

Mitchell David T.
Form 4
August 28, 2017

FORM 4

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

OMB APPROVAL

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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)
08/24/2017

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 (A) or (D) Price		
Ordinary Shares	08/24/2017		A		69,885 (1) \$ 0	D	
Ordinary Shares	08/25/2017		S		35,000 D 38.633 (2)	I	By 1st Son's Trust (3)
Ordinary Shares	08/25/2017		S		35,000 D 38.633 (2)	I	By 2nd Son's Trust (3)
Ordinary Shares	08/25/2017		S		35,000 D 38.633 (2)	I	By 3rd Son's Trust (3)

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Ordinary Shares	786,834 ⁽⁴⁾ I	By Trust <u>(5)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 3)
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Reporting Owners

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

Signatures

Andrew Chew, Attorney-in-fact for David T. Mitchell	08/28/2017
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Each share is represented by a Restricted Share Unit ("RSU"). The RSUs will vest in three (3) equal annual installments on August 24, 2018, 2019 and 2020, subject to the Reporting Person's continued service with the Company through each such vesting date.
- (2) This sale price represents the weighted average sale price of the shares sold ranging from \$38.50 to \$39.26 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

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of shares sold at each separate price within the range set forth in this Form 4.

- Shares are held in trusts for the benefit of each of the Reporting Person's children. The Reporting Person disclaims beneficial ownership
- (3) 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.
 - (4) 746,119 of these shares were previously reported as directly beneficially owned by the Reporting Person and have subsequently been contributed to the David T. Mitchell Separate Property Trust.
 - (5) Shares are held by the David T. Mitchell Separate Property Trust, of which the Reporting Person is the sole trustee and current beneficiary.

Remarks:

This Form 4 restores a reporting line that was inadvertently omitted from the Reporting Person's recent reports.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.