
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)

August 18, 2010

Fabrinet

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation)

001-34775
(Commission File Number)

Not Applicable
(IRS Employer
Identification No.)

**Walker House
87 Mary Street
George Town
Grand Cayman
KY1-9005
Cayman Islands**
(Address of principal executive offices, including zip code)

(662) 998-9956
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition.

On August 18, 2010, Fabrinet issued a press release and held a conference call regarding its financial results for the fiscal quarter and year ended June 25, 2010. The full text of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

This information is intended to be furnished under Item 2.02 of Form 8-K, “Results of Operations and Financial Condition” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 – Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated August 18, 2010

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FABRINET

By: /s/ MARK J. SCHWARTZ
Mark J. Schwartz
Executive Vice President, Chief Financial Officer and Secretary

Date: August 18, 2010

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated August 18, 2010

**Fabrinet Announces Fourth Quarter and Fiscal Year 2010
Financial Results**

BANGKOK, Thailand – August 18, 2010 – Fabrinet (NYSE: FN), a provider of precision optical, electro-mechanical and electronic manufacturing services to original equipment manufacturers of complex products, today announced its financial results for the fourth quarter and fiscal year ended June 25, 2010.

Fabrinet reported total revenue of \$157.4 million for the quarter ended June 25, 2010, an increase of 91% compared to revenue of \$82.4 million for the comparable period in 2009. GAAP net income in the fourth quarter was \$13.6 million, or \$0.43 per diluted share, an increase of 245% compared to GAAP net income of \$3.9 million, or \$0.13 per share in the fourth quarter of 2009.

For fiscal year 2010, Fabrinet reported total revenue was \$505.7 million, an increase of 15% compared to revenue of \$441.1 million for the fiscal year 2009. GAAP net income was \$44.3 million, or \$1.41 per diluted share, a 42% increase compared to a GAAP net income of \$31.3 million, or \$1.00 per share in fiscal 2009.

Tom Mitchell, Chief Executive Officer of Fabrinet, said, “We are pleased with our solid revenue growth in the fourth quarter and full year, and in continuing our long history of profitability. We believe we are expanding our position as a leading specialized engineering and manufacturing partner for the growing optical communications, industrial laser, and sensor markets. We are currently managing the transfer of multiple projects from various customers to Fabrinet in all of these target markets. Our recently completed IPO provided us with approximately \$24 million in additional working capital, and we expect our asset-light manufacturing model to continue to enable us to generate strong return on invested capital.”

Mitchell added, “Looking ahead, we believe that macro trends, including continuing demand for more bandwidth and an increasing number of applications for optics, industrial lasers and sensors, will continue to work in our favor. We believe we can continue to attract new customers, as well as engage in additional projects with existing customers. These growth drivers, combined with good revenue visibility from contracts that are currently under agreement, makes us optimistic about our prospects. With our unique engineering and manufacturing capabilities and expertise, and expanding opportunities, we believe we are well positioned to continue to grow our business and build value for our shareholders over the longer-term.”

Business Outlook

Based on information available as of August 18, 2010, Fabrinet is issuing guidance for the first quarter of fiscal 2011 as follows:

The company expects first quarter revenue to be in the range of \$160 million to \$165 million. GAAP net income is expected to be in the range of \$0.38 to \$0.40 per share, based on approximately 34.3 million fully diluted weighted average shares outstanding.

Conference Call Information

What:	Fabrinet fourth quarter and fiscal year 2010 financial results conference call
When:	Wednesday, August 18, 2010
Time:	5:00 p.m. ET
Live Call:	(866) 543-6405, domestic (617) 213-8897, international Passcode 30425820
Replay:	(888) 286-8010, domestic (617) 801-6888, international Passcode 42449277
Webcast:	http://investor.fabrinet.com/ (live and replay)

This press release and any other information related to the call will also be posted on Fabrinet’s website at that location. The webcast will be archived on Fabrinet’s website for a period of one year.

About Fabrinet

Fabrinet provides precision optical, electro-mechanical and electronic manufacturing services to original equipment manufacturers of complex products, such as optical communication components, modules and sub-systems, industrial lasers and sensors. Fabrinet offers a broad range of advanced optical and electro-mechanical capabilities across the entire manufacturing process, including process design and engineering, supply chain management, manufacturing, final assembly and test. Fabrinet focuses on production of high complexity products in any mix and any volume. Fabrinet maintains engineering and manufacturing resources and facilities in Thailand, the People’s Republic of China and the United States. For more information visit: <http://www.fabrinet.com>.

Safe Harbor

“Safe Harbor” Statement Under U.S. Private Securities Litigation Reform Act of 1995 This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include our expectations regarding our return on invested capital, our expectations regarding growth in our target markets and growth in our business and all of the statements under the “Business Outlook” section relating to our forecasted operating results for the first quarter of fiscal year 2011. These forward-looking statements involve risks and uncertainties, and actual results could vary materially from these forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to: less customer demand for our products and services than forecasted; less growth in the optical communications, industrial lasers and sensors markets than we forecast; difficulties expanding into additional markets, such as the semiconductor processing, biotechnology, metrology and material processing markets; increasing competition in the optical manufacturing services markets; difficulties in designing products and services that compete effectively from a price and performance perspective; our reliance on a limited number of customers and suppliers; difficulties in accurately forecasting demand for our services; difficulties in managing our operating costs; difficulties in managing and operating our business in multiple countries (including in the U.S., Thailand and the People’s Republic of China) and other important factors as described in Fabrinet reports and documents filed from time to time with the Securities and Exchange Commission (SEC), including the factors described under the sections captioned “Risk Factors” in our final prospectus, filed on June 25, 2010. We disclaim any obligation to update information contained in these forward-looking statements whether as a result of new information, future events, or otherwise.

SOURCE: Fabrinet

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Fabrinet
Condensed Consolidated Balance Sheets
(in thousands of U.S. dollars, except share data)
(unaudited)

	June 25, 2010	June 26, 2009
Assets		
Current assets		
Cash and cash equivalents	\$ 84,942	\$ 114,845
Receivable from initial public offering	26,319	—
Trade accounts receivable, net	101,514	51,783
Trade accounts receivable, related parties	—	12,264
Inventories, net	98,146	47,841
Deferred income taxes	696	431
Deposit for land purchase	2,162	—
Prepaid expenses and other current assets	2,547	1,218
Total current assets	316,326	228,382
Non-current assets		
Property, plant and equipment, net	57,651	56,034
Intangibles, net	1,220	1,344
Deferred income taxes	1,626	1,427
Deposits and other non-current assets	602	898
Total non-current assets	61,099	59,703
Total assets	\$ 377,425	\$ 288,085
Liabilities and Shareholders' Equity		
Current liabilities		
Long-term loans from banks, current portion	\$ 6,008	\$ 7,933
Trade accounts payable	102,977	51,020
Trade accounts payable, related parties	—	2,557
Income tax payable	2,521	864
Accrued payroll, profit sharing and related expenses	3,895	3,868
Accrued expenses	3,567	2,353
Other payables	5,935	1,417
Total current liabilities	124,903	70,012
Non-current liabilities		
Long-term loans from banks, non-current portion	14,377	19,385
Severance liabilities	3,456	2,697
Other non-current liabilities	2,526	2,486
Total non-current liabilities	20,359	24,568
Total liabilities	145,262	94,580
Shareholders' equity		
Preferred shares (5,000,000 shares authorized, \$0.01 par value; no shares issued and outstanding as of June 25, 2010 and June 26, 2009, respectively)	—	—
Ordinary shares (500,000,000 shares authorized, \$0.01 par value; 33,751,730 shares and 30,636,622 shares issued and outstanding as of June 25, 2010 and June 26, 2009, respectively)	337	306
Additional paid-in capital	54,786	29,633
Retained earnings	177,040	163,566
Total shareholders' equity	232,163	193,505
Total Liabilities and Shareholders' Equity	\$ 377,425	\$ 288,085

Fabrinet
Condensed Consolidated Statements of Operations
(in thousands of U.S. dollars, except per share data)
(unaudited)

	<u>Three Months Ended</u>		<u>Twelve Months Ended</u>	
	<u>June 25, 2010</u>	<u>June 26, 2009</u>	<u>June 25, 2010</u>	<u>June 26, 2009</u>
Revenues				
Revenues	\$ 128,005	67,313	424,548	337,846
Revenues, related parties	29,406	15,087	81,164	101,895
Income from production wind-down and transfer agreements, related party	—	—	—	1,358
Total revenues	157,411	82,400	505,712	441,099
Cost of revenues	(138,031)	(74,049)	(441,370)	(383,058)
Gross profit	19,380	8,351	64,342	58,041
Selling, general and administrative expenses	(4,227)	(3,336)	(16,192)	(21,960)
Restructuring charges	—	—	—	(2,389)
Operating income	15,153	5,015	48,150	33,692
Interest income	73	134	327	756
Interest expense	(103)	(220)	(500)	(1,266)
Other income	91	—	(40)	—
Foreign exchange gain (loss), net	153	(289)	153	360
Income before income taxes	15,367	4,640	48,090	33,542
Income taxes	(1,793)	(703)	(3,767)	(2,238)
Net income	<u>\$ 13,574</u>	<u>3,937</u>	<u>44,323</u>	<u>31,304</u>
Earnings per share				
Basic	\$ 0.44	0.13	1.44	1.03
Diluted	\$ 0.43	0.13	1.41	1.00
Weighted average number of ordinary shares outstanding				
Basic	30,950	30,577	30,854	30,360
Diluted	31,457	31,308	31,369	31,183