Fabrinet Form 4 August 22, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Mitchell David T.			Issuer Name and Ticker or Trading Symbol Fabrinet [FN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(encer un applicable)			
	C/O FABRINET USA, INC., 3736 FALLON ROAD #428		(Month/Day/Year) 08/18/2016	_X Director 10% OwnerX Officer (give title Other (specify below) CEO & Chairman			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
DUBLIN, CA 94568			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reportin Person			
(City)	(State)	(Zin)					

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative S	Securi	ties Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Ordinary Shares	08/18/2016		Code V A	Amount 128,211 (1)	(D)	Price \$ 0	725,533	D	
Ordinary Shares	08/18/2016		A	61,758 (2)	A	\$ 0	787,291	D	
Ordinary Shares	08/18/2016		M(3)	75,000	A	\$ 16.83	615,715	I	By Trust
Ordinary Shares	08/18/2016		S(5)	75,000	D	\$ 39.946 <u>(6)</u>	540,715	I	By Trust
Ordinary Shares							75,680	I	By 1st Son's

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			Trust (/)
Ordinary Shares	75,680	I	By 2nd Son's Trust (7)
Ordinary Shares	75,681	I	By 3rd Son's Trust (7)
Reminder: Report on a separate line for each class of securities beneficially	owned directly or indirectly.		

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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. Transactic Code (Instr. 8)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 16.83	08/18/2016		M	75,000	(8)	10/13/2017	Ordinary Shares	75,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Mitchell David T. C/O FABRINET USA, INC. 3736 FALLON ROAD #428 DUBLIN, CA 94568	X		CEO & Chairman				

Signatures

Andrew Chew, Attorney-in-fact for David T. 08/22/2016 Mitchell

> **Signature of Reporting Person Date

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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) Each share is represented by a Restricted Stock Unit ("RSU"). The RSUs will vest in four (4) equal annual installments on August 18 in 2017, 2018, 2019 and 2020, provided that the Reporting Person is a service provider on each such vesting date.
- (2) Each share is represented by an RSU. The RSUs will vest in three (3) equal annual installments on August 18 in 2017, 2018 and 2019, provided that the Reporting Person is a service provider on each such vesting date.
- (3) Exercised shares issued to trust.
- (4) Shares are held by the David T. Mitchell Separate Property Trust, of which the Reporting Person is the sole trustee.
- (5) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 16, 2016.
- This sale price represents the weighted average sale price of the shares sold ranging from \$39.54 to \$40.145 per share. Upon request by (6) 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.
- Shares are held in trusts for the benefit of each of the Reporting Person's children. The Reporting Person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (8) 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. 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.