

**FABRINET**  
Reported by  
**NG TOH-SENG**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 08/30/17 for the Period Ending 08/30/17

Telephone	662-524-9600
CIK	0001408710
Symbol	FN
SIC Code	3661 - Telephone and Telegraph Apparatus
Industry	Electronic Equipment & Parts
Sector	Technology
Fiscal Year	06/30

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

<b>Ng Toh-Seng</b>  (Last) (First) (Middle)  <b>C/O FABRINET USA, INC., 3736 FALLON ROAD #428</b>  (Street)  <b>DUBLIN, CA 94568</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <b>Fabrinet [ FN ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b> <p align="center"><b>8/30/2017</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>Officer</b> (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Financial Officer</b>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	8/30/2017		M		22500	A	\$16.83	201749	D	
Ordinary Shares	8/30/2017		S		22500	D	\$39.003 (1)	179249	D	

**Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$16.83	8/30/2017		M			22500	(2)	10/13/2017	Ordinary Shares	22500	\$0.00	0	D	

**Explanation of Responses:**

- (1) This sale price represents the weighted average sale price of the shares sold ranging from \$38.88 to \$39.13 per share. Upon request by the 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.
- (2) The shares subject to the option were fully vested and exercisable.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Ng Toh-Seng</b> <b>C/O FABRINET USA, INC.</b> <b>3736 FALLON ROAD #428</b> <b>DUBLIN, CA 94568</b>			<b>Chief Financial Officer</b>	

**Signatures**

**Andrew Chew, Attorney-in-fact for Toh-Seng Ng** **8/30/2017**

\*\*Signature of Reporting Person

Date

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

\* 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).

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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