by brokers without instructions from customers for these non-routine matters are referred to as "broker non-votes." The Supermajority Elimination Proposal and the adjournment/postponement proposal are routine matters under New York Stock Exchange rules. The Swiss Continuation Proposal, the Swiss Organizational Proposals and the Additional Article Proposals are non-routine matters under New York Stock Exchange rules. Broker non-votes would have the effect of reducing the number of affirmative votes required to achieve a majority for these non-routine matters.

Abstentions and broker non-votes will be counted as present for purposes of determining whether there is a quorum in respect of the proposals.

You may change your vote in one of three ways at any time before it is exercised:

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 "Questions and Answers About this Proxy Statement/Prospectus and Voting at the Special General Meeting Where and by when should I return my 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.

Your presence without voting at the meeting will not automatically revoke your proxy, and any revocation during the meeting will not affect votes previously taken. 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 in revoking your previously granted proxy.

If you do not appoint a proxy and you do not vote at the meeting, you will still be bound by the outcome. You therefore are strongly urged to attend and vote at the meeting in person or by proxy.

Costs of Solicitation

We will pay the cost of solicitation of proxies. We have engaged Innisfree M&A Incorporated as the proxy solicitor for the Special General Meeting for an approximate fee of US\$ 15,000. In addition to the use of the mails, certain of our directors, officers or employees may solicit proxies by telephone or personal contact. Upon request, we will reimburse brokers, dealers, banks and trustees, or their nominees, for reasonable expenses incurred by them in forwarding proxy materials to beneficial owners of shares.

We are furnishing this proxy statement/prospectus to our shareholders in connection with the solicitation of proxies by our board of directors for use at the Special General Meeting. We are first mailing this proxy statement/prospectus and accompanying form of proxy to shareholders beginning on or about [], 2009.

Table of Contents

THE SWISS CONTINUATION AND RELATED PROPOSALS

General

The board of directors unanimously has approved and recommends that you vote to approve the Swiss Continuation Proposal, the Supermajority Elimination Proposal, the Swiss Organizational Proposals and the Additional Article Proposals. At the Special General Meeting, we will be asking you to approve our discontinuance from Bermuda and our continuance in Schaffhausen, Switzerland, an increase in our registered share capital, a distribution to shareholders, the adoption of our Proposed Swiss Articles in connection with the Swiss Continuation and a number of other organizational matters required under Swiss law. Under Swiss law and requirements of the SEC, a number of these matters must be voted on separately, and so we will present multiple proposals to be voted on at the meeting. We have summarized these proposals below.

First, we will ask you to approve the Swiss Continuation.

Second, we will ask you 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. The Swiss Continuation is conditioned, among other things, on approval of this proposal. However, if approved, this Bye-law amendment will be effective whether or not the other proposals are approved or the Swiss Continuation takes place.

Third, we will ask you to approve a resolution that will have the effect of increasing our registered share capital so that we will be able to make any future distributions in the form of share capital reductions without being required to withhold Swiss tax and a related Bye-law amendment. We will then ask you to approve, among other things, 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., the record date) upon effectiveness of the capital reduction, which is expected to be in the quarterly period ending September 25, 2009.

Fourth, we need to take a number of steps required by Swiss law. Swiss law requires that a number of matters be specifically approved by shareholders, including the fact that we will be governed by Swiss law, our name, our corporate purpose, our Proposed Swiss Articles and the fact that our principal place of business will be in Schaffhausen, Switzerland. (In accordance with SEC requirements, we will also ask you to vote separately on certain additional provisions of the Proposed Swiss Articles.) In addition, we will ask you to approve the appointment of a special auditor, which is needed in connection with a report to be issued related to the Swiss Continuation referred to as the "relocation report," reports to be issued in connection with reductions in registered share capital, and reports to be issued in connection with future increases of share capital, if any, and to appoint Deloitte AG, the Swiss affiliate of our current auditors, as our Swiss registered auditor. We have been informed that because of the independence requirements under U.S. federal securities laws, Deloitte AG cannot act as our special auditor with respect to certain reporting required with respect to corporate transactions such as capital increases.

After the Swiss Continuation, we will remain in existence as the same corporation but as a Swiss corporation rather than a Bermuda company. You will continue to own the same interest in the same parent company that will continue to conduct the same businesses as conducted by, and to own the same businesses and assets owned by, us before the Swiss Continuation. The number of shares that you will own will be the same as the number of our shares that you owned immediately prior to the Swiss Continuation. Your relative economic interest in the Tyco Electronics group will remain unchanged. We will continue to be responsible for our existing obligation to deliver shares in connection with awards granted under our incentive plans or other outstanding rights.

Table of Contents

Immediately after the Swiss Continuation, we will have outstanding the same number of shares as we had outstanding immediately before the Swiss Continuation. For a discussion of how the par value of our shares upon completion of the Swiss Continuation will be calculated, see "Proposal No. 3 Approval of an Increase in Our Registered Share Capital."

Background and Reasons for the Swiss Continuation

We are a leading global provider of engineered electronic components, network solutions, undersea telecommunication systems, wireless systems and specialty products, with Fiscal 2008 sales of US\$ 14.8 billion to customers in more than 150 countries. As announced on April 16, 2009, we have entered into an agreement to sell our wireless systems business (which had Fiscal 2008 sales of US\$ 461 million) for US\$ 675 million.

We have an established worldwide manufacturing presence with facilities in over 25 countries, and we operate in approximately 50 countries and territories. Our global coverage positions us near our customers and allows us to assist them in consolidating their supply base and lowering their production costs. In addition, our broad Global Account Management program allows us to maintain close working relationships with key customers in the end markets that we serve.

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 corporate effective tax rate and our government contracts business.

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

In 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

Edgar Filing: Tyco Electronics Ltd. - Form S-4/A

Table of Contents

percentage of our employees and manufacturing facilities located in Switzerland is modest relative to the number of our employees and manuf