

ICHOR HOLDINGS, LTD.

Reported by
DEB DIPANJAN

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 12/08/16 for the Period Ending 12/08/16

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

INITIAL STATEMENT OF 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 * DEB DIPANJAN	2. Date of Event Requiring Statement (MM/DD/YYYY) 12/8/2016	3. Issuer Name and Ticker or Trading Symbol ICHOR HOLDINGS, LTD. [ICHR]
(Last) (First) (Middle) ONE LETTERMAN DRIVE, BUILDING C, SUITE 410	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Street) SAN FRANCISCO, CA 94129	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Convertible Shares	(1)	(1)	Ordinary Shares	142728221 (2)(3)	(1)	I	See Footnotes (2)(3)

Explanation of Responses:

- Each Series A Preferred Convertible Share will convert into one ordinary share of the Registrant prior to the closing of the Registrant's initial public offering. There is no expiration date.
- Includes (a) 126,962,006.38 Series A Preferred Convertible Shares held by Francisco Partners III (Cayman), L.P. ("FP III Cayman"), (b) 1,466,214.62 Series A Preferred Convertible Shares held by by Francisco Partners Parallel Fund III (Cayman), L.P. ("FPPF III Cayman") and (c) 14,300,000.00 Series A Preferred Convertible Shares held by 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 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.
- (Continued From footnote 2) In those capacities, FP GP III and FP GP III Management may be deemed to share voting and dispositive power with respect to the ordinary 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 all shares included in clauses (a) - (c) of this footnote 2, except to the extent of his pecuniary interest.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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

12/8/2016

**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 5(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.

POWER OF ATTORNEY
FOR SECTION 16 REPORTING OBLIGATIONS

December 6, 2016

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitute and appoint each of Maurice Carson, Thomas M. Rohrs and Robert Hayward, signing singly, the undersigneds' true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigneds' capacity as an officer and/or director and/or owner of greater than 10% of the outstanding ordinary shares of Ichor Holdings, Ltd., a Cayman Islands exempt company (the "Company"), Forms 3, 4 and 5 (including any amendments, supplements or exhibits thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 (including any amendments, supplements or exhibits thereto) and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority, including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Form 3, 4 and 5 electronically with the SEC; (iii) seek or obtain, as the undersigneds' representative and on the undersigneds' behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to each of the undersigneds' attorneys-in-fact appointed by this Power of Attorney and ratifies any such release of information; and (iv) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigneds' responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigneds' holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of the date first written above.

Signed and acknowledged:

/s/ Dipanjan Deb

Dipanjan Deb