

FAIRFAX FINANCIAL HOLDINGS LTD/ CAN
Form 13F-HR
August 14, 2012

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

Form 13F

FORM 13F COVER PAGE

Report for the Quarter Ended: June 30, 2012

Check here if Amendment: ; Amendment Number: -----

This Amendment (check only one): is a restatement.
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Fairfax Financial Holdings Limited

Address: 95 Wellington Street West

Suite 800

Toronto, ON M5J 2N7

Form 13F File Number: 028-12554

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: V. Prem Watsa

Title: Chairman and Chief Executive Officer

Phone: 416-367-4941

Signature, Place, and Date of Signing:

/s/ V. Prem Watsa
----- Toronto, ON August 14, 2012

Report Type (Check one only):

13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

13F COMBINATION REPORT. (Check here if a portion of the holdings for this

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reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2

Form 13F Information Table Entry Total: 46

Form 13F Information Table Value Total: \$1,907,567
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
01	028-12555	Hamblin Watsa Investment Counsel Ltd.
02	028-12556	V. Prem Watsa

FAIRFAX FINANCIAL HOLDINGS LIMITED

FORM 13F INFORMATION TABLE

June 30, 2012

COLUMN 1 ----- NAME OF ISSUER -----	COLUMN 2 ----- TITLE OF CLASS -----	COLUMN 3 ----- CUSIP -----	COLUMN 4 ----- VALUE (X\$1000) -----	COLUMN 5 ----- SHRS OR PRN AMT -----	COLUMN 6 ----- SH/ PUT/ PRN CALL -----	COLUMN 6 ----- INVESTMENT DISCRETION -----
BCE INC.	COM NEW	05534B760	11,033	268,300	SH	DEFINED
BALDWIN & LYONS INC	CL B	057755209	22,394	969,875	SH	DEFINED
BERKSHIRE HATHAWAY INC.	CL A	084670108	749	6	SH	DEFINED
BERKSHIRE HATHAWAY INC.	CL B NEW	084670702	925	11,100	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	252	7,000	SH	DEFINED
BROWN & BROWN INC	COM	115236101	327	12,000	SH	DEFINED
CFS BANCORP INC.	COM	12525D102	47	10,000	SH	DEFINED
CITIGROUP INC	COM NEW	172967424	548	20,000	SH	DEFINED
CNINSURE INC	SPONSORED ADR	18976M103	305	45,000	SH	DEFINED
CRESUD S A C I F Y A	SPONSORED ADR	226406106	5,184	723,012	SH	DEFINED
DELL INC	COM	24702R101	112,387	8,976,589	SH	DEFINED
EXCO RESOURCES INC	COM	269279402	4,995	659,000	SH	DEFINED
FRONTIER COMMUNICATIONS CORP	COM	35906A108	71,128	18,620,000	SH	DEFINED
GIGOPTIX INC	COM	37517Y103	225	84,748	SH	DEFINED
HOLOGIC INC	COM	436440101	361	20,000	SH	DEFINED

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INTEGRATED AMERICA, INC.	COM NEW	45810N302	456	33,000	SH	DEFINED
INTEL CORP	SDCV	458140AD2	13,009	11,500,000	PRN	DEFINED
JAKKS PACIFIC INC.	COM	47012E106	165	10,301	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	401,859	5,947,300	SH	DEFINED
KENNEDY-WILSON HLDGS INC	COM	489398107	5,596	400,000	SH	DEFINED
LEVEL 3 COMMUNICATIONS INC	COM NEW	52729N308	286,165	12,931,094	SH	DEFINED
LEVEL 3 COMMUNICATIONS INC	NOTE	52729NBP4	89,625	75,000,000	PRN	DEFINED
MBIA INC	COM	55262C100	324	30,000	SH	DEFINED
MERCK & CO. INC.	COM	58933Y105	334	8,000	SH	DEFINED
MOHAWK INDS INC	COM	608190104	405	5,800	SH	DEFINED
NAM TAI ELECTRS INC	COM PAR \$0.02	629865205	203	35,000	SH	DEFINED
NEW YORK COMMUNITY BANCORP INC	COM	649445103	501	40,000	SH	DEFINED
NEW YORK TIMES CO	CL A	650111107	351	45,000	SH	DEFINED
NEWMARKET CORP	COM	651587107	217	1,000	SH	DEFINED
NOVADAQ TECHNOLOGIES INC	COM	66987G102	13,105	2,000,000	SH	DEFINED
OLD REPUBLIC INTL CORPORATION	COM	680223104	290	35,000	SH	DEFINED
OVERSTOCK.COM INC	COM	690370101	23,416	3,388,774	SH	DEFINED
PATTERSON UTI ENERGY INC	COM	703481101	218	15,000	SH	DEFINED
PFIZER INC	COM	717081103	5,400	235,000	SH	DEFINED
PROVIDENT NEW YORK BANCORP	COM	744028101	190	25,000	SH	DEFINED
RESEARCH IN MOTION LTD	COM	760975102	198,022	26,848,500	SH	DEFINED
RESOLUTE FOREST PRODUCTS	COM	76117W109	213,776	18,460,790	SH	DEFINED
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	5,769	189,900	SH	DEFINED
SLM CORP	COM	78442P106	393	25,000	SH	DEFINED
SANDRIDGE ENERGY INC	COM	80007P307	29,085	4,354,000	SH	DEFINED
SUPERMEDIA INC	COM	868447103	907	362,974	SH	DEFINED
TAIWAN FUND INC.	COM	874036106	172	11,438	SH	DEFINED
US BANCORP DEL	COM NEW	902973304	143,013	4,448,310	SH	DEFINED
USG Corp	COM NEW	903293405	129,562	6,794,000	SH	DEFINED
WAL-MART STORES INC	COM	931142103	15,336	220,000	SH	DEFINED
WELLS FARGO & CO. NEW	COM	949746101	98,841	2,956,660	SH	DEFINED