

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BARROS PHILIP RYAN SR.</u>  (Last) (First) (Middle) C/O ICHOR HOLDINGS, LTD. 3185 LAUREL VIEW COURT  (Street) FREMONT CA 94538  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ICHOR HOLDINGS, LTD. [ ICHR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	(A) or (D)	Price			
Ordinary Shares, par value \$0.0001	02/13/2019	02/13/2019	M		4,440	A	\$14.9	33,062	D	
Ordinary Shares, par value \$0.0001	02/13/2019	02/13/2019	M		11,592	A	\$9.42	45,194	D	
Ordinary Shares, par value \$0.0001	02/13/2019	02/13/2019	M		12,425	A	\$17.14	57,619	D	
Ordinary Shares, par value \$0.0001	02/13/2019	02/13/2019	S		28,457	D	\$21.57	29,162 <sup>(1)</sup>	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option (right to buy)	\$14.9	02/13/2019	02/13/2019	M		4,440		(2)	03/12/2019	Ordinary Shares	4,440	\$0.00	0	D	
Option (right to buy)	\$9.42	02/13/2019	02/13/2019	M		11,592		(3)	03/17/2023	Ordinary Shares	11,592	\$0.00	9,661	D	
Option (right to buy)	\$17.14	02/13/2019	02/13/2019	M		12,425		(4)	04/13/2024	Ordinary Shares	12,425	\$0.00	15,975	D	

**Explanation of Responses:**

- Includes 25,500 unvested RSUs that were previously reported under Table II.
- The option vests as follows: 25% of the option vests on March 12, 2013 and the remainder vests ratably on a quarterly basis over a three year period thereafter. This option has fully vested.
- The option vests as follows: 25% of the option vests on March 17, 2017 and the remainder vests ratably on a quarterly basis over a three year period thereafter.
- The option vests as follows: 25% of the option vests on March 31, 2018 and the remainder vests ratably on a quarterly basis over a three year period thereafter.

**Remarks:**

/s/ Chase Rosson by Power of Attorney 02/19/2019

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (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).

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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