

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

FABRINET

(Name of Issuer)

Ordinary Shares, \$0.01 par value
(Title of Class of Securities)

G3323L 10 0
(CUSIP Number)

December 31, 2010
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSON: Asia Pacific Growth Fund III, L.P. I.R.S. Identification Number of Above Person (entities only): 90-0421097		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 15,297,694 Ordinary Shares, all of which are directly owned by Asia Pacific Growth Fund III, L.P.	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER(1) 15,297,694 Ordinary Shares, all of which are directly owned by Asia Pacific Growth Fund III, L.P.	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 15,297,694 Ordinary Shares		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 45.3%(1)		
12	TYPE OF REPORTING PERSON PN		

(1) Based on 33,764,630 Ordinary Shares outstanding as of October 29, 2010, as reported in the Company's Form 10-Q for the quarterly period ended September 24, 2010.

1	NAMES OF REPORTING PERSON: Asia Pacific Associates III, Ltd. I.R.S. Identification Number of Above Person (entities only): None		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 15,297,694 Ordinary Shares, all of which are directly owned by Asia Pacific Growth Fund III, L.P.	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 15,297,694 Ordinary Shares, all of which are directly owned by Asia Pacific Growth Fund III, L.P.	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 15,297,694 Ordinary Shares		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 45.3%(1)		
12	TYPE OF REPORTING PERSON CO		

(1) Based on 33,764,630 Ordinary Shares outstanding as of October 29, 2010, as reported in the Company's Form 10-Q for the quarterly period ended September 24, 2010.

1	NAMES OF REPORTING PERSON: H&Q Asia Pacific, Ltd. I.R.S. Identification Number of Above Person (entities only): 98-0446509		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 36,501 Ordinary Shares, all of which are directly owned by H&Q Asia Pacific, Ltd., except that Dr. Hsu may be deemed to have sole power to vote these shares.	
	6	SHARED VOTING POWER 15,297,694, all of which are directly owned by Asia Pacific Growth Fund III, L.P.	
	7	SOLE DISPOSITIVE POWER 36,501 Ordinary Shares, all of which are directly owned by H&Q Asia Pacific, Ltd., except that Dr. Hsu may be deemed to have sole power to dispose of these shares.	
	8	SHARED DISPOSITIVE POWER 15,297,694, all of which are directly owned by Asia Pacific Growth Fund III, L.P.	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 15,334,195 Ordinary Shares		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 45.4%(1)		
12	TYPE OF REPORTING PERSON CO		

(1) Based on 33,764,630 Ordinary Shares outstanding as of October 29, 2010, as reported in the Company's Form 10-Q for the quarterly period ended September 24, 2010.

1	NAMES OF REPORTING PERSON: Dr. Ta-Lin Hsu I.R.S. Identification Number of Above Person (entities only): Not Applicable	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 36,501 Ordinary Shares, all of which are directly owned by H&Q Asia Pacific, Ltd.
	6	SHARED VOTING POWER 15,297,694 Ordinary Shares, all of which are directly owned by Asia Pacific Growth Fund III, L.P.
	7	SOLE DISPOSITIVE POWER 36,501 Ordinary Shares, all of which are directly owned by H&Q Asia Pacific, Ltd.
	8	SHARED DISPOSITIVE POWER 15,297,694 Ordinary Shares, all of which are directly owned by Asia Pacific Growth Fund III, L.P.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 15,334,195 Ordinary Shares	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 45.4%(1)	
12	TYPE OF REPORTING PERSON IN	

(1) Based on 33,764,630 Ordinary Shares outstanding as of October 29, 2010, as reported in the Company's Form 10-Q for the quarterly period ended September 24, 2010.

Item 1.

- (a) **Name of Issuer:**
Fabrinet
- (b) **Address of Issuer's Principal Executive Offices:**
Walker House, 87 Mary Street, George Town, Grand Cayman, KY1-9005, Cayman Islands

Item 2.

- (a) **Name of Person Filing:**
The Statement is filed on behalf of each of the following persons:
- (i) **Asia Pacific Growth Fund III, L.P.** ("APGF III LP") with respect to the Ordinary Shares directly owned by APGF III LP;
- (ii) **Asia Pacific Associates III, Ltd.** ("APA III Ltd."), which serves as the general partner of APGF III LP, with respect to Ordinary Shares directly owned by APGF III LP;
- (iii) **H&Q Asia Pacific, Ltd.** ("H&Q Ltd."), the sole shareholder of APA III Ltd., with respect to the Ordinary Shares directly owned by APGF III LP, and with respect to the Ordinary Shares directly owned by H&Q Ltd.; and
- (iv) **Dr. Ta-Lin Hsu** ("Dr. Hsu"), who serves as Chairman of H&Q Ltd. with respect to the Ordinary Shares directly owned by H&Q Ltd. and with respect to the Ordinary Shares directly owned by APGF III LP.
- (b) **Address of Principal Business Office or, if None, Residence:**
Principal business office for each of the reporting persons:

c/o H&Q Asia Pacific, 400 Hamilton Avenue, Suite 250
Palo Alto, CA 94301
- (c) **Citizenship:**
APGF III LP is a Cayman Islands exempted limited partnership
APA III Ltd. is a Cayman Islands exempted company
H&Q Ltd. is a British Virgin Islands international business company
Dr. Hsu is a U.S. citizen
- (d) **Title of Class of Securities:**
Ordinary Shares, \$0.01 par value
- (e) **CUSIP Number:**
G3323L 10 0
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Item 3. If This Statement Is Filed Pursuant to Rule 13d-1(b) or Rule 13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o)
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c)
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c)
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e) ☐ An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E)
- (f) ☐ An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F)
- (g) ☐ A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G)
- (h) ☐ A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) ☐ Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

Item 4. Ownership.

- (a) Amount beneficially owned:

APGF III LP may be deemed to beneficially own 15,297,694 Ordinary Shares. APA III Ltd. may be deemed to beneficially own 15,297,694 Ordinary Shares as a result of its voting and dispositive power over the 15,297,694 Shares held by APGF III LP.

H&Q Ltd. and Dr. Hsu each may be deemed to beneficially own 15,334,195 Ordinary Shares, including 36,501 Ordinary Shares directly owned by H&Q Ltd. and 15,297,694 directly owned by APGF III LP, by virtue of the relationships described in Item 2.

- (b) Percent of class:

Based on calculations made in accordance with Rule 13d-3(d), and there being 33,764,630 Ordinary Shares outstanding as of October 29, 2010, as reported in the Company's Form 10-Q for the quarterly period ended September 24, 2010: (i) APGF III LP may be deemed to beneficially own approximately 45.3% of the outstanding Ordinary Shares; (ii) APA III Ltd. may be deemed to beneficially own approximately 45.3% of the outstanding Ordinary Shares; (iii) H&Q Ltd. may be deemed to beneficially own approximately 45.4% of the outstanding Ordinary Shares; and (iv) Dr. Hsu may be deemed to beneficially own approximately 45.4% of the outstanding Ordinary Shares.

- (c) Number of shares as to which the person has:

APGF III LP and APA III Ltd.:

- (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 15,297,694
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 15,297,694

APA III Ltd. and Dr. Hsu:

- (i) Sole power to vote or direct the vote: 15,334,195
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 15,334,195
 - (iv) Shared power to dispose or to direct the disposition of: 0
-

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: o

Instruction: Dissolution of a group requires a response to this item.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Asia Pacific Growth Fund III, L.P. is a private investment partnership, the general partner of which is Asia Pacific Associates III, Ltd. As the general partner of Asia Pacific Growth Fund III, L.P., Asia Pacific Associates III, Ltd. has the power to vote and dispose of the securities owned by Asia Pacific Growth Fund III, L.P. and, accordingly, may be deemed the “beneficial owner” of such securities.

The limited partners and the general partner of Asia Pacific Growth Fund III, L.P. have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of Asia Pacific Growth Fund III, L.P. in accordance with their ownership interests in Asia Pacific Growth Fund III, L.P.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2011

Asia Pacific Growth Fund III, L.P.

By: Asia Pacific Associates III, Ltd.

By: /s/ Jarlon Tsang, Attorney-in-Fact

Asia Pacific Associates III, Ltd.

By: /s/ Jarlon Tsang, Attorney-in-Fact

H&Q Asia Pacific, Ltd.

By: /s/ Jarlon Tsang, Attorney-in-Fact

Ta-Lin Hsu

By: /s/ Jarlon Tsang, Attorney-in-Fact

EXHIBIT INDEX

- | | |
|------------|---|
| Exhibit 1. | Joint Filing Agreement, dated as of February 14, 2011, among the Reporting Persons. Filed herewith. |
| Exhibit 2. | Power of Attorney of the Reporting Persons, dated as of February 14, 2011. Filed herewith. |

JOINT FILING AGREEMENT

The undersigned hereby agree that the Schedule 13G with respect to the Ordinary Shares, par value \$0.01 per share, of Fabrinet, dated as of February 14, 2011, is, and any amendments thereto (including amendments on Schedule 13G) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934.

February 14, 2011

Asia Pacific Growth Fund III, L.P.

By: Asia Pacific Associates III, Ltd.

By: /s/ Jarlon Tsang, Attorney-in-Fact

February 14, 2011

Asia Pacific Associates III, Ltd.By: /s/ Jarlon Tsang, Attorney-in-Fact

February 14, 2011

H&Q Asia Pacific, Ltd.By: /s/ Jarlon Tsang, Attorney-in-Fact

February 14, 2011

Ta-Lin HsuBy: /s/ Jarlon Tsang, Attorney-in-Fact

* Signed pursuant to a Power of Attorney filed as an Exhibit to this Schedule 13G of which this Exhibit is a part.

POWER OF ATTORNEY

Each of the undersigned, Asia Pacific Growth Fund III, L.P., Asia Pacific Associates III, Ltd., H&Q Asia Pacific, Ltd. and Dr. Ta-Lin Hsu (collectively, the “Undersigned”), hereby constitutes and appoints Jarlon Tsang the true and lawful attorney-in-fact for the Undersigned to:

1. Complete and execute Forms 3, 4, 5, and 144, Schedules 13D and 13G and Form ID (Uniform Application for Access Codes to File on EDGAR) 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(a) and Section 13(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), 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 any entity whose securities are beneficially owned (directly or indirectly) by the Undersigned (collectively, the “Companies”).
2. Do and perform any and all acts for and on the behalf of the Undersigned which may be necessary or desirable in order to complete and execute any such form, complete and execute any amendments thereto, and timely file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Companies and such other person or agency as the attorney-in-fact shall deem appropriate; and
3. Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the Undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the Undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact’s discretion.

Each of the Undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the Undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact’s substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. Each of the Undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the Undersigned, are not assuming any of the Undersigned’s responsibilities to comply with Sections 16 and 13(d) of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the Undersigned is no longer required to file Forms 3, 4, 5 or 144 or Schedule 13D or 13G with respect to the Undersigned’s holdings of and transactions in securities issued by the Companies, unless earlier revoked by in writing.

February 14, 2011

Asia Pacific Growth Fund III, L.P.
By: Asia Pacific Associates III, Ltd.

By: /s/ Ta-Lin Hsu
Its: Director

February 14, 2011

Asia Pacific Associates III, Ltd.

By: /s/ Ta-Lin Hsu
Its: Director

February 14, 2011

H&Q Asia Pacific, Ltd.

By: /s/ Ta-Lin Hsu
Its: Director

February 14, 2011

/s/ Ta-Lin Hsu
Ta-Lin Hsu