

Fabrinet  
Form 8-K  
December 21, 2012

**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 20, 2012

**Fabrinet**

(Exact name of registrant as specified in its charter)

Cayman Islands

001-34775

Not Applicable

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)  
**Walker House**  
**87 Mary Street**  
**George Town**  
**Grand Cayman**  
**KY1-9005**  
**Cayman Islands**

(IRS Employer  
Identification No.)

(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**

On December 20, 2012, Fabrinet held its 2012 Annual Meeting of Shareholders (the Annual Meeting ). At the Annual Meeting, the shareholders voted to approve an amendment to Fabrinet s 2010 Performance Incentive Plan (the 2010 Plan ) to increase the number of authorized shares issuable under the plan by 3,700,000 ordinary shares. The terms and conditions of the 2010 Plan are described in Fabrinet s Proxy Statement dated October 25, 2012.

A copy of the amended 2010 Plan will be filed as an exhibit to Fabrinet s Quarterly Report on Form 10-Q for the quarter ending December 28, 2012.

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

At the Annual Meeting, the shareholders voted on the following four proposals, and Fabrinet s inspector of elections certified the vote tabulations indicated below.

**Proposal 1**

The shareholders elected the individuals listed below as Class III directors to serve on Fabrinet s Board of Directors for a term of three years or until their respective successors are duly elected and qualified.

| Nominee              | Votes For  | Votes Withheld | Broker Non-Votes |
|----------------------|------------|----------------|------------------|
| David T. Mitchell    | 32,015,734 | 418,629        | 1,302,797        |
| Dr. William J. Perry | 31,576,084 | 858,279        | 1,302,797        |

**Proposal 2**

The shareholders voted to approve an amendment to Fabrinet s 2010 Performance Incentive Plan to increase the number of authorized shares issuable under the plan by 3,700,000 ordinary shares.

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 28,600,636 | 3,833,027     | 700         | 1,302,797        |

**Proposal 3**

The shareholders voted to approve the compensation of Fabrinet s named executive officers. This proposal was an advisory vote, as described in the proxy materials.

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 28,825,499 | 3,571,057     | 37,807      | 1,302,797        |

**Proposal 4**

The shareholders ratified the appointment of PricewaterhouseCoopers ABAS Ltd. as Fabrinet s independent registered public accounting firm for the fiscal year ending June 28, 2013.

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 33,651,400 | 84,374        | 1,386       |                  |

**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/ Paul Kalivas  
Paul Kalivas

*Chief Administrative Officer, General Counsel and Secretary*

Date: December 21, 2012