

Fabrinet
Form 4
March 22, 2013

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

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2013

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)
				(A) or (D)	Price		
Ordinary Shares	03/04/2011		J ⁽¹⁾	V 2,801	D \$ 0	3,700	D
Ordinary Shares	03/15/2012		D ⁽²⁾	5,810	D \$ 0	3,700	D
Ordinary Shares	08/24/2012		J ⁽³⁾	V 3,700	D \$ 0	0	D
Ordinary Shares	03/20/2013		S ⁽⁴⁾	2,900,000	D \$ 13.405 ⁽⁵⁾	6,257,063	I By Asia Pacific Growth Fund III,

Ordinary Shares		36,501 ⁽⁷⁾	I	L.P. ⁽⁶⁾ By H&Q Asia Pacific, Ltd.
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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. 3)
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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			X	

Signatures

/s/ Ta-lin Hsu 03/22/2013
 **Signature of Date
 Reporting Person

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).

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- (1) Represents 2,801 ordinary shares which were transferred from the reporting person to H&Q Asia Pacific, Ltd. ("HQAP") of which entity the reporting person serves as chairman.
Represents 5,810 restricted stock units awarded to the reporting person on December 12, 2011 as partial compensation for serving on the issuer's board of directors, which had not vested as of March 15, 2012 and were forfeit upon termination of the reporting person's service as a director on such date.
- (2) Represents 3,700 ordinary shares which were transferred from the reporting person to HQAP.
On March 20, 2013, pursuant to an underwriting agreement entered into on March 14, 2013 (amended on March 20, 2013), among
- (3) Fabrinet, certain selling shareholders and the underwriters named therein, Asia Pacific Growth Fund III, L.P. ("APGF III") sold 2,900,000 ordinary shares.
- (4) Represents public offering price of \$14.00 per ordinary share less the underwriting discounts and commissions of \$0.595 per ordinary share.
The reporting person is a member of the investment committee of Asia Pacific Associates III, Ltd., which is the general partner of APGF III. These securities may be deemed directly beneficially owned by APGF III and indirectly beneficially owned by Asia Pacific
- (5) Associates III, Ltd. 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.
Includes an aggregate of 6,501 ordinary shares transferred to HQAP from reporting person as noted above. The reporting person
- (6) 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.
- (7)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.