

BLACKBERRY Ltd  
Form SC 13D/A  
January 17, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 6)\***

**BlackBerry Limited**

**(Name of Issuer)**

**Common Shares**

**(Title of Class of Securities)**

**09228F103**

**(CUSIP Number)**

**Paul Rivett**

**President**

**Fairfax Financial Holdings Limited**

**95 Wellington Street West, Suite 800**

**Toronto, Ontario, Canada, M5J 2N7**

**Telephone: (416) 367-4941**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

- *With a copy to* -

**Jason R. Lehner**

**Shearman & Sterling LLP**

**Commerce Court West**

**199 Bay Street, Suite 4405**

**Toronto, Ontario M5L 1E8**

**Telephone (416) 360-8484**

**January 16, 2014**

**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

V. PREM WATSA

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

CANADIAN

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

101,983,700

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

101,983,700

11 Aggregate amount beneficially owned by each reporting person

101,983,700

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

17.7%

14 Type of reporting person

IN

1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

1109519 ONTARIO LIMITED

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

ONTARIO, CANADA

Number of  7 Sole voting power

shares

beneficially  8 Shared voting power

owned by

101,983,700

each  9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

101,983,700

11 Aggregate amount beneficially owned by each reporting person

101,983,700

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

17.7%

14 Type of reporting person

CO

1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

THE SIXTY TWO INVESTMENT COMPANY LIMITED

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

BRITISH COLUMBIA, CANADA

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

101,854,700

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

101,854,700

11 Aggregate amount beneficially owned by each reporting person

101,854,700

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

17.7%

14 Type of reporting person

CO



1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

810679 ONTARIO LIMITED

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

ONTARIO, CANADA

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

101,854,700

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

101,854,700

11 Aggregate amount beneficially owned by each reporting person

101,854,700

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

17.7%

14 Type of reporting person

CO

1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

FAIRFAX FINANCIAL HOLDINGS LIMITED

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

CANADA

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

101,854,700

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

101,854,700

11 Aggregate amount beneficially owned by each reporting person

101,854,700

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

17.7%

14 Type of reporting person

CO

1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

UNITED STATES FIRE INSURANCE COMPANY

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

DELAWARE

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

7,343,251

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

7,343,251

11 Aggregate amount beneficially owned by each reporting person

7,343,251

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

1.3%

14 Type of reporting person

CO

1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

TIG INSURANCE COMPANY

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

CALIFORNIA

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

6,523,500

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

6,523,500

11 Aggregate amount beneficially owned by each reporting person

6,523,500

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

1.1%

14 Type of reporting person

CO



1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

GENERAL FIDELITY INSURANCE COMPANY

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

SOUTH CAROLINA

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

1,952,400

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

1,952,400

11 Aggregate amount beneficially owned by each reporting person

1,952,400

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

0.3%

14 Type of reporting person

CO

1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

NORTHBRIDGE COMMERCIAL INSURANCE CORPORATION

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

CANADA

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

1,134,800

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

1,134,800

11 Aggregate amount beneficially owned by each reporting person

1,134,800

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

0.2%

14 Type of reporting person

CO

1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

ODYSSEY REINSURANCE COMPANY

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

CONNECTICUT

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

38,970,400

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

38,970,400

11 Aggregate amount beneficially owned by each reporting person

38,970,400

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

6.8%

14 Type of reporting person

CO

1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

ZENITH INSURANCE COMPANY

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

CALIFORNIA

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

5,708,900

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

5,708,900

11 Aggregate amount beneficially owned by each reporting person

5,708,900

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

1.0%

14 Type of reporting person

CO



1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

NORTHBRIDGE GENERAL INSURANCE CORPORATION

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

CANADA

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

13,308,400

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

13,308,400

11 Aggregate amount beneficially owned by each reporting person

13,308,400

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

2.3%

14 Type of reporting person

CO

1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

FEDERATED INSURANCE COMPANY OF CANADA

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

CANADA

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

1,911,800

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

1,911,800

11 Aggregate amount beneficially owned by each reporting person

1,911,800

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

0.3%

14 Type of reporting person

CO

1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

NORTHBRIDGE PERSONAL INSURANCE CORPORATION

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

CANADA

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

1,205,600

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

1,205,600

11 Aggregate amount beneficially owned by each reporting person

1,205,600

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

0.2%

14 Type of reporting person

CO

1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

CLEARWATER INSURANCE COMPANY

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

DELAWARE

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

4,313,649

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

4,313,649

11 Aggregate amount beneficially owned by each reporting person

4,313,649

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

0.7%

14 Type of reporting person

CO



1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

ZENITH INSURANCE COMPANY

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

CANADA

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

297,700

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

297,700

11 Aggregate amount beneficially owned by each reporting person

297,700

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

0.1%

14 Type of reporting person

CO

1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

ADVENT UNDERWRITING LIMITED

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

UNITED KINGDOM

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

3,360,000

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

3,360,000

11 Aggregate amount beneficially owned by each reporting person

3,360,000

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

0.6%

14 Type of reporting person

CO

1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

NEWLINE CORPORATE NAME LIMITED

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

UNITED KINGDOM

Number of  7 Sole voting power

shares

beneficially  8 Shared voting power

owned by

1,451,577

each  9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

1,451,577

11 Aggregate amount beneficially owned by each reporting person

1,451,577

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

0.3%

14 Type of reporting person

CO

1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

NEWLINE INSURANCE COMPANY LIMITED

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

UNITED KINGDOM

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

102,880

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

102,880

11 Aggregate amount beneficially owned by each reporting person

102,880

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

0.1%

14 Type of reporting person

CO



1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

CLEARWATER SELECT INSURANCE COMPANY

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

CONNECTICUT

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

1,000,000

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

1,000,000

11 Aggregate amount beneficially owned by each reporting person

1,000,000

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

0.2%

14 Type of reporting person

CO

1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

HUDSON INSURANCE COMPANY

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

DELAWARE

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

600,000

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

600,000

11 Aggregate amount beneficially owned by each reporting person

600,000

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

0.1%

14 Type of reporting person

CO

1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

RIVERSTONE INSURANCE LIMITED

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

UNITED KINGDOM

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

1,500,000

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

1,500,000

11 Aggregate amount beneficially owned by each reporting person

1,500,000

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

0.3%

14 Type of reporting person

CO

1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

RIVERSTONE INSURANCE (UK) LIMITED

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

UNITED KINGDOM

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

500,000

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

500,000

11 Aggregate amount beneficially owned by each reporting person

500,000

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

0.1%

14 Type of reporting person

CO



1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

CRC REINSURANCE LIMITED

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

BARBADOS

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

9,900,000

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

9,900,000

11 Aggregate amount beneficially owned by each reporting person

9,900,000

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

1.7%

14 Type of reporting person

CO

1 Names of reporting person/I.R.S. Identification Nos. of Above Persons (Entities Only)

THE NORTH RIVER INSURANCE COMPANY

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e).

6 Citizenship or place of organization

NEW JERSEY

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

5,500,000

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

5,500,000

11 Aggregate amount beneficially owned by each reporting person

5,500,000

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

1.0%

14 Type of reporting person

CO

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**Explanatory note**

Pursuant to Rule 13d-2 promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act ), this Amendment No. 6 to Schedule 13D (this Amendment No. 6 ) amends the Schedule 13D originally filed with the United States Securities and Exchange Commission (the SEC ) on July 23, 2012, as amended by Amendment No. 1 to Schedule 13D on September 23, 2013, Amendment No. 2 on November 7, 2013, Amendment No. 3 on November 8, 2013, Amendment No. 4 on November 15, 2013 and Amendment No. 5 on January 10, 2014 (as amended, the Original Schedule 13D ), and, together with Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5 and this Amendment No. 6, the Schedule 13D ) by V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, United States Fire Insurance Company, The North River Insurance Company, TIG Insurance Company, General Fidelity Insurance Company, Northbridge Commercial Insurance Corporation, Odyssey Reinsurance Company, Clearwater Select Insurance Company, Hudson Insurance Company, Zenith Insurance Company, a California corporation, Northbridge General Insurance Corporation, Federated Insurance Company of Canada, Northbridge Personal Insurance Corporation, Clearwater Insurance Company, Zenith Insurance Company, a Canadian corporation, Advent Underwriting Limited, Newline Corporate Name Limited, Newline Insurance Company Limited, RiverStone Insurance Limited, RiverStone Insurance (UK) Limited and CRC Reinsurance Limited (collectively, the Reporting Persons ). Except as specifically amended by this Amendment No. 5, items in the Schedule 13D are unchanged. Capitalized terms used herein that are not defined herein have the meanings ascribed to them in the Schedule 13D.

**Item 2. Identity and Background.**

Item 2 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

This statement is being jointly filed by the following persons:

1. V. Prem Watsa, an individual, is a citizen of Canada and is the Chairman and Chief Executive Officer of Fairfax Financial Holdings Limited. Mr. Watsa's business address is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
2. 1109519 Ontario Limited ( 1109519 ), a corporation incorporated under the laws of Ontario, is controlled by V. Prem Watsa. The principal business of 1109519 is as an investment holding company. The principal business and principal office address of 1109519 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
3. The Sixty Two Investment Company Limited ( Sixty Two ), a corporation incorporated under the laws of British Columbia, is controlled by V. Prem Watsa. The principal business of Sixty Two is as an investment holding company. The principal business and principal office address of Sixty Two is 1600 Cathedral Place, 925 West Georgia St., Vancouver, British Columbia, Canada, V6C 3L3;

4. 810679 Ontario Limited ( 810679 ), a corporation incorporated under the laws of Ontario, is controlled by V. Prem Watsa. The principal business of 810679 is as an investment holding company. The principal business and principal office address of 810679 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
5. Fairfax Financial Holdings Limited ( Fairfax and, together with its subsidiaries, the Fairfax Group of Companies ), a corporation incorporated under the laws of Canada, is controlled by V. Prem Watsa. Fairfax is a financial services holding company. The principal business and principal office address of Fairfax is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
6. United States Fire Insurance Company ( US Fire ), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. The principal business of US Fire is property/casualty insurance. The principal business and principal office address of US Fire is 305 Madison Ave., Morristown, New Jersey 07962;
7. The North River Insurance Company ( North River ), a corporation incorporated under the laws of New Jersey, is a wholly-owned subsidiary of Fairfax. The principal business of North River is insurance. The principal business address and principal office address of North River is 305 Madison Avenue, Morristown, New Jersey 07962;
8. TIG Insurance Company ( TIG ), a corporation incorporated under the laws of California, is a wholly-owned subsidiary of Fairfax. The principal business of TIG is property/casualty insurance. The principal business and principal office address of TIG is 250 Commercial Street, Suite 5000, Manchester, NH 03101;
9. General Fidelity Insurance Company ( General Fidelity ), a corporation incorporated under the laws of South Carolina, is a wholly-owned subsidiary of TIG. The principal business of General Fidelity is property/casualty insurance. The principal business address and principal office address of General Fidelity is 250 Commercial Street, Suite 5000, Manchester, New Hampshire 03101;
10. Northbridge Commercial Insurance Corporation (formerly Markel Insurance Company of Canada) ( Northbridge Commercial ), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of Northbridge Commercial is property/casualty insurance. The principal business address and principal office address of Northbridge Commercial is 55 University Avenue, Suite 1500, Toronto, Ontario, Canada, M5J 2H7;

11. Odyssey Reinsurance Company ( Odyssey Reinsurance ), a corporation incorporated under the laws of Connecticut, is a wholly-owned subsidiary of Fairfax. The principal business of Odyssey Reinsurance is reinsurance. The principal business and principal office address of Odyssey Reinsurance is 300 First Stamford Place, Stamford, Connecticut 06902;
12. Clearwater Select Insurance Company ( Clearwater Select ), a corporation incorporated under the laws of Connecticut, is a wholly-owned subsidiary of Fairfax. The principal business of Clearwater Select is property/casualty Insurance. The principal business and principal office address of Clearwater Select is 300 First Stamford Place, Stamford, Connecticut 06902;
13. Hudson Insurance Company ( Hudson ), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. The principal business of Hudson is property/casualty Insurance. The principal business and principal office address of Hudson is 100 William St. New York, New York 10038;
14. Zenith Insurance Company ( Zenith ), a corporation incorporated under the laws of California, is a wholly-owned subsidiary of Fairfax. The principal business of Zenith is workers compensation insurance. The principal business and principal office address of Zenith is 21255 Califa Street, Woodland Hills, California 91367-5021;
15. Northbridge General Insurance Corporation (formerly Lombard General Insurance Company of Canada) ( Northbridge General ), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of Northbridge General is property/casualty insurance. The principal business address and principal office address of Northbridge General is 105 Adelaide Street West, 3rd Floor, Toronto, Ontario, Canada M5H 1P9;
16. Federated Insurance Company of Canada ( Federated ), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of Federated is property/casualty insurance. The principal business address and principal office address of Federated is 717 Portage Ave., Winnipeg, Manitoba, Canada, R3C 3C9;
17. Northbridge Personal Insurance Corporation (formerly Lombard Insurance Company) ( Northbridge Personal ), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Northbridge General. The principal business of Northbridge Personal is property/casualty insurance. The principal business address and principal office address of Northbridge Personal is 105 Adelaide Street West, 3rd Floor, Toronto, Ontario, Canada M5H 1P9;

18. Clearwater Insurance Company ( Clearwater ), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. The principal business of Clearwater is reinsurance. The principal business and principal office address of Clearwater is 250 Commercial St, Suite 5000, Manchester, New Hampshire 03101;
19. Zenith Insurance Company ( ZIC ), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of ZIC property and casualty insurance. The principal business address and principal office address of ZIC is 105 Adelaide Street West, 3rd Floor, Toronto, Ontario, Canada M5H 1P9;
20. Advent Underwriting Limited ( Advent ), a corporation incorporated under the laws of the United Kingdom, is a wholly-owned subsidiary of Fairfax. The principal business of Advent is property and casualty insurance. The principal business address and principal office address of Advent is 2 Minster Court, Mincing Lane, London EC3R 7BB;
21. Newline Corporate Name Limited ( Newline ), a corporation incorporated under the laws of the United Kingdom, is a wholly-owned subsidiary of Fairfax. The principal business of Newline is property and casualty insurance. The principal business address and principal office address of Newline is Suite 5/4, The London Underwriting Centre, 3 Minster Court, Mincing Lane, London EC3R 7DD;
22. Newline Insurance Company Limited ( Newline Insurance ), a corporation incorporated under the laws of the United Kingdom, is a wholly-owned subsidiary of Fairfax. The principal business of Newline Insurance is property and casualty insurance. The principal business address and principal office address of Newline Insurance is Suite 5/4, The London Underwriting Centre, 3 Minster Court, Mincing Lane, London EC3R 7DD;
23. RiverStone Insurance Limited ( RiverStone ), a corporation incorporated under the laws of the United Kingdom, is a wholly-owned subsidiary of Fairfax. The principal business of RiverStone is property, casualty and energy insurance. The principal business address and principal office address of RiverStone is 161-163 Preston Road, Brighton, East Sussex, BN1 6AU, England;
24. RiverStone Insurance (UK) Limited ( RiverStone UK ), a corporation incorporated under the laws of the United Kingdom, is a wholly-owned subsidiary of Fairfax. The principal business of RiverStone UK is property, casualty and energy insurance. The principal business address and principal office address of RiverStone UK is 161-163 Preston Road, Brighton, East Sussex, BN1 6AU, England; and



25. CRC Reinsurance Limited ( CRC ), a corporation incorporated under the laws of the Barbados, is a wholly-owned subsidiary of Fairfax. The principal business of CRC is property, casualty and energy insurance. The principal business address and principal office address of CRC is Pine Commercial Center, 12 Pine Commercial, The Pine, St. Michael, Barbados BB11103.

Neither the filing of this Schedule 13D nor the information contained herein shall be deemed to constitute an affirmation by V. Prem Watsa, 1109519, Sixty Two, 810679, Fairfax, US Fire, North River, TIG, General Fidelity, Northbridge Commercial, Odyssey Reinsurance, Clearwater Select, Hudson, Zenith, Northbridge General, Federated, Northbridge Personal, Clearwater, ZIC, Advent, Newline, Newline Insurance, RiverStone, RiverStone UK, or CRC that it is the beneficial owner of the Shares referred to herein for purposes of Section 13(d) of the Exchange Act, or for any other purpose, and such beneficial ownership is expressly disclaimed.

The name, present principal occupation or employment and name, principal business and address of any corporation or other organization in which such employment is conducted and the citizenship of each director and executive officer of each of the Reporting Persons is set forth in Annex A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W or X as the case may be, and such Annexes are incorporated herein by reference.

Pursuant to Rule 13d-1(k) under the Securities Exchange Act of 1934, the Reporting Persons have agreed to file jointly one statement with respect to their ownership of the Shares.

During the last five years, none of the Reporting Persons, and, to the best of each such Reporting Person's knowledge, none of the executive officers or directors of such Reporting Person have been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**Item 4. Purpose of Transaction.**

Item 4 of the Schedule 13D is hereby amended and supplemented by inserting the following immediately prior to the last paragraph of Item 4 and by deleting in its entirety such last paragraph of Item 4:

On January 16, 2014, Fairfax completed the purchase of an additional U.S.\$250 million principal amount of Debentures, as described above.

Under the terms of a subscription agreement with BlackBerry dated November 4, 2013, Fairfax agreed that until November 13, 2014 neither it nor its affiliates would beneficially own more than 19.9% or less than 9.9% of the outstanding Shares. The additional Debentures are being purchased for investment purposes. Fairfax intends to sell Shares over time in order to rebalance its ownership in BlackBerry, subject to the above-noted restrictions. In addition, subject to the above-noted restrictions, one or more entities within the Fairfax Group of Companies, including one or more of the Reporting Persons, may, depending upon price, market conditions, availability of funds, evaluation of alternative investments, the financial exposure of the Fairfax Group of Companies to BlackBerry and other factors, determine to purchase additional Shares, Debentures or other securities of BlackBerry, or sell Shares, Debentures or other securities of BlackBerry, in the open market or otherwise.

**Item 5. Interest in Securities of the Issuer.**

Item 5 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

(a) Based on the most recent information available, the aggregate number and percentage of the Shares (the securities identified pursuant to Item 1 of this Schedule 13D) that are beneficially owned by each of the Reporting Persons is set forth in boxes 11 and 13 of the second part of the cover page to this Schedule 13D for each of the Reporting Persons, and such information is incorporated herein by reference.

(b) Except as described below, the numbers of Shares as to which each of the Reporting Persons has sole voting power, shared voting power, sole dispositive power and shared dispositive power is set forth in boxes 7, 8, 9 and 10, respectively, on the second part of the cover page to this Schedule 13D for each of the Reporting Persons, and such information is incorporated herein by reference.

To the best knowledge of the Reporting Persons, the following persons (being directors and/or officers of one or more of the Reporting Persons, as provided in the applicable Annexes to this Schedule 13D) beneficially own the following amounts of Shares and have sole voting power and sole dispositive power with respect to such Shares.

David Bonham	1,000
Nina L. Caroselli	300
Peter Clarke	436
Jane Gardner	269
Jean Cloutier	2,000
Richard Fabian	3,000
Timothy R. Price	4,000
Paul Rivett	2,000
Brandon W. Sweitzer	4,000

(c) Except as described herein, none of the Reporting Persons, nor, to the best knowledge of the Reporting Persons, any person listed in Annex A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W or X beneficially owns, or has acquired or disposed of, any Shares during the last 60 days.

To the best knowledge of the Reporting Persons, the following Shares were purchased during the last 60 days:

<b>Name</b>	<b>Date</b>	<b>Amount</b>	<b>Price Per Share</b>
Steven Fomchenko	November 18, 2013	200	US\$ 6.400

To the best knowledge of the Reporting Persons, the following Shares were disposed of during the last 60 days:

<b>Name</b>	<b>Date</b>	<b>Amount</b>	<b>Price Per Share</b>
Steven Fomchenko	January 6, 2014	200	US\$ 7.900
Davidson Pattiz	December 9, 2013	9,900	US\$ 5.691

(d) No person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of Shares held by the Reporting Persons other than each of the Reporting Persons.

(e) Not applicable.