

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ASIA PACIFIC GROWTH FUND III L P</u>  (Last) (First) (Middle) <u>C/O H&amp;Q ASIA PACIFIC SUITE 2018</u> <u>HUTCHISON HOUSE 10 HARCOURT ROAD, CENTRA</u>  (Street) <u>HONG KONG</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Fabrinet [ FN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/03/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	06/03/2014		S <sup>(1)</sup>		3,150,000	D	\$18 <sup>(2)</sup>	3,107,063	D <sup>(3)</sup>	

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
ASIA PACIFIC GROWTH FUND III L P  
 (Last) (First) (Middle)  
C/O H&Q ASIA PACIFIC SUITE 2018  
HUTCHISON HOUSE 10 HARCOURT ROAD, CENTRA  
 (Street)  
HONG KONG  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ASIA PACIFIC ASSOCIATES III LTD  
 (Last) (First) (Middle)  
C/O H&Q ASIA PACIFIC, SUITE 2018  
HUTCHISON HOUSE, 10 HARCOURT RD, CENTRAL  
 (Street)  
HONG KONG  
 (City) (State) (Zip)

**Explanation of Responses:**

- On June 3, 2014, pursuant to an underwriting agreement entered into on May 28, 2014, among Fabrinet, Asia Pacific Growth Fund III, L.P. ("APGF III") and Morgan Stanley & Co. LLC, as underwriter (the "Underwriter"), APGF III sold 3,150,000 ordinary shares to the Underwriter.
- Represents price of \$18.00 per ordinary share paid by the Underwriter to APGF III.
- These securities may be deemed directly beneficially owned by APGF III and indirectly beneficially owned by Asia Pacific Associates III, Ltd., which is the general partner of APGF III. Each reporting person disclaims beneficial ownership of these securities except to the extent of its 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.

**Remarks:**

/s/ Ta-lin Hsu, Director of Asia  
Pacific Associates III, Ltd., and  
as general partner of Asia  
Pacific Growth Fund III, L.P. 06/05/2014

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**