

## ICHOR HOLDINGS, LTD.

# Reported by FRANCISCO PARTNERS GP MANAGEMENT III (CAYMAN), LTD.

#### FORM 4

(Statement of Changes in Beneficial Ownership)

### Filed 03/15/18 for the Period Ending 03/13/18

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



[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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## 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.	2. Issuer Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
FRANCISCO PARTNERS GP MANAGEMENT III (CAYMAN), LTD.						ICHOR HOLDINGS, LTD. [ ICHR ]								Director X 10% Owner				
(Last) (First) (Middle)				3.	3. Date of Earliest Transaction (MM/DD/YYYY)								Officer (giv	e title below	r)O	ther (specify	below)	
ONE LETTERMAN						3/13/2018												
DRIVE, BUILDING C, SUITE 410 (Street)					4.	4. If Amendment, Date Original Filed (MM/DD/YYYY)						YY) 6	6. Individual or Joint/Group Filing (Check Applicable Line)					
SAN FRANCISCO, CA 94129 (City) (State) (Zip)														Form filed by One Reporting Person X Form filed by More than One Reporting Person				
			Tabl	e I - N	on-De	rivati	ive Secu	ırities A	cqui	red, Di	sposed o	of, or	Benef	ficially Owne	ed			
1.Title of Security (Instr. 3)  2. Trans. Da					2A. De Executi Date, if	ion (1	. Trans. Co (Instr. 8)	v V	4. Securi Disposed (Instr. 3,	of (D) 4 and 5) (A) or	Price	Fol (In	Amount of Securities Beneficially Owned sllowing Reported Transaction(s) sstr. 3 and 4)				7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Ordinary Shares, par value \$0.0001 3/13/2018				2018			J (1)		3880513 (1) (2)	D	\$0.00	<u>(2)</u>	0			D		
	Tabl	le II - Der	ivativ	e Secu	ırities	Bene	ficially	Owned	( e.g	. , puts,	calls, w	arrai	nts, op	otions, conve	rtible sec	urities)	-	
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. De Execu Date, i	tion	4. Trans. (Instr. 8)		5. Number Derivative Acquired Disposed (Instr. 3,	e Securities (A) or of (D)	s Ex	piration D	Expiration	Secur Deriv (Instr	rities Unvative Sec. 3 and	derlying ecurity 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form of Derivative Security: Direct (D) or Indirect	Beneficial

#### **Explanation of Responses:**

- (1) On March 13, 2018, each of Francisco Partners GP III (Cayman), L.P. ("FP GP Cayman II"), Francisco Partners III (Cayman), L.P. ("FP III Cayman"), Francisco Partners Parallel Fund III (Cayman), L.P. ("FPPF III Cayman") and Ichor Investment Holdings, LLC ("IIH LLC") made a distribution-in-kind to its partners, on a pro rata basis for no additional consideration, of ordinary shares ("ordinary shares") of Ichor Holdings, Ltd.
- (2) Includes (a) 71,375 ordinary shares that were directly held by FP GP Cayman III, (b) 3,380,485 ordinary shares that were directly held by FP III Cayman, (c) 39,863 ordinary shares that were directly held by FPPF III Cayman and (d) 388,790 ordinary shares that were directly held by IIH LLC.

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
FRANCISCO PARTNERS GP MANAGEMENT III (CAYMAN), LTD. ONE LETTERMAN DRIVE BUILDING C, SUITE 410 SAN FRANCISCO, CA 94129		X			
FRANCISCO PARTNERS GP III (CAYMAN), L.P. ONE LETTERMAN DRIVE BUILDING C, SUITE 410 SAN FRANCISCO, CA 94129		X			
FRANCISCO PARTNERS III (CAYMAN), L.P. ONE LETTERMAN DRIVE BUILDING C, SUITE 410 SAN FRANCISCO, CA 94129		X			
FRANCISCO PARTNERS PARALLEL FUND III (CAYMAN), L.P. ONE LETTERMAN DRIVE BUILDING C, SUITE 410		X			

SAN FRANCISCO, CA 94129		
ICHOR INVESTMENT HOLDINGS, LLC		
ONE LETTERMAN DRIVE	37	
BUILDING C, SUITE 410	A	
SAN FRANCISCO, CA 94129		

#### **Signatures**

/s/ Andrew Kowal, a Director of Francisco Partners GP III Management (Cayman), Limited					
** Signature of Reporting Person					
/s/ Andrew Kowal, a Director of the General Partner of Francisco Partners GP III (Cayman), L.P.	3/15/2018				
** Signature of Reporting Person	Date				
/s/ Andrew Kowal, a Director of the General Partner of the General Partner of Francisco Partners III (Cayman), L.P.					
** Signature of Reporting Person	Date				
/s/ Andrew Kowal, a Director of the General Partner of the General Partner of Francisco Partners Parallel Fund III (Cayman), L.P.					
** Signature of Reporting Person	Date				
/s/ Andrew Kowal, a Director of the General Partner of the Manager of Ichor Investment Holdings, LLC					
** 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.