

Fabrinet
Form 4
June 05, 2014

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
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
ASIA PACIFIC GROWTH FUND
III L P

(Last) (First) (Middle)

C/O H&Q ASIA PACIFIC SUITE
2018, HUTCHISON HOUSE 10
HARCOURT ROAD, CENTRA

(Street)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/03/2014

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ ☒ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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

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

HONG KONG

(City) (State) (Zip)

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	06/03/2014		S ⁽¹⁾		3,150,000	D	\$ 18 ⁽²⁾
							3,107,063
							D ⁽³⁾

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)

Edgar Filing: Fabrinet - Form 4

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
ASIA PACIFIC GROWTH FUND III L P C/O H&Q ASIA PACIFIC SUITE 2018 HUTCHISON HOUSE 10 HARCOURT ROAD, CENTRA HONG KONG	X
ASIA PACIFIC ASSOCIATES III LTD C/O H&Q ASIA PACIFIC, SUITE 2018 HUTCHISON HOUSE, 10 HARCOURT RD, CENTRAL HONG KONG	X

Signatures

/s/ Ta-lin Hsu, Director of Asia Pacific Associates III, Ltd., and as general partner of Asia Pacific Growth Fund III, L.P.

06/05/2014

____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).

On June 3, 2014, pursuant to an underwriting agreement entered into on May 28, 2014, among Fabrinet, Asia Pacific Growth Fund III, L.P. ("APGF III") and Morgan Stanley & Co. LLC, as underwriter (the "Underwriter"), APGF III sold 3,150,000 ordinary shares to the Underwriter.

(2) Represents price of \$18.00 per ordinary share paid by the Underwriter to APGF III.

(3) These securities may be deemed directly beneficially owned by APGF III and indirectly beneficially owned by Asia Pacific Associates III, Ltd., which is the general partner of APGF III. Each reporting person disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares 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.