

Fabrinet
Form 4
February 26, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Gill Harpal

(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)
02/24/2016

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)
President & COO

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 | 02/24/2016 | | M | | 6,989 A \$ 14.12 | 195,741 | D |
| Ordinary Shares | 02/24/2016 | | S | | 6,989 D \$ 29 | 188,752 | D |
| Ordinary Shares | 02/25/2016 | | M | | 93 A \$ 14.12 | 188,845 | D |
| Ordinary Shares | 02/25/2016 | | M | | 7,862 A \$ 16.83 | 196,707 | D |
| Ordinary Shares | 02/25/2016 | | S | | 7,955 D \$ 29.003 | 188,752 | D |

(1)

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| | | | | | | | |
|-----------------|------------|---|-------|---|------------------|---------|---|
| Ordinary Shares | 02/26/2016 | M | 5,908 | A | \$ 16.83 | 194,660 | D |
| Ordinary Shares | 02/26/2016 | S | 5,908 | D | \$ <u>(2)</u> | 188,752 | D |

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. F... Der... Sec... (Ins... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 14.12 | 02/24/2016 | | M | 6,989 | <u>(3)</u> | 11/10/2018 | Ordinary Shares | 6,989 |
| Stock Option (right to buy) | \$ 14.12 | 02/25/2016 | | M | 93 | <u>(3)</u> | 11/10/2018 | Ordinary Shares | 93 |
| Stock Option (right to buy) | \$ 16.83 | 02/25/2016 | | M | 7,862 | <u>(3)</u> | 10/13/2017 | Ordinary Shares | 7,862 |
| Stock Option (right to buy) | \$ 16.83 | 02/26/2016 | | M | 5,908 | <u>(3)</u> | 10/13/2017 | Ordinary Shares | 5,908 |

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer Other

Gill Harpal
C/O FABRINET USA, INC.
3736 FALLON ROAD #428
DUBLIN, CA 94568

President & COO

Signatures

Andrew Chew, Attorney-in-fact for
Harpal Gill

02/26/2016

__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).

This sale price represents the weighted average sale price of the shares sold ranging from \$29.00 to \$29.03 per share. Upon request by the

(1) 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.

This sale price represents the weighted average sale price of the shares sold ranging from \$29.00 to \$29.06 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) The shares subject to the option are fully vested and exercisable.

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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