

Kalivas Paul  
 Form 3  
 February 10, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|   |   |   |  |   |  |
|---|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Kalivas Paul</p> <p>(Last) (First) (Middle)</p> <p>C/O FABRINET USA,<br/>                 INC.,Â 4104 24TH STREET<br/>                 #345</p> <p>(Street)</p> <p>SAN<br/>                 FRANCISCO,Â CAÂ 94114</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/03/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Fabrinet [FN]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>                 (give title below) (specify below)<br/>                 Secretary &amp; General Counsel</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Ordinary Shares                    | 10,623 <sup>(1)</sup>                                    | D   | Â  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 control number.**

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

## Edgar Filing: Kalivas Paul - Form 3

|                             | Date Exercisable          | Expiration Date | Title           | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|-----------------------------|---------------------------|-----------------|-----------------|----------------------------|----------|---------------------------------------|---|
| Stock Option (right to buy) | 02/14/2009 <sup>(2)</sup> | 02/13/2015      | Ordinary Shares | 3,125                      | \$ 5     | D                                     | Â |
| Stock Option (right to buy) | 11/13/2010 <sup>(3)</sup> | 10/13/2017      | Ordinary Shares | 13,229                     | \$ 16.83 | D                                     | Â |
| Stock Option (right to buy) | 09/18/2011 <sup>(3)</sup> | 08/17/2018      | Ordinary Shares | 3,902                      | \$ 15.16 | D                                     | Â |
| Stock Option (right to buy) | 12/10/2011 <sup>(3)</sup> | 11/09/2018      | Ordinary Shares | 21,638                     | \$ 14.12 | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                     |       |
|--|---------------|-----------|-------------------------------------|-------|
|  | Director      | 10% Owner | Officer                             | Other |
| Kalivas Paul<br>C/O FABRINET USA, INC.<br>4104 24TH STREET #345<br>SAN FRANCISCO, CA 94114 | Â             | Â         | Â Secretary<br>& General<br>Counsel | Â     |

## Signatures

/s/ Paul Kalivas                      02/10/2012

\_\_Signature of                      Date  
Reporting Person

## Explanation of Responses:

- \* 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).
- Each share is represented by a Restricted Stock Unit ("RSU"). The RSUs will vest in equal annual installments over a period of four years
- (1) on the anniversary date of the RSU grant, provided that the Reporting Person is a service provider on each such vesting date. The RSUs will become fully vested on November 3, 2015.
  - (2) 25% of the shares subject to the option vested and became exercisable on February 14, 2009, and the remaining shares have vested and will vest monthly thereafter, such that 100% of the shares subject to the option will be fully vested and exercisable on February 14, 2012.
  - (3) The shares subject to this option vest in equal installments of 1/48 per month until fully vested and exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.