

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

**FORM S-8
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)

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

c/o Intertrust Corporate Services (Cayman) Limited
190 Elgin Avenue
George Town
Grand Cayman, KY1-9005
Cayman Islands
(Address of principal executive offices)(Zip code)

Fabrinet 2010 Performance Incentive Plan
(Full title of the plan)

Colin R. Campbell
General Counsel
c/o Fabrinet West, Inc.
4900 Patrick Henry Drive
Santa Clara, CA 95054
(408) 748-0900
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Jose F. Macias
Wilson Sonsini Goodrich & Rosati,
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304-1050
(650) 493-9300

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

- | | | | |
|-------------------------|--|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> (do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary shares, \$0.01 par value per share, reserved for issuance pursuant to the Fabrinet 2010 Performance Incentive Plan	2,100,000	\$30.13	\$63,273,000	\$7,877.49

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's ordinary shares that become issuable under the Fabrinet 2010 Performance Incentive Plan (the "2010 Plan") by reason of any share dividend, share split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding ordinary shares.
- (2) Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$30.13 per share, which represents the average of the high and low sale prices per share of the Registrant's ordinary shares as reported on the New York Stock Exchange on December 14, 2017.
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PART I

INFORMATION REQUIRED IN THE PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (the "Registration Statement") in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plan covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents and information previously filed with the Securities and Exchange Commission (the "Commission"):

(1) The Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2017 (File No. 001-34775), filed with the Commission on August 23, 2017, pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including portions of the Registrant's Proxy Statement on Schedule 14A filed on October 20, 2017, to the extent incorporated by reference into such Annual Report;

(2) All other reports filed with the Commission pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's Annual Report referred to in (1) above; and

(3) The description of the Registrant's ordinary shares contained in the Registrant's Registration Statement on Form 8-A (File No. 001-34775) filed with the Commission on June 14, 2010, pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Cayman Islands law does not limit the extent to which a company's memorandum and articles of association may provide for indemnification of directors and officers, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime. The Registrant's amended and restated memorandum and articles of association provide for indemnification of directors and officers for actions, costs, charges, losses, damages and expenses incurred in their capacities as such, except that such indemnification does not extend to any matter in respect of any fraud or dishonesty that may attach to any of them.

The Registrant has entered into, and expects to continue to enter into, agreements to indemnify its directors and officers. These indemnification agreements generally provide that the Registrant will indemnify its directors and officers against certain liabilities and expenses incurred by such persons in connection with claims by reason of their being such a director or officer.

In addition to the indemnification provisions set forth above, the Registrant also maintains directors' and officers' liability insurance. These indemnification provisions and the indemnification agreements entered into between the Registrant and its directors and officers may be sufficiently broad to permit indemnification of the Registrant's directors and officers for liabilities (including reimbursement of expenses incurred) arising under the Securities Act.

See also Registrant's undertakings in Item 9 of this Registration Statement.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>	<u>Incorporated by reference herein</u>			
		<u>Form</u>	<u>Exhibit No.</u>	<u>Filing Date</u>	<u>File No.</u>
5.1	Opinion of Walkers, regarding the legality of the securities being registered				
23.1	Consent of PricewaterhouseCoopers ABAS Ltd.				
23.2	Consent of Walkers (contained in Exhibit 5.1 hereto)				
24.1	Power of Attorney (included as part of the signature page hereto)				
99.1.1	Fabrinet 2010 Performance Incentive Plan, as amended	8-K	10.1	December 15, 2017	001-34775
99.1.2	Form of Share Option Agreement under the Fabrinet 2010 Performance Incentive Plan	10-Q	10.2	February 5, 2013	001-34775
99.1.3	Form of Restricted Share Agreement under the Fabrinet 2010 Performance Incentive Plan	10-Q	10.3	February 5, 2013	001-34775
99.1.4	Form of Restricted Share Unit Agreement under the Fabrinet 2010 Performance Incentive Plan	10-Q	10.4	February 5, 2013	001-34775
99.1.5	Form of Performance Share Unit Agreement under the Fabrinet 2010 Performance Incentive Plan	10-Q	10.5	November 9, 2016	001-34775

Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

Provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Palo Alto, State of California, on December 19, 2017.

FABRINET

By: /s/ Seamus Grady
Seamus Grady
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Seamus Grady and Toh-Seng Ng, and each of them, as his or her true and lawful attorney in fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney in fact, proxy and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney in fact, proxy and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Seamus Grady</u> Seamus Grady	Chief Executive Officer and Director (Principal Executive Officer)	December 19, 2017
<u>/s/ Toh-Seng Ng</u> Toh-Seng Ng	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	December 19, 2017
<u>/s/ David T. Mitchell</u> David T. Mitchell	Executive Chairman and Director	December 19, 2017
<u>/s/ Homa Bahrami</u> Homa Bahrami	Director	December 19, 2017
<u>/s/ Thomas F. Kelly</u> Thomas F. Kelly	Director	December 19, 2017
<u>/s/ Frank H. Levinson</u> Frank H. Levinson	Director	December 19, 2017
<u>/s/ Rollance E. Olson</u> Rollance E. Olson	Director	December 19, 2017

19 December 2017

Fabrinet
c/o Intertrust Corporate Services (Cayman) Limited
190 Elgin Avenue
George Town
Grand Cayman KY1-9005
Cayman Islands

Dear Sirs

FABRINET

We have acted as Cayman Islands legal advisers to Fabrinet (the “**Company**”) and we have examined the Registration Statement on Form S-8 to be filed on or around the date of this opinion with the Securities and Exchange Commission (the “**Registration Statement**”), relating to the registration under the Securities Act of 1933, as amended, of 2,100,000 ordinary shares of the Company having a nominal or par value of US\$0.01 per share (the “**Shares**”) for issuance pursuant to the Company’s 2010 Performance Incentive Plan (the “**Plan**”).

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 subject to the qualifications set out in Schedule 3, 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 with full corporate power and authority to issue the Shares.
2. Based solely on our review of the Company Records (as defined in Schedule 1), the authorised but unissued ordinary share capital of the Company is in excess of 2,100,000 ordinary shares and when authorised to be issued, sold and paid for in the manner described in the Plan and in accordance with the Resolutions (as defined in Schedule 1) and when appropriate entries have been made in the Register of Members (as defined in Schedule 1) of the Company, the Shares will be legally issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto.

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 adopted on 30 April 2010 (the “**Memorandum and Articles of Association**”), the Register of Directors, Register of Officers, Register of Charges in each case, of the Company, copies of which have been provided to us by its registered office in the Cayman Islands and a copy of the Register List by Class/Register dated 30 November 2017 maintained by Computershare Investor Services (the “**Register of Members**”) which has been provided to us by the Company on 1 December 2017 (together the “**Company Records**”).
2. A Certificate of Good Standing dated 14 December 2017 in respect of the Company issued by the Registrar of Companies in the Cayman Islands (the “**Certificate of Good Standing**”).
3. A copy of executed written resolutions of the compensation committee of the board of directors of the Company dated 13 October 2017, a copy of executed written resolutions of the board of directors of the Company dated 14 October 2017, and a copy of the minutes of a meeting of the shareholders of the Company held on 14 December 2017 (collectively, the “**Resolutions**”).
4. A copy of the Registration Statement.
5. A copy of the Plan.

SCHEDULE 2

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 to be recorded therein are so recorded.
3. The Resolutions remain in full force and effect and have not been revoked or varied.
4. The Resolutions have been duly executed by or on behalf of each Director and the signatures and initials thereon are those of a person or persons in whose name the Resolutions have been expressed to be signed.
5. The Register of Members is the register of members of the Company for the purposes of the Cayman Islands Companies Law (2016 Revision) (the "**Companies Law**").
6. No resolutions voluntarily to wind up the Company have been adopted by its members.
7. The records of the Company which we have specifically not reviewed do not disclose anything which would affect the opinions given herein.

SCHEDULE 3

QUALIFICATIONS

1. Section 125 of the Companies Law provides, *inter alia*, that every transfer of shares or alteration in the status of members of a company made after the commencement of such company's voluntary winding up shall be void, unless in the case of a transfer of shares only, such transfer is made to or with the sanction of the liquidator. The Companies Law does not make any provision for the sanction by a liquidator of any alteration in the status of the members of the company in such circumstances.
2. Section 99 of the Companies Law provides, *inter alia*, that every transfer of shares or alteration in the status of the company's members made between the commencement of such company's winding up and the order for its winding up shall, unless a court of the Cayman Islands otherwise orders, be void.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated August 23, 2017, relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Fabrinet's Annual Report on Form 10-K for the year ended June 30, 2017.

/s/ PricewaterhouseCoopers ABAS Ltd.

PricewaterhouseCoopers ABAS Ltd.
Bangkok, Thailand

December 19, 2017