

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>ASIA PACIFIC GROWTH FUND III L P</u>  (Last) (First) (Middle) <u>C/O W.S. WALKER &amp; COMPANY</u> <u>PO BOX 265, GT, WALKER HOUSE</u>  (Street) <u>GRAND CAYMAN E9</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>03/09/2011</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	03/09/2011		S		6,140,631 <sup>(1)</sup>	D	\$27.2888 <sup>(2)</sup>	9,157,063	D <sup>(3)(4)</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	(A)	(D)					

1. Name and Address of Reporting Person\*  
ASIA PACIFIC GROWTH FUND III L P  
 (Last) (First) (Middle)  
C/O W.S. WALKER & COMPANY  
PO BOX 265, GT, WALKER HOUSE  
 (Street)  
GRAND CAYMAN E9  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ASIA PACIFIC ASSOCIATES III LTD  
 (Last) (First) (Middle)  
C/O W.S. WALKER & COMPANY  
PO BOX 265, GT, WALKER HOUSE  
 (Street)  
GRAND CAYMAN E9  
 (City) (State) (Zip)

**Explanation of Responses:**

- On March 9, 2011, pursuant to an underwriting agreement entered into on March 3, 2011 among Fabrinet, certain selling shareholders and the underwriters named therein, Asia Pacific Growth Fund III, L.P. ("APGF III") sold 6,140,631 ordinary shares.
- Represents public offering price of \$28.50 per ordinary share less the underwriting discounts and commissions of \$1.21125 per ordinary share.

3. These securities may be deemed directly beneficially owned by APGF III. These securities may be deemed indirectly beneficially owned by Asia Pacific Associates III, Ltd. ("APA III"), which is the general partner of APGF III.

4. 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.

Andrew Chew, Attorney-in-  
fact for Asia Pacific Growth      03/10/2011  
Fund III, L.P. and Asia Pacific  
Associates III, Ltd.

\*\* 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.**