

# ICHOR HOLDINGS, LTD.

Reported by  
**DEB DIPANJAN**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/16/17 for the Period Ending 11/14/17

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Symbol	ICHR
Fiscal Year	12/27

# FORM 4

## 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 * <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)	2. Issuer Name and Ticker or Trading Symbol <b>ICHOR HOLDINGS, LTD. [ ICHR ]</b>	5. 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)
3. Date of Earliest Transaction (MM/DD/YYYY) <b>11/14/2017</b>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

**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	11/14/2017		J <sup>(1)</sup>		1933970 <sup>(1)</sup> <sup>(2)</sup>	D	\$0.00 <sup>(1)</sup>	3886800 <sup>(2)</sup>	I	See footnote <sup>(3)</sup>

**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) On November 14, 2017, each of 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 an aggregate of 1,940,257 ordinary shares of Ichor Holdings, Ltd. ("ordinary shares").
- (2) Includes 6,287 ordinary shares received by Deb Family Investments, L.P. - 3 in connection with the distributions described in footnote (1) (which receipt represents only a change in the Reporting Person's form of beneficial ownership of such shares).
- (3) 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 Management III (Cayman), Limited ("FP GP Management III") is the general partner of FP GP Cayman III. In those capacities, FP GP III and FP GP Management III 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. FP GP III and FP GP Management III 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 Management III and may be deemed to beneficially own such shares. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest.

#### Reporting Owners

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

#### Signatures

/s/ Dipanjan Deb

11/16/2017

\*\*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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