Ng Toh-Seng Form 4 August 16, 2018

FORM 4

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

Check this box subject to

if no longer Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 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(b).

(Last)

(City)

1. Name and Address of Reporting Person * Ng Toh-Seng

> (First) (Middle)

C/O FABRINET USA, INC., 3736

FALLON ROAD #428

(Street)

(State)

DUBLIN, CA 94568

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Fabrinet [FN]

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

08/14/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

(Check all applicable) Director 10% Owner Other (specify X_ Officer (give title below) below)

Issuer

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check Applicable Line)

Chief Financial Officer

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 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) Owned Ownership (Instr. 8) (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price 41,996 **Ordinary** 08/14/2018 A A \$0 221,245 D (1) Shares 20,998 **Ordinary** D 08/14/2018 F 200,247 D (2) 43.29 Shares Ordinary 6,375 F D 08/15/2018 D 193,872 Shares (3)

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		;		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities		(Ins				Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Exercisable Date	Expiration	on Title	or		
							•		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

> > Date

Ng Toh-Seng

C/O FABRINET USA, INC. 3736 FALLON ROAD #428

Chief Financial Officer

DUBLIN, CA 94568

Signatures

Andrew Chew, Attorney-in-fact for Toh-Seng Ng

08/16/2018

**Signature of 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).
- This number represents shares acquired upon vesting of performance-based restricted share units ("PSUs") granted in August 2016, as a
- (1) result of exceeding pre-established performance targets that were certified by the Compensation Committee of the Issuer on August 14,
- (2) The reported shares were withheld to cover the Reporting Person's tax liability in connection with the vesting of PSUs.
- (3) The reported shares were withheld to cover the Reporting Person's tax liability in connection with the vesting of restricted share units.

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.

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