

Fabrinet  
Form 4  
January 05, 2015

**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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
01/02/2015

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	01/02/2015		S <u>(1)</u>		30,000	D \$ 16.7411 <u>(2)</u>	1,170,715	I	By Trust <u>(3)</u>
Ordinary Shares	01/02/2015		S <u>(1)</u>		10,000	D \$ 17.51	1,160,715	I	By Trust <u>(3)</u>
Ordinary Shares							432,605	D	
Ordinary Shares							100,680	I	By 1st Son's Trust <u>(4)</u>
							100,680	I	

# Edgar Filing: Fabrinet - Form 4

Ordinary  
Shares

By 2nd  
Son's  
Trust <sup>(4)</sup>

Ordinary  
Shares

100,681 I

By 3rd  
Son's  
Trust <sup>(4)</sup>

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)

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 Following Reported Transaction (Instr. 6)
				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
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

01/05/2015

           \*\*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.

This sale price represents the weighted average sale price of the shares sold ranging from \$16.50 to \$17.45 per share. Upon request by the

- (2) 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.

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