

Fabrinet  
Form S-1MEF  
March 03, 2011

As filed with the Securities and Exchange Commission on March 3, 2011

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form S-1**

*REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933*

**Fabrinet**

(Exact name of registrant as specified in its charter)

**Cayman Islands**  
(State or other jurisdiction of  
incorporation or organization)

**3661**  
(Primary Standard Industrial  
Classification Code Number)

**Not Applicable**  
(I.R.S. Employer  
Identification Number)

**Walker House**

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87 Mary Street

George Town

Grand Cayman

KY1-9005

Cayman Islands

+66 2-524-9660

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Corporation Service Company

1090 Vermont Avenue, N.E., Suite 430

Washington, D.C. 20005

(800) 927-9800

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

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Professional Corporation

(852) 2533-3300

650 Page Mill Road

Palo Alto, CA 94304-1050

(650) 493-9300

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  File No. 333-172355

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer "

Non-accelerated filer (Do not check if a smaller reporting company) x

Accelerated filer "

Smaller reporting company "

### CALCULATION OF REGISTRATION FEE

<b>Title of each Class of Securities to be Registered</b>	<b>Amount to be Registered(1)(2)</b>	<b>Proposed Maximum Offering Price Per Share(3)</b>	<b>Proposed Maximum Aggregate Offering Price (1)(2)(3)</b>	<b>Amount of Registration Fee</b>
Ordinary shares, par value \$0.01 per share	1,392,650	\$28.50	\$39,690,525	\$4,609

- (1) Includes ordinary shares that the underwriters may purchase, including pursuant to the underwriters' option to purchase additional shares, if any, from certain of the selling shareholders.
- (2) The 1,392,650 shares being registered under this Registration Statement are in addition to the 6,900,000 shares registered pursuant to the Registration Statement on Form S-1 (File No. 333-172355).
- (3) Based on the public offering price.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of registering additional ordinary shares of Fabrinet (the Registrant). The contents of the Registration Statement on Form S-1, as amended (File No. 333-172355), initially filed by the Registrant on February 18, 2011 and declared effective by the Securities and Exchange Commission (the Commission) on March 3, 2011, including the documents incorporated by reference in the prospectus contained therein and the exhibits thereto, are incorporated herein by reference.

**CERTIFICATION**

The Registrant hereby certifies to the Commission that the Registrant has paid to the Commission amounts sufficient to cover the filing fee set forth on the cover page of this Registration Statement for the additional ordinary shares being registered hereby in connection with the Registration Statement on Form S-1 (File No. 333-172355).

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in San Francisco, California on March 3, 2011.

## FABRINET

By: /s/ DAVID T. MITCHELL  
 Name: David T. Mitchell  
 Title: Chief Executive Officer and Chairman of  
 the Board of Directors

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Capacity	Date
/s/ DAVID T. MITCHELL	Chief Executive Officer and Chairman	March 3, 2011
<b>David T. Mitchell</b>	of the Board of Directors (Principal Executive Officer)	
/s/ MARK J. SCHWARTZ	Executive Vice President, Chief Financial Officer and Secretary	March 3, 2011
<b>Mark J. Schwartz</b>	(Principal Financial and Accounting Officer)	
*	Director	March 3, 2011
<b>Mark A. Christensen</b>		
*	Director	March 3, 2011
<b>Ta-lin Hsu</b>		
*	Director	March 3, 2011
<b>Thomas F. Kelly</b>		
*	Director	March 3, 2011
<b>Frank H. Levinson</b>		
*	Director	March 3, 2011
<b>Rollance E. Olson</b>		
*	Director	March 3, 2011
<b>Virapan Pulges</b>		
*	Director	March 3, 2011

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**William J. Perry**

\*By: /s/ MARK J. SCHWARTZ

**Mark J. Schwartz**

**Attorney-in-Fact**

**INDEX TO EXHIBITS**

<b>Exhibit</b>		<b>Incorporated by reference herein</b>				
<b>Number</b>	<b>Description</b>	<b>Filed herewith</b>	<b>Form</b>	<b>Exhibit No.</b>	<b>Filing Date</b>	<b>File. No.</b>
5.1	Opinion of Walkers, special counsel to the registrant, regarding the validity of the registrant's ordinary shares being registered	x				
23.1	Consent of PricewaterhouseCoopers ABAS Ltd.	x				
23.2	Consent of Walkers (included in Exhibit 5.1)	x				
24.1	Power of Attorney		S-1	24.1	February 18, 2011	333-172355