

# ICHOR HOLDINGS, LTD.

Reported by  
**O'DOWD SARAH A**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/14/20 for the Period Ending 05/12/20

|             |   |
|-------------|---|
| Address     | 3185 LAURELVIEW CT.<br>FREMONT, CA, 94538 |
| Telephone   | 510-897-5200                              |
| CIK         | 0001652535                                |
| Symbol      | ICHR                                      |
| Fiscal Year | 12/27                                     |

# 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 or  
Section 30(h) of the Investment Company Act of 1940

|  |  |   |  |  |  |
|--|--|---|--|--|--|
| 1. Name and Address of Reporting Person *                  |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)                         |  |
| <b>O'Dowd Sarah A</b>                                      |  | <b>ICHOR HOLDINGS, LTD. [ ICHR ]</b>              |  | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner                    |  |
| (Last) (First) (Middle)                                    |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |
| <b>C/O ICHOR HOLDINGS, LTD., 3185<br/>LAURELVIEW COURT</b> |  | <b>5/12/2020</b>                                  |  |  |  |
| (Street)   |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |
| <b>FREMONT, CA 94538</b>                                   |  |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person                             |  |
| (City) (State) (Zip)                                       |  |   |  | <input type="checkbox"/> Form filed by More than One Reporting Person                              |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3)  | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------|----------------|---|------------------------------|---|---|---------------|---|---|---|
|                                     |                |   | Code                         | V | Amount  | (A) or<br>(D) |   |   |   |
| Ordinary Shares, par value \$0.0001 | 5/12/2020      |   | A                            |   | 6893 (1)  | A             | \$0.00  | 6893  | D   |
| Ordinary Shares, par value \$0.0001 | 5/12/2020      |   | A                            |   | 4596 (2)  | A             | \$0.00  | 11489   | D   |

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

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans. Code<br>(Instr. 8) |   | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                               | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|--|-------------------|---|------------------------------|---|--|-----|--|--------------------|--|-------------------------------|---|--|---|--|
|  |  |                   |   | Code                         | V | (A)  | (D) | Date<br>Exercisable                        | Expiration<br>Date | Title  | Amount or Number of<br>Shares |   |  |   |  |

### Explanation of Responses:

- (1) Consists of an RSU grant, representing the right to receive Ordinary Shares of Ichor Holdings, Ltd. The RSU vests as follows: 25% vests on May 12, 2021 and the remainder vests ratably on a quarterly basis over a two-year period thereafter.
- (2) Consists of an RSU grant, representing the right to receive Ordinary Shares of Ichor Holdings, Ltd. The RSU vests in full on May 10, 2021.

### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| <b>O'Dowd Sarah A<br/>C/O ICHOR HOLDINGS, LTD.<br/>3185 LAURELVIEW COURT<br/>FREMONT, CA 94538</b> | X             |           |         |       |

### Signatures

/s/ Chase Rosson by Power of Attorney

5/14/2020

\*\*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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.