

Fabrinet  
Form 4  
October 17, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mitchell David T.

(Last) (First) (Middle)

C/O FABRINET USA, INC., 3736  
FALLON ROAD #428

(Street)

DUBLIN, CA 94568

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Fabrinet [FN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/17/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO & Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (D)                                                      | Price                                                 |
| Ordinary Shares                 | 10/17/2014                           |                                                    | S <sup>(1)</sup>               |                                                                   | 40,000                                                                                        | D                                                        | \$<br>16.4074<br><u>(2)</u>                           |
| Ordinary Shares                 |                                      |                                                    |                                |                                                                   |                                                                                               | D                                                        | 266,905                                               |
| Ordinary Shares                 |                                      |                                                    |                                |                                                                   |                                                                                               | I                                                        | 100,680                                               |
| Ordinary Shares                 |                                      |                                                    |                                |                                                                   |                                                                                               | I                                                        | 100,680                                               |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | By Trust <sup>(3)</sup>                               |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | By 1st Son's Trust <sup>(4)</sup>                     |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | By 2nd Son's Trust <sup>(4)</sup>                     |

|                 |         |   |                                   |
|-----------------|---------|---|-----------------------------------|
| Ordinary Shares | 100,681 | I | By 3rd Son's Trust <sup>(4)</sup> |
|-----------------|---------|---|-----------------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code V (A) (D)                 |                                                                                         | Date Exercisable      Expiration Date                    | Title      Amount or Number of Shares                         |                                            |                                                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                           | Relationships |           |                |       |
|------------------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                                          | Director      | 10% Owner | Officer        | Other |
| Mitchell David T.<br>C/O FABRINET USA, INC.<br>3736 FALLON ROAD #428<br>DUBLIN, CA 94568 | X             |           | CEO & Chairman |       |

## Signatures

Andrew Chew, Attorney-in-fact for David T. Mitchell 10/17/2014

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 6, 2014.
- (2)

## Edgar Filing: Fabrinet - Form 4

This sale price represents the weighted average sale price of the shares sold ranging from \$16.40 to \$16.46 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(3) Shares are held by the David T. Mitchell Separate Property Trust, of which the Reporting Person is the sole trustee.

Shares are held in trusts for the benefit of each of the Reporting Person's children. The Reporting Person disclaims beneficial ownership  
(4) of these securities, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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