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FAIRFAX FINANCIAL HOLDINGS LTD/ CAN
Form 13F-HR
May 14, 2013

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

Form 13F

FORM 13F COVER PAGE

Report for the Quarter Ended: March 31, 2013

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: Paul Rivett
Title: Vice President, Operations
Phone: 416-367-4941

Signature, Place, and Date of Signing:

/s/ Paul Rivett Toronto, ON May 14, 2013

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

FORM 13F SUMMARY PAGE

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Report Summary:

Number of Other Included Managers: 2

Form 13F Information Table Entry Total: 42

Form 13F Information Table Value Total: \$2,677,560
(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
March 31, 2013

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVEST DISCR
BCE INC.	COM NEW	05534B760	12,518	268,300	SH	DEFI
BALDWIN & LYONS INC	CL B	057755209	23,044	969,875	SH	DEFI
BERKSHIRE HATHAWAY INC.	CL A	084670108	936	6	SH	DEFI
BERKSHIRE HATHAWAY INC.	CL B NEW	084670702	2,091	20,100	SH	DEFI
BRISTOL MYERS SQUIBB CO	COM	110122108	288	7,000	SH	DEFI
CFS BANCORP INC.	COM	12525D102	79	10,000	SH	DEFI
CITIGROUP INC	COM NEW	172967424	885	20,000	SH	DEFI
CNINSURE INC	SPONSORED ADR	18976M103	270	45,000	SH	DEFI
CRESUD S A C I F Y A	SPONSORED ADR	226406106	6,789	723,012	SH	DEFI
DELL INC	COM	24702R101	128,455	8,976,589	SH	DEFI
EXCO RESOURCES INC	COM	269279402	77,091	10,812,200	SH	DEFI
HEWLETT-PACK CO	COM	428236103	486	20,400	SH	DEFI
HOLOGIC INC	COM	436440101	452	20,000	SH	DEFI
INTEL CORP	SDCV	458140AD2	12,204	11,500,000	PRN	DEFI
JOHNSON & JOHNSON	COM	478160104	484,062	5,941,600	SH	DEFI
KENNEDY-WILSON HLDGS INC	COM	489398107	6,196	400,000	SH	DEFI
LEVEL 3 COMMUNICATIONS INC	COM NEW	52729N308	262,243	12,931,094	SH	DEFI
LEVEL 3 COMMUNICATIONS INC	NOTE	52729NBP4	87,422	75,000,000	PRN	DEFI
MBIA INC	COM	55262C100	308	30,000	SH	DEFI
MERCK & CO. INC.	COM	58933Y105	354	8,000	SH	DEFI
NAM TAI ELECTRS INC	COM PAR	629865205	476	35,000	SH	DEFI
NEW ORIENTAL ED & TECH GRP INC	SPON ADR	647581107	399	22,200	SH	DEFI
NEW YORK COMMUNITY BANCORP INC	COM	649445103	574	40,000	SH	DEFI
NEW YORK TIMES CO	CL A	650111107	490	50,000	SH	DEFI
NOVADAQ TECHNOLOGIES INC	COM	66987G102	23,325	2,358,487	SH	DEFI
OLD REPUBLIC INTL CORPORATION	COM	680223104	572	45,000	SH	DEFI
OVERSTOCK.COM INC	COM	690370101	41,648	3,388,774	SH	DEFI

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PATTERSON UTI ENERGY INC	COM	703481101	453	19,000	SH	DEFI
PFIZER INC	COM	717081103	6,777	235,000	SH	DEFI
PROVIDENT NEW YORK BANCORP	COM	744028101	226	25,000	SH	DEFI
RESEARCH IN MOTION LTD	COM	760975102	748,686	51,854,700	SH	DEFI
RESOLUTE FOREST PRODUCTS	COM	76117W109	400,884	24,776,519	SH	DEFI
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	7,938	189,900	SH	DEFI
SLM CORP	COM	78442P106	512	25,000	SH	DEFI
SANDRIDGE ENERGY INC	COM	80007P307	170,756	32,463,200	SH	DEFI
SUPERMEDIA INC	COM	868447103	1,390	362,974	SH	DEFI
US BANCORP DEL	COM NEW	902973304	98,625	2,909,279	SH	DEFI
USG CORP	COM NEW	903293405	1,132	42,800	SH	DEFI
ULTRA PETROLEUM CORP	COM	903914109	670	33,400	SH	DEFI
WAL-MART STORES INC	COM	931142103	16,447	220,000	SH	DEFI
WELLS FARGO & CO. NEW	COM	949746101	48,923	1,323,663	SH	DEFI
ZHONGPIN INC	COM	98952K107	484	37,500	SH	DEFI
		Total Value	2,677,560			
		Total Position Item	42			