Mitchell David T. Form 4/A November 17, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

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

**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Mitchell David T.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(City)

Shares

(First)

Fabrinet [FN] (Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 11/10/2011

X Director X 10% Owner X\_ Officer (give title Other (specify

below)

CEO & Chairman

C/O FABRINET, 4104 24TH **STREET #345** 

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

Filed(Month/Day/Year)

11/16/2011

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

SAN FRANCISCO, CA 94114

(State)

11/10/2011

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Indirect (I) Owned Following (Instr. 4) Reported

Indirect Beneficial Ownership (Instr. 4)

(9-02)

Ordinary

(Zip)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

63,739 Α A \$0

(1)(2)

 $63,739 \frac{(1)}{2}$ D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Transaction(s)

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

#### Edgar Filing: Mitchell David T. - Form 4/A

Deriva Securit (Instr.	tive Conversion or Exercise	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)					Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Stock Optio (right buy)	n \$ 14 12	11/10/2011		A	129,828 (1)		12/10/2011(3)	11/10/2018	Ordinary Shares	129,8 (1)

5. Number of

6. Date Exercisable and

7. Title and Amount

## **Reporting Owners**

1. Title of 2.

Reporting Owner Name / Address	Relationships						
<b></b>	Director	10% Owner	Officer	Other			
Mitchell David T. C/O FABRINET 4104 24TH STREET #345 SAN FRANCISCO, CA 94114	X	X	CEO & Chairman				
Signatures							
Andrew Chew, Attorney-in-fact for Mitchell		11/17/2011					

3. Transaction Date 3A. Deemed

# **Explanation of Responses:**

\*\*Signature of Reporting Person

- 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).
- Due to an administrative error, the number of securities reported pursuant to this transaction in the Reporting Person's original Form 4 (1) was incorrect. This amendment reflects the correct number of options and RSUs, as applicable, received by the Reporting Person and the correct number of shares beneficially owned by the Reporting Person following the reported transaction.

Date

- Each share is represented by a Restricted Stock Unit ("RSU"). The RSUs will vest in equal annual installments over a period of four years **(2)** on the anniversary date of the RSU grant, provided that the Reporting Person is a service provider on each such vesting date.
- (3) The shares subject to the option vest in equal installments of 1/48 per month until 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.

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