

# ICHOR HOLDINGS, LTD.

Reported by  
**DEB DIPANJAN**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/13/16 for the Period Ending 12/09/16

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CIK	0001652535
Symbol	ICHR
Fiscal Year	12/27

# FORM 4

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

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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 (Check all applicable)	
DEB DIPANJAN		ICHOR HOLDINGS, LTD. [ ICHR ]		<input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)		<input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
ONE LETTERMAN DRIVE, BUILDING C, SUITE 410		12/9/2016			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SAN FRANCISCO, CA 94129				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	12/9/2016		C	(1)	17222808	A	(1)	17222808	I	See footnotes (2)(3)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Series A Preferred Convertible Shares	(1)	12/9/2016		C	(1)	142728221	(1)	(1)	Ordinary Shares	142728221	(1)	0	I	See footnotes (3)(4)

### Explanation of Responses:

- The Series A Preferred Convertible Shares of the Issuer (the "Preferred Shares") converted into ordinary shares of the Issuer (the "Ordinary Shares") effective on December 9, 2016 on a one-for-one basis. The Issuer completed a 1-for-8.053363 reverse share split effective immediately after the conversion of the Preferred Shares. The amount stated in Table I gives effect to the reverse stock split. Fractional shares resulting from the reverse share split were rounded down to the nearest whole share and paid in cash. The Preferred Shares did not have an expiration date.
- Includes (a) 15,765,091 Ordinary Shares directly held by Francisco Partners III (Cayman), L.P. ("FP III Cayman"), (b) 182,062 Ordinary Shares directly held by Francisco Partners Parallel Fund III (Cayman), L.P. ("FPPF III Cayman") and (c) 1,775,655 Ordinary Shares directly held by Ichor Investment Holdings, LLC ("IIH LLC").
- Francisco Partners GP III (Cayman), L.P. ("FP GP Cayman III") is the general partner of each of FP III Cayman and FPPF III Cayman and the manager of IIH LLC. Francisco Partners GP III Management (Cayman), Limited ("FP GP III Management") is the general partner of FP GP Cayman III. In those capacities, FP GP III and FP GP III Management may be deemed to share voting and dispositive power with respect to the shares owned by FP III Cayman, FPPF III Cayman and IIH LLC. FP GP III and FP GP III Management may be deemed to share voting and dispositive power with respect to the shares owned by FP III Cayman, FPPF III Cayman and IIH LLC. The Reporting Person is a member of an investment committee of FP GP III Management and may be deemed to beneficially own such shares. The Reporting person disclaims beneficial ownership of any shares, except to the extent of his pecuniary interest.
- Includes (a) 126,962,006.38 Preferred Shares directly held by FP III Cayman, (b) 1,466,214.62 Preferred Shares directly held by FPPF III Cayman and (c) 14,300,000.00 Preferred Shares directly held by IIH LLC.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEB DIPANJAN				

ONE LETTERMAN DRIVE BUILDING C, SUITE 410 SAN FRANCISCO, CA 94129	X	X		
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**Signatures**

/s/ Dipanjan Deb

12/13/2016

\*\*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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