

ASIA PACIFIC GROWTH FUND III L P  
 Form 4  
 March 10, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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)

2. Issuer Name and Ticker or Trading Symbol  
 Fabrinet [FN]

3. Date of Earliest Transaction (Month/Day/Year)  
 03/09/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
 \_X\_ 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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Ordinary Shares	03/09/2011		S	6,140,631 (1)	\$ 27.2888 (2)	D	(3) (4)
					9,157,063		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASIA PACIFIC GROWTH FUND III L P C/O W.S. WALKER & COMPANY PO BOX 265, GT, WALKER HOUSE GRAND CAYMAN, E9		X		
ASIA PACIFIC ASSOCIATES III LTD C/O W.S. WALKER & COMPANY PO BOX 265, GT, WALKER HOUSE GRAND CAYMAN, E9		X		

## Signatures

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

03/10/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) 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.
- (2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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