

Fabrinet
Form 4
June 05, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HSU TA LIN

(Last) (First) (Middle)

C/O H&Q ASIA PACIFIC, SUITE
2018, HUTCHISON HOUSE, 10
HARCOURT RD, CENTRAL

(Street)

HONG KONG, K3

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares	06/03/2014		S ⁽¹⁾		3,150,000	D	\$ 18 ⁽²⁾
					3,143,564	I	
							By Asia Pacific Growth Fund III, L.P and H&Q Asia Pacific, Ltd. ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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
HSU TA LIN C/O H&Q ASIA PACIFIC, SUITE 2018 HUTCHISON HOUSE, 10 HARCOURT RD, CENTRAL HONG KONG, K3			X	

Signatures

/s/ Ta-lin Hsu 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).
 - (1) 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) Consists of (i) 3,107,063 shares held by APGF III and (ii) 36,501 shares held by H&Q Asia Pacific, Ltd. The Reporting Person is chairman of H&Q Asia Pacific, Ltd. and a member of the investment committee of Asia Pacific Associates III, Ltd., which is the general partner of APGF III. The reporting person disclaims beneficial ownership of these securities except to the extent of his 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.

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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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