

Mitchell David T.
Form 4
March 20, 2013

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 *
Mitchell David T.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O FABRINET USA, INC., 4104
24TH STREET #345

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & Chairman

SAN FRANCISCO, CA 94114

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (1) or (2)	Price (2)	
Ordinary Shares	03/20/2013		S		600,000 (1)	\$ 13.405 (2)	1,540,715 I By Trust (3)
Ordinary Shares	03/20/2013		S		100,000 (1)	\$ 13.405 (2)	150,680 I By Son's Trust (4)
Ordinary Shares	03/20/2013		S		100,000 (1)	\$ 13.405 (2)	150,681 I By Son's Trust (4)
Ordinary Shares	03/20/2013		S		100,000 (1)	\$ 13.405	150,680 I By Son's Trust (4)

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(3) Shares are held by the David T. Mitchell Separate Property Trust, of which the Reporting Person is the sole trustee.

Shares are held in trusts for the benefit of each of the Reporting Person's children. The Reporting Person disclaims beneficial ownership

(4) of these securities, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities 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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