

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

Form S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Fabrinet

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

3661
(Primary Standard Industrial
Classification Code Number)

Not Applicable
(I.R.S. Employer
Identification Number)

Walker House
87 Mary Street
George Town
Grand Cayman
KY1-9005
Cayman Islands
+66 2-524-9660

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Corporation Service Company
1090 Vermont Avenue, N.E., Suite 430
Washington, D.C. 20005
(800) 927-9800

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Larry W. Sonsini, Esq.
Robert P. Latta, Esq.
Nathaniel P. Gallon, Esq.
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304-1050
(650) 493-9300

James C. Lin, Esq.
Davis Polk & Wardwell LLP
c/o 18th Floor, The Hong Kong Club Building
3A Chater Road, Hong Kong
(852) 2533-3300

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ File No. 333-172355

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer (Do not check if a smaller reporting company) ☒

Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price (1)(2)(3)	Amount of Registration Fee
Ordinary shares, par value \$0.01 per share	1,392,650	\$28.50	\$39,690,525	\$4,609

- (1) Includes ordinary shares that the underwriters may purchase, including pursuant to the underwriters' option to purchase additional shares, if any, from certain of the selling shareholders.
(2) The 1,392,650 shares being registered under this Registration Statement are in addition to the 6,900,000 shares registered pursuant to the Registration Statement on Form S-1 (File No. 333-172355).
(3) Based on the public offering price.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of registering additional ordinary shares of Fabrinet (the “Registrant”). The contents of the Registration Statement on Form S-1, as amended (File No. 333-172355), initially filed by the Registrant on February 18, 2011 and declared effective by the Securities and Exchange Commission (the “Commission”) on March 3, 2011, including the documents incorporated by reference in the prospectus contained therein and the exhibits thereto, are incorporated herein by reference.

CERTIFICATION

The Registrant hereby certifies to the Commission that the Registrant has paid to the Commission amounts sufficient to cover the filing fee set forth on the cover page of this Registration Statement for the additional ordinary shares being registered hereby in connection with the Registration Statement on Form S-1 (File No. 333-172355).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in San Francisco, California on March 3, 2011.

FABRINET

By: /S/ DAVID T. MITCHELL
Name: David T. Mitchell
Title: Chief Executive Officer and Chairman of the Board of Directors

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
/S/ DAVID T. MITCHELL David T. Mitchell	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	March 3, 2011
/S/ MARK J. SCHWARTZ Mark J. Schwartz	Executive Vice President, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	March 3, 2011
* Mark A. Christensen	Director	March 3, 2011
* Ta-lin Hsu	Director	March 3, 2011
* Thomas F. Kelly	Director	March 3, 2011
* Frank H. Levinson	Director	March 3, 2011
* Rollance E. Olson	Director	March 3, 2011
* Virapan Pulges	Director	March 3, 2011
* William J. Perry	Director	March 3, 2011

*By: /S/ MARK J. SCHWARTZ
Mark J. Schwartz
Attorney-in-Fact

INDEX TO EXHIBITS

Exhibit Number	Description	Filed herewith	Incorporated by reference herein			
			Form	Exhibit No.	Filing Date	File. No.
5.1	Opinion of Walkers, special counsel to the registrant, regarding the validity of the registrant's ordinary shares being registered	x				
23.1	Consent of PricewaterhouseCoopers ABAS Ltd.	x				
23.2	Consent of Walkers (included in Exhibit 5.1)	x				
24.1	Power of Attorney		S-1	24.1	February 18, 2011	333-172355

3 March 2011

Our Ref: IG

Fabrinet
c/o Walkers Corporate Services Limited
Walker House
87 Mary Street
George Town
Grand Cayman KY1-9005
Cayman Islands

Dear Sirs

FABRINET (THE “COMPANY”)

We have acted as Cayman Islands legal advisers to Fabrinet (the “**Company**”) in connection with the Company’s registration statement on Form S-1, File No. 333-172355, as amended (the “**Earlier Registration Statement**”), filed with the United States Securities and Exchange Commission (the “**Commission**”) under the United States Securities Act of 1933, as amended (the “**Securities Act**”) and the Registration Statement filed with the Commission pursuant to Rule 462(b) of the Securities Act, relating to such Earlier Registration Statement (the “**Post-Effective Amendment**”) and together with the Earlier Registration Statement, the “**Registration Statement**”), relating to the offering of Ordinary Shares of the Company by certain selling shareholders identified as such in the Registration Statement. We are furnishing this opinion as Exhibit 5.1 to the Post-Effective Amendment.

For the purposes of giving this opinion, we have examined and relied upon the originals, copies or translations of the documents listed in Schedule 1.

In giving this opinion we have relied upon the assumptions set out in Schedule 2, which we have not independently verified.

We are Cayman Islands Attorneys at Law and express no opinion as to any laws other than the laws of the Cayman Islands in force and as interpreted at the date of this opinion. We have not, for the purposes of this opinion, made any investigation of the laws, rules or regulations of any other jurisdiction.

Based upon the foregoing examinations and assumptions and upon such searches as we have conducted and having regard to legal considerations which we consider relevant, and under the laws of the Cayman Islands, we give the following opinions in relation to the matters set out below.

1. The Company is a limited liability exempted company duly incorporated, validly existing and in good standing under the laws of the Cayman Islands.
2. The authorized share capital of the Company is US\$5,050,000, consisting of 500,000,000 Ordinary Shares, par value US\$0.01 per Share, and 5,000,000 Preferred Shares, par value US\$0.01 per Share.

3. The Ordinary Shares have been duly and validly authorised and validly issued, fully paid and non-assessable (meaning that no further sums are payable to the Company with respect to the holding of such Shares). Such Shares will be registered in the Register of Members as fully paid and are not subject to any restrictions on voting, pre-emptive or similar rights or transfer restrictions or liens under Cayman Islands law or the Memorandum and Articles of Association (as defined in Schedule 1).
4. The sale of the Ordinary Shares held by the selling shareholders named in the Registration Statement has been authorised by all necessary corporate action of the Company.
5. The statements under the caption “Taxation” in the prospectus forming part of the Registration Statement, to the extent that they constitute statements of Cayman Islands law, are accurate in all material respects.

We hereby consent to the use of this opinion in, and the filing hereof, as an exhibit to the Post-Effective Amendment and to the reference to our firm under the heading “Legal Matters” and elsewhere in the prospectus included in the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act, or the Rules and Regulations of the Commission thereunder.

This opinion is limited to the matters referred to herein and shall not be construed as extending to any other matter or document not referred to herein.

This opinion shall be construed in accordance with the laws of the Cayman Islands.

Yours faithfully

/s/ Walkers

WALKERS

SCHEDULE 1

List of Documents Examined

1. The Certificate of Incorporation dated 12 August 1999, Amended and Restated Memorandum and Articles of Association as registered on 30 April 2010 (the “**Memorandum and Articles of Association**”), the minute book, the Register of Members, Register of Directors and the Register of Charges of the Company, copies of which have been provided to us by its registered office in the Cayman Islands on 28 February 2011 (the “**Company Records**”);
2. a Certificate of Good Standing dated 28 February 2011 in respect of the Company issued by the Registrar of Companies;
3. a copy of executed written resolutions of all the directors of the Company dated 19 November 2009 and 17 February 2011 and a copy of executed written resolutions of all the Shareholders of the Company dated 30 April 2010 (collectively the “**Resolutions**”); and
4. the Registration Statement.

SCHEDULE 2

Assumptions

This opinion is given based upon the following assumptions:

1. The originals of all documents examined in connection with this opinion are authentic. All documents purporting to be sealed have been so sealed. All copies are complete and conform to their originals.
2. The Company Records are complete and accurate and constitute a complete and accurate record of the business transacted and resolutions adopted by the Company and all matters required by law and the Memorandum and Articles of Association of the Company to be recorded therein are so recorded.
3. The Resolutions remain in full force and effect and have not been revoked, superseded or varied.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated September 8, 2010 relating to the financial statements, which appears in Fabrinet's Annual Report on Form 10-K for the year ended June 25, 2010.

/s/ PricewaterhouseCoopers ABAS Ltd.

Bangkok, Thailand
March 3, 2011