

Fabrinet
Form S-8
August 20, 2010

As filed with the Securities and Exchange Commission on August 20, 2010

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8
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)

Not applicable
(I.R.S. Employer
Identification Number)

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Walker House

87 Mary Street

George Town

Grand Cayman

KY1-9005

Cayman Islands

(662) 998-9956

(Address, including zip code and telephone number, of principal executive offices)

1999 AMENDED AND RESTATED SHARE OPTION PLAN

2010 PERFORMANCE INCENTIVE PLAN

(Full title of the plan)

Corporation Service Company

1090 Vermont Avenue, N.E., Suite 430

Washington, D.C. 20005

(Name and address of agent for service)

(800) 927-9800

(Telephone number, including area code, of agent for service)

Copies to:

Robert P. Latta, Esq.

Nathaniel P. Gallon, Esq.

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Wilson Sonsini Goodrich & Rosati,

Professional Corporation

650 Page Mill Road

Palo Alto, CA 94304-1050

(650) 493-9300

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. (Check one):

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not Check if a smaller reporting company) Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Registered (1) | Proposed | Proposed | Amount of Registration Fee |
|--|----------------|----------------|--------------|----------------------------|
| | | Maximum | Maximum | |
| | to be | Offering Price | Aggregate | |
| Ordinary shares, \$0.01 par value | | | | |
| To be issued under the 2010 Performance Incentive Plan | 1,507,250(2) | \$14.98(3) | \$22,578,605 | \$220.44 |
| Outstanding under the 1999 Amended and Restated Share | | | | |
| Option Plan | 837,855(4) | \$3.69(5) | \$3,091,685 | \$1,609.85 |
| TOTAL: | 2,345,105 | | \$25,670,290 | \$1,830.29 |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's ordinary shares that become issuable under any of the listed plans by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding ordinary shares.
- (2) Ordinary shares reserved for issuance under the 2010 Performance Incentive Plan (2010 Plan) consist of (a) 1,500,000 ordinary shares initially available for future grant under the 2010 Plan plus (b) 7,250 ordinary shares that were originally subject to options granted under the 1999 Amended and Restated Share Option Plan (1999 Plan) and outstanding on June 24, 2010, the effective date of the Registrant's first Registration Statement on Form S-1 relating to the ordinary shares, which have expired, been cancelled or terminated after June 24, 2010 through the date of this Registration Statement without being exercised. To the extent currently outstanding awards under the 1999 Plan expire, are cancelled or terminate after the date of this Registration Statement, the ordinary shares subject to such awards will be available for future issuance under the 2010 Plan.
- (3) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$14.98 per share, which represents the average of the high and low prices per share of the Registrant's ordinary shares as reported on the New York Stock Exchange on August 13, 2010.
- (4) To the extent currently outstanding awards under the 1999 Plan expire, are cancelled or terminate after the date of this Registration Statement, the ordinary shares subject to such awards will be available for future issuance under the 2010 Plan.

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- (5) Estimated in accordance with Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee on the basis of the weighted average exercise price of \$3.69 per share.

REGISTRATION STATEMENT ON FORM S-8

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION.

The documents containing the information specified in this Item 1 will be sent or given to employees, officers, directors or others as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the Securities Act). In accordance with the rules and regulations of the Securities and Exchange Commission (the Commission) and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.

The documents containing the information specified in this Item 2 will be sent or given to employees, officers, directors or others as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The Registrant hereby incorporates by reference in this Registration Statement the following documents and information previously filed with the Commission:

(1) The Registrant's prospectus filed pursuant to Rule 424(b) under the Securities Act with the Commission on June 25, 2010, relating to the Registrant's Registration Statement on Form S-1 (File No. 333-163258) and which includes audited financial statements for the Registrant's fiscal year ended June 26, 2009; and

(2) The description of the Registrant's ordinary shares contained in the Registrant's Registration Statement on Form 8-A (File No. 001-34775) filed with the Commission on June 14, 2010, pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicate that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Cayman Islands law does not limit the extent to which a company's memorandum and articles of association may provide for indemnification of directors and officers, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime. The Registrant's amended and restated memorandum and articles of association provide for indemnification of directors and officers for actions, costs, charges, losses, damages and expenses incurred in their capacities as such, except that such indemnification does not extend to any matter in respect of any fraud or dishonesty that may attach to any of them.

The Registrant has entered into, and expects to continue to enter into, agreements to indemnify its directors and officers. These indemnification agreements generally provide that the Registrant will indemnify its directors and officers against certain liabilities and expenses incurred by such persons in connection with claims by reason of their being such a director or officer.

In addition to the indemnification provisions set forth above, the Registrant also maintains directors' and officers' liability insurance. These indemnification provisions and the indemnification agreements entered into between the Registrant and its directors and officers may be sufficiently broad to permit indemnification of the Registrant's directors and officers for liabilities (including reimbursement of expenses incurred) arising under the Securities Act.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

| Exhibit Number | Description | Form | Incorporated by reference herein | | |
|----------------|---|-------|----------------------------------|------------------|------------|
| | | | Exhibit No. | Filing Date | File No. |
| 5.1 | Opinion of Walkers, regarding the legality of the securities being registered | | | | |
| 23.1 | Consent of PricewaterhouseCoopers ABAS Limited | | | | |
| 23.2 | Consent of Walkers (included in Exhibit 5.1) | | | | |
| 24.1 | Power of Attorney (included as part of the signature page to this Registration Statement) | | | | |
| 99.1.1 | Fabrinet Amended and Restated 1999 Share Option Plan | S-1 | 10.1.1 | November 7, 2007 | 333-147191 |
| 99.1.2 | Form of Share Option Agreement under the Fabrinet Amended and Restated 1999 Share Option Plan | S-1 | 10.1.2 | November 7, 2007 | 333-147191 |
| 99.2.1 | Fabrinet 2010 Performance Incentive Plan | S-1/A | 10.2.1 | May 3, 2010 | 333-163258 |
| 99.2.2 | Form of Agreement under the Fabrinet 2010 Performance Incentive Plan | S-1/A | 10.2.2 | May 3, 2010 | 333-163258 |
| 99.2.3 | Form of Notice of Grant of Restricted Shares under the Fabrinet 2010 Performance Incentive Plan | S-1/A | 10.2.3 | May 3, 2010 | 333-163258 |

ITEM 9. UNDERTAKINGS.

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.

Provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability of the Registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this Registration Statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the indemnification provisions summarized in Item 6 or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in San Francisco, California on August 20, 2010.

FABRINET

By: /s/ MARK J. SCHWARTZ
 Name: **Mark J. Schwartz**
 Title: **Executive Vice President, Chief Financial**

Officer and Secretary**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints David T. Mitchell and Mark J. Schwartz and each of them, as his true and lawful attorney-in-fact and agent with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

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 | Title | Date |
|---|---|-----------------|
| /s/ DAVID T. MITCHELL David T. Mitchell | Chief Executive Officer, President and Chairman of the Board of Directors (Principal Executive Officer) | August 20, 2010 |
| /s/ MARK J. SCHWARTZ Mark J. Schwartz | Executive Vice President, Chief Financial Officer, and Secretary (Principal Financial Officer) | August 20, 2010 |
| /s/ MARK A. CHRISTENSEN Mark A. Christensen | Director | August 20, 2010 |
| /s/ TA-LIN HSU Ta-lin Hsu | Director | August 20, 2010 |
| /s/ FRANK H. LEVINSON Frank H. Levinson | Director | August 20, 2010 |
| /s/ ROLLANCE E. OLSON Rollance E. Olson | Director | August 20, 2010 |
| /s/ VIRAPAN PULGES | Director | August 20, 2010 |

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Virapan Pulges

/s/ **WILLIAM J. PERRY**

Director

August 20, 2010

William J. Perry

INDEX TO EXHIBITS

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