

ICHOR HOLDINGS, LTD.

Reported by
ROHRS THOMAS M

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 *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
ROHRS THOMAS M			12/8/2016		ICHOR HOLDINGS, LTD. [ICHR]		
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
C/O ICHOR HOLDINGS, LTD., 3185 LAURELVIEW CT.			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) Chief Executive Officer / <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)				
(Street)			5. 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 <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)
Ordinary Shares	662151	D	
Ordinary Shares	786867 (1)	D	

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			
Option (Right to buy)	(2)	3/12/2019	Ordinary Shares	414932	\$1.00	D	
Option (Right to buy)	(3)	10/25/2020	Ordinary Shares	2766212	\$1.00	D	
Option (Right to buy)	(3)	10/25/2020	Ordinary Shares	414932	\$1.85	D	
Option (Right to buy)	(4)	9/19/2021	Ordinary Shares	1738787	\$1.00	D	

Explanation of Responses:

- (1) Represents (i) 90,106 restricted shares granted on November 15, 2013 pursuant to an award of which 25% vested on June 30, 2014 and the remainder vest ratably on a quarterly basis over a three year period thereafter, (ii) 243,943 restricted shares granted on September 19, 2014, which fully vest in the event of a qualified sale of the Registrant or an initial public offering provided that the Reporting Person's service as an executive officer and director of the Registrant does not terminate on or prior to the 91st day prior to such sale or initial public offering, as applicable and (iii) 452,818 restricted shares granted on February 10, 2016 pursuant to an award of which 12.5% vested on March 30, 2016 and the remainder vest ratably on a quarterly basis over a two year period thereafter.
- (2) The option vests as follows: 25% of the award vested on March 12, 2013 and the remainder vests ratably on a quarterly basis over a three year period thereafter. The option has fully vested.
- (3) The option vests as follows: 25% of each award vested on June 30, 2014 and the remainder vests ratably on a quarterly basis over a three year period

thereafter; provided that if the Reporting Person's employment is terminated without cause and the Reporting Person is removed from the Registrant's board of directors on or after June 30, 2016, then all unvested options shall vest on the date thereof.

- (4) The option fully vests in the event of a qualified sale of the Registrant or an initial public offering provided that the Reporting Person's service as an executive officer and director of the Registrant does not terminate on or prior to the 91st day prior to such sale or initial public offering, as applicable.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROHRS THOMAS M C/O ICHOR HOLDINGS, LTD. 3185 LAURELVIEW CT. FREMONT, CA 94538	X		Chief Executive Officer	

Signatures

/s/ Thomas M. Rohrs

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/ Thomas M. Rohrs

Thomas M. Rohrs