Mitchell David T. Form 4 February 16, 2018

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 obligations may continue. See Instruction

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(b).

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

Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) 3. Date of Earliest Transaction

2. Issuer Name and Ticker or Trading

(Month/Day/Year) 02/16/2018

Fabrinet [FN]

(Check all applicable) \_X\_\_ Director 10% Owner

**Executive Chairman** 

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

below)

X\_ Officer (give title Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

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burden hours per

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

#### **DUBLIN, CA 94568**

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		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	(1113tr. 3 and 4)		D 1-4
Ordinary Shares	02/16/2018		S	10,673	D	\$ 29.3 (1)	30,007	I	By 1st Son's Trust (2)
Ordinary Shares	02/16/2018		S	10,674	D	\$ 29.3 (1)	30,006	I	By 2nd Son's Trust (2)
Ordinary Shares	02/16/2018		S	10,674	D	\$ 29.3 (1)	30,007	I	By 3rd Son's Trust (2)
Ordinary Shares							590,834	I	By Trust

Ordinary Shares

111,057 D

> **SEC 1474** (9-02)

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.

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>.</b>	ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Relationships

#### **Reporting Owners**

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

#### **Signatures**

Andrew Chew, Attorney-in-fact for David T. 02/16/2018 Mitchell

> \*\*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).

This sale price represents the weighted average sale price of the shares sold ranging from \$29.25 to \$29.455 per share. Upon request by (1) 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.

**(2)** 

Reporting Owners 2

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Shares are held in trusts for the benefit of each of the Reporting Person's children. The Reporting Person disclaims beneficial ownership 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.

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

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.