

ICHOR HOLDINGS, LTD.

FORM S-1/A (Securities Registration Statement)

Filed 11/15/16

Address	3185 LAURELVIEW CT. FREMONT, CA, 94538
Telephone	510-897-5200
CIK	0001652535
Symbol	ICHR
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology
Fiscal Year	12/27

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1 to
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ICHOR HOLDINGS, LTD.

(Exact name of registrant as specified in its charter)

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

3674
 (Primary Standard Industrial
 Classification Code Number)

Not Applicable
 (I.R.S. Employer
 Identification No.)

3185 Laurelview Ct.
Fremont, California 94538
(510) 897-5200

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Thomas M. Rohrs
Chairman and Chief Executive Officer
Ichor Systems, Inc.
3185 Laurelview Ct.
Fremont, California 94538
(510) 897-5200

(Name, address, including zip code and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

Robert M. Hayward, P.C.
Kirkland & Ellis LLP
300 North LaSalle
Chicago, Illinois 60654
(312) 862-2000

Tad J. Freese
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
(650) 328-4600

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, and accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Proposed maximum aggregate offering price(1)(2)	Amount of registration fees(3)
Ordinary shares, par value \$0.0001 per share	\$86,250,000	\$9,997

(1) Includes ordinary shares that may be issuable upon exercise of an option to purchase additional shares granted to the underwriters.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) promulgated under the Securities Act of 1933, as amended.

(3) This amount was previously paid in connection with the filing of this Registration Statement.

The registrant hereby amends this Registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-214588) of Ichor Holdings, Ltd. is being filed solely for the purpose of filing a certain exhibit as indicated in Part II of this Amendment No. 1. This Amendment No. 1 does not modify any provision of the prospectus that forms a part of the Registration Statement. Accordingly, a preliminary prospectus has been omitted.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules

The list of exhibits is set forth under "Exhibit Index" at the end of this registration statement and is incorporated herein by reference.

Certain of the agreements included as exhibits to this prospectus contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

- should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;
- have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;
- may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and
- were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

The registrant acknowledges that, notwithstanding the inclusion of the foregoing cautionary statements, it is responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this registration statement not misleading.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Amendment No. 1 to Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fremont, State of California, on November 15, 2016.

ICHOR HOLDINGS, LTD.

By: /s/ Thomas M. Rohrs
Name: Thomas M. Rohrs
Title: Executive Chairman and Chief
Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>/s/ Thomas M. Rohrs</u> Thomas M. Rohrs	Executive Chairman, Director and Chief Executive Officer (Principal Executive Officer)	November 15, 2016
* <u>Maurice Carson</u>	Director, President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	November 15, 2016
* <u>John Chenault</u>	Director	November 15, 2016
* <u>Dipanjan Deb</u>	Director	November 15, 2016
* <u>Andrew Kowal</u>	Director	November 15, 2016
* <u>Iain MacKenzie</u>	Director	November 15, 2016
<u>/s/ Thomas M. Rohrs</u> Thomas M. Rohrs	Authorized Representative in the United States	November 15, 2016

* The undersigned by signing his name hereto, signs and executes this Amendment No. 1 to Registration Statement on Form S-1 pursuant to the Powers of Attorney executed by the above named signatories and previously filed with the Securities and Exchange Commission on November 14, 2016.

By: /s/ Thomas M. Rohrs
Attorney-in-Fact

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
1.1*	Form of Underwriting Agreement.
3.1*	Form of Amended and Restated Memorandum and Articles of Association of Ichor Holdings, Ltd. to be effective prior to the completion of this offering.
4.1*	Specimen Stock Certificate.
5.1**	Form of Maples and Calder opinion.
10.1**	Credit Agreement, dated as of August 11, 2015, by and among Ichor Holdings, LLC, Precision Flow Technologies, Inc. and Ichor Systems, Inc., as borrowers, Icicle Acquisition Holding B.V. and certain of its other subsidiaries as guarantors, Bank of America, N.A. as administrative agent, L/C issuer, and swingline lender, and the lenders from time to time party thereto, or the Credit Agreement.
10.2**	First Amendment to Credit Agreement, dated as of April 12, 2016, by and among Ichor Holdings, LLC, Ichor Systems, Inc. and Precision Flow Technologies, Inc., as borrowers, Bank of America, N.A., as administrative agent, and the financial institutions party thereto, as lenders.
10.3**	Investor Rights Agreement, dated as of March 16, 2012, by and among Ichor Holdings, Ltd. and certain of its shareholders.
10.4**	Members Agreement, dated as of March 16, 2012, by and among Ichor Holdings, Ltd. and certain of its shareholders.
10.5**	Management Services Agreement, dated as of December 30, 2011, between Icicle Acquisition Holding, LLC and Francisco Partners Management, LLC.
10.6**	Amended and Restated Master Consulting Services Agreement, effective as of January 1, 2015, by and between Ichor Systems, Inc. and Francisco Partners Consulting, LLC.
10.7**	Employment Agreement, dated as of September 19, 2014, by and among Ichor Systems, Inc., Thomas Rohrs and, with respect to Sections 1.2 and 3.4 therein only, Ichor Holdings, Ltd.
10.8**	Employment Agreement, dated as of September 19, 2014, by and among Ichor Systems, Inc., Maurice Carson and, with respect to Sections 1.2 and 3.3 therein only, Ichor Systems, Ltd.
10.9**	Ichor Holdings, Ltd. 2012 Equity Incentive Plan.
10.10**	Form of Ichor Holdings, Ltd. 2012 Equity Incentive Plan Grant Agreement.
10.11*	Ichor Holdings, Ltd. 2016 Omnibus Incentive Plan.
10.12*	Form of Incentive Stock Option Agreement.
10.13*	Form of Restricted Stock Agreement.
10.14*	Form of Nonqualified Stock Option Agreement.
10.15*	Form of Director and Officer Indemnification Agreement.
10.16**	Offer Letter, dated as of January 8, 2013, by and between Ichor Systems, Inc. and Philip Barros.
10.17**	Offer Letter, dated as of September 30, 2015, by and between Ichor Systems, Inc. and Philip Barros.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
21.1**	List of subsidiaries.
23.1	Consent of KPMG LLP.
23.2**	Consent of Maples and Calder (included in Exhibit 5.1).
24.1**	Power of Attorney (previously included on the signature page of this Form S-1 filed on November 14, 2016, registration no. 333-214588).

* Indicates to be filed by amendment.

** Previously filed.

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Ichor Holdings, Ltd.

We consent to the use of our report dated April 22, 2016, except as to Notes 14 and 15 pertaining to earnings per share and discontinued operations as to which the date is October 7, 2016, with respect to the consolidated balance sheets of Ichor Holdings, Ltd. and its subsidiaries as of December 25, 2015 and December 26, 2014, and the related consolidated statements of operations, shareholders' equity, and cash flows for the years then ended, included herein by reference to our firm under the heading "Experts" in the prospectus.

/s/ KPMG LLP

Portland, Oregon
November 14, 2016