

Fabrinet  
Form 8-K  
December 15, 2017

**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)**

**December 14, 2017**

**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.)**

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**
***2010 Performance Incentive Plan***

On December 14, 2017, Fabrinet's shareholders approved Fabrinet's amended and restated 2010 Performance Incentive Plan (the "2010 Plan"), which increases the number of authorized shares issuable under the 2010 Plan by 2,100,000 ordinary shares and provides for certain other amendments as described in the section entitled "Proposal Three Approval of Fabrinet's Amended and Restated 2010 Performance Incentive Plan" of Fabrinet's proxy statement on Schedule 14A, filed with the Securities and Exchange Commission on October 20, 2017.

A copy of the 2010 Plan is filed herewith as Exhibit 10.1 and incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On December 14, 2017, Fabrinet held its 2017 Annual Meeting of Shareholders (the "Annual Meeting"). Present at the Annual Meeting in person or by proxy were holders of 34,755,369 ordinary shares of Fabrinet, or approximately 92.5% of the total shares entitled to vote. The voting results for each of the proposals considered at the Annual Meeting are provided below.

**Proposal 1**

The shareholders elected the nominees listed below as Class II directors to serve on Fabrinet's board of directors (the "Board") for a term of three years or until their respective successors have been duly elected and qualified.

<b>Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Seamus Grady	31,650,659	630,530	2,474,180
Thomas F. Kelly	31,494,121	787,068	2,474,180
Dr. Frank H. Levinson	31,326,408	954,781	2,474,180

**Proposal 2**

The shareholders ratified the appointment of PricewaterhouseCoopers ABAS Ltd. as Fabrinet's independent registered public accounting firm for the fiscal year ending June 29, 2018.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
34,251,617	305,721	198,031	

**Proposal 3**

The shareholders approved Fabrinet's amended and restated 2010 Performance Incentive Plan.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
30,110,241	1,633,159	537,789	2,474,180

**Proposal 4**

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The shareholders approved, on an advisory basis, the compensation of Fabrinet's named executive officers.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
24,119,340	7,634,187	527,662	2,474,180

**Proposal 5**

The shareholders voted for 1 YEAR as the frequency of holding future votes on the compensation of Fabrinet's named executive officers.

<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
26,858,427	18,787	5,202,714	201,261	2,474,180

Consistent with the results of the vote and the Board's recommendation, the Board has determined that Fabrinet will hold an advisory vote on the compensation of Fabrinet's named executive officers every year until the next required advisory vote on the frequency of such votes.

**Item 9.01 Financial Statements and Exhibits**  
(d) Exhibits

Exhibit No.	Exhibit
10.1	<u>Amended and Restated 2010 Performance Incentive Plan</u>

**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: December 15, 2017