SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

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

KELLY THOMAS F		Date of Event equiring Staten Aonth/Day/Year 0/29/2010	nent T	3. Issuer Name and Ticker or Trading Symbol <u>Fabrinet</u> [FN]						
(Last) (First) (Middle) C/O FABRINET					ationship of Reporting Perso < all applicable) Director	n(s) to Issuer 10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year)		
4104 24TH STREET #345					Officer (give title below)	Other (spe below)	cify	6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street) SAN FRANCISCO	94114							Х		y One Reporting Person y More than One erson
(City) (State)	(Zip)									
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4)				4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)		2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Secur Underlying Derivative Securi		ty (Instr. 4) Conv or Ex		cise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
Evaluation of Documences		Date Exercisable	Expiration Date	Title	9	Amount or Number of Shares	Price of Derivative Security		Direct (D) or Indirect (I) (Instr. 5)	

Explanation of Responses:

No securities are beneficially owned.

<u>Andrew Chew, Attorney-in-</u> <u>fact for Thomas F. Kelly</u>

** Signature of Reporting Person

Date

11/16/2010

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 5 (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.

POWER OF ATTORNEY The undersigned, as a Section 16 reporting person of Fabrinet (the "Company"), hereby constitutes and appoints Mark Schwartz, Paul Kalivas, Andrew Chew and Wilson Sonsini Goodrich & Rosati, P.C. and each of them, the undersigned's true and lawful attorney-in-fact to: 1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and 2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate. The undersigned hereby ratifies and confirms all that said

attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 29th day of October, 2010.

Signature: /s/ Thomas F. Kelly Name: Thomas F. Kelly