**Fabrinet** Form 4 July 02, 2014

## FORM 4

# **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average burden hours per

0.5

Form 4 or Form 5 obligations may continue.

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

**SECURITIES** 

response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Mitchell David T. |                             | 2. Issuer Name <b>and</b> Ticker or Trading Symbol Fabrinet [FN] | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)                             |  |  |
|---|-----------------------------|--|--|--|--|
| (Last)  | (First) (Middle)            | 3. Date of Earliest Transaction                                  | (Check all applicable)   |  |  |
| C/O FABRINE<br>24TH STREET                                  | T USA, INC., 4104<br>7 #345 | (Month/Day/Year)<br>07/01/2014                                   | _X_ Director 10% Owner _X_ Officer (give title Other (specify below)  CEO & Chairman                 |  |  |
|   | (Street)                    | 4. If Amendment, Date Original                                   | 6. Individual or Joint/Group Filing(Check  |  |  |
| SAN FRANCIS   | SCO, CA 94114               | Filed(Month/Day/Year)  | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |

| (City)                               | (State)                                 | (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |   |  |  |  |  |  |  |
|--------------------------------------|---|--|---|---|--|--|--|--|--|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                            | 3. 4. Securities Acquired (A) 5. Amount of 6.  Transaction Disposed of (D) Securities Owne  Code (Instr. 3, 4 and 5) Beneficially Form:  Owned Direct Following or Ind Reported (I)  Transaction(s) (Instr. 3 and 4)  Code V Amount (D) Price | Beneficial (D) Ownership irect (Instr. 4) |  |  |  |  |  |  |
| Ordinary<br>Shares                   | 07/01/2014                              |  | \$\\ S(\frac{1}{1}\) 40,000 D \( \frac{20.5859}{(2)} \) 1,400,715 I   | By Trust                                  |  |  |  |  |  |  |
| Ordinary<br>Shares                   |   |  | 266,905 D   |   |  |  |  |  |  |  |
| Ordinary<br>Shares                   |   |  | 100,680 I   | By 1st<br>Son's<br>Trust (4)              |  |  |  |  |  |  |
| Ordinary<br>Shares                   |   |  | 100,680 I   | By 2nd<br>Son's<br>Trust <sup>(4)</sup>   |  |  |  |  |  |  |

Ordinary
Shares

By 3rd
Son's
Trust (4)

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transa<br>Code<br>(Instr. | ctio | 5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     | ate                | Amor<br>Unde<br>Secur | le and<br>unt of<br>rlying<br>rities<br>3 and 4) | 8. Price of Derivative Security (Instr. 5) |
|---|---|--------------------------------------|---|---------------------------------|------|--|---------------------|--------------------|-----------------------|--|--|
|   |   |                                      |   | Code                            | V    | (A) (D)  | Date<br>Exercisable | Expiration<br>Date | Title                 | Amount<br>or<br>Number<br>of<br>Shares           |  |

## **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                   |       |  |  |  |
|---|---------------|-----------|-------------------|-------|--|--|--|
|   | Director      | 10% Owner | Officer           | Other |  |  |  |
| Mitchell David T.<br>C/O FABRINET USA, INC.<br>4104 24TH STREET #345<br>SAN FRANCISCO, CA 94114 | X             |           | CEO &<br>Chairman |       |  |  |  |

# **Signatures**

Andrew Chew, Attorney-in-fact for David T.

Mitchell

07/02/2014

\*\*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)** 

Reporting Owners 2

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This sale price represents the weighted average sale price of the shares sold ranging from \$20.44 to \$20.78 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. 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.