

Fabrinet  
Form 8-K  
November 04, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)**

**October 31, 2016**

**Fabrinet**

**(Exact name of registrant as specified in its charter)**

**Cayman Islands**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-34775**  
**(Commission**  
  
**File Number)**

**Not Applicable**  
**(IRS Employer**  
  
**Identification No.)**

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**c/o Intertrust Corporate Services (Cayman) Limited**

**190 Elgin Avenue**

**George Town**

**Grand Cayman**

**KY1-9005**

**Cayman Islands**

**(Address of principal executive offices, including zip code)**

**+66 2-524-9600**

**(Registrant's telephone number, including area code)**

**N/A**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Amendment of Employment Arrangement*

On October 31, 2016, Fabrinet USA, Inc. (FUSA), a wholly-owned subsidiary of Fabrinet (the Company), and Hong Hou entered into an amendment (the Amendment) to Dr. Hou's offer letter of employment, dated November 5, 2015. The Amendment amends the vesting acceleration provisions to limit such provisions to (i) equity-based awards granted to Dr. Hou prior to August 2016 and (ii) the restricted share units granted to Dr. Hou in August 2016 pursuant to the Company's Fiscal 2016 Long-Term Equity Plan as a result of the Compensation Committee of the Company's Board of Director's determination that the applicable fiscal year 2016 performance criteria had been achieved.

The foregoing description of the Amendment is qualified in its entirety by reference to the Amendment, which is incorporated herein by reference and attached to this Current Report on Form 8-K as Exhibit 10.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
10.1	Letter Agreement, dated October 31, 2016, between Fabrinet USA, Inc. and Hong Hou

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**FABRINET**

By: */s/ Toh-Seng Ng*  
**Toh-Seng Ng**  
*Executive Vice President, Chief Financial Officer*

Date: November 4, 2016

**EXHIBIT INDEX**

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