

# ICHOR HOLDINGS, LTD.

Reported by  
**DEB DIPANJAN**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 08/09/17 for the Period Ending 08/08/17

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Symbol	ICHR
Fiscal Year	12/27

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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

<b>1. Name and Address of Reporting Person *</b>  <b>DEB DIPANJAN</b>  (Last) (First) (Middle)  <b>ONE LETTERMAN DRIVE, BUILDING C, SUITE 410</b>  (Street)  <b>SAN FRANCISCO, CA 94129</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>ICHOR HOLDINGS, LTD. [ ICHR ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="margin-left: 150px;"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="margin-left: 150px;"><input type="checkbox"/> Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>8/8/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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, par value \$0.0001	8/8/2017		S		5423692 <small>(1)</small>	D	\$18.50 <small>(2)</small>	6620334	I	See footnote <small>(3)</small>

**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	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) Includes (a) 4,824,574 ordinary shares that were directly held by Francisco Partners III (Cayman), L.P. ("FP III Cayman"), (b) 55,716 ordinary shares that were directly held by Francisco Partners Parallel Fund III (Cayman), L.P. ("FPPF III Cayman") and (c) 543,402 ordinary shares that were directly held by Ichor Investment Holdings, LLC ("IIH LLC").
- (2) Represents the offering price to the public in the secondary offering of \$19.32 per ordinary share, net of underwriters' discount of \$0.82 per ordinary share.
- (3) 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

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>DEB DIPANJAN ONE LETTERMAN DRIVE BUILDING C, SUITE 410 SAN FRANCISCO, CA 94129</b>	<b>X</b>	<b>X</b>		

**Signatures**

/s/ Robert M. Hayward by Power of Attorney

8/9/2017

\*\* 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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