

# **ICHOR HOLDINGS, LTD.**

Reported by  
**CARSON MAURICE EUGENE**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 10/03/17 for the Period Ending 10/02/17

|             |   |
|-------------|---|
| 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 (Check all applicable)  |  |
| CARSON MAURICE EUGENE                          |  | ICHOR HOLDINGS, LTD. [ ICHR ]                     |  | <input checked="" type="checkbox"/> Director _____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br><b>President, CFO, and Secretary</b> |  |
| (Last) (First) (Middle)                        |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |  |
| C/O ICHOR HOLDINGS, LTD., 3185 LAUREL VIEW CT. |  | 10/2/2017   |  |  |  |
| (Street)                                       |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |
| FREMONT, CA 94538                              |  |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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, par value \$0.0001 | 10/2/2017      | 10/2/2017                         | M                         |   | 12300   | A          | \$8.05  | 57922   | D  |   |
| Ordinary Shares, par value \$0.0001 | 10/2/2017      | 10/2/2017                         | S (1)                     |   | 17300   | D          | \$27.65 | 40622   | D  |   |

**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 |  |  |  |  |
| Option (right to buy)                    | \$8.05   | 10/2/2017      | 10/2/2017                         | M                         |   | 12300  |     | (2)                                     | 3/12/2019       | Ordinary Shares   | 12300                      | \$0.00                                     | 327  | D  |  |

### Explanation of Responses:

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- The option vested as follows: 25% of the option grant vested on March 12, 2013 and the remainder vested ratably on a quarterly basis over a three year period thereafter. This option has fully vested.

### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| CARSON MAURICE EUGENE<br>C/O ICHOR HOLDINGS, LTD.<br>3185 LAUREL VIEW CT.<br>FREMONT, CA 94538 | X             |           | President, CFO, and Secretary |       |

### Signatures

/s/ Nelda Young by Power of Attorney

10/3/2017

\*\*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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