

ICHOR HOLDINGS, LTD.

FORM S-1MEF

(Registration of Additional Securities (up to 20%))

Filed 04/26/17

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

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

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Ichor Holdings, Ltd.
(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

3674
(Primary Standard Industrial
Classification Code Number)

26-0237871
(I.R.S. Employer
Identification Number)

3185 Laurelview Ct.
Fremont, California
(610) 386-1700

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Thomas M. Rohrs
Executive Chairman and Chief Executive Officer
Ichor Systems, Inc.
3185 Laurelview Ct.
Fremont, California 94538
(510) 897-5200

(Name, address, including zip code and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

Robert M. Hayward, P.C.
Kirkland & Ellis LLP
300 North LaSalle
Chicago, Illinois 60654
(312) 862-2000

Tad J. Freese
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
(650) 328-4600

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-217295

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the Definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the

Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Ordinary Shares, par value \$0.0001 per share	732,461	\$19.50	\$14,282,989.50	\$1,656

- (1) Includes shares subject to purchase upon exercise of the underwriters' option to purchase additional ordinary shares. The shares being registered under this Registration Statement are in addition to the 5,175,000 shares registered pursuant to the Registration Statement on Form S-1 (File No. 333-217295).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended (the "Securities Act"), based on the proposed maximum aggregate offering price. The Registrant previously paid a filing fee of \$11,126 in connection with the filing of the Registration Statement on Form S-1 (File No. 333-217295), which Registration Statement contemplated a proposed maximum offering price of \$95,996,250. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$14,282,989.50 are hereby registered, which includes shares subject to the underwriters' option to purchase additional ordinary shares.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(B) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement on Form S-1 is being filed with respect to the registration of additional ordinary shares, par value \$0.0001 per share, of Ichor Holdings, Ltd. (the “Company”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement includes the registration statement facing page, this page, the signature page, an exhibit index, an opinion of counsel regarding the legality of the securities being registered and a related consent and accountant’s consent. This Registration Statement relates to the Company’s Registration Statement on Form S-1, as amended (File No. 333-217295), initially filed by the Company on April 13, 2017, and is deemed effective upon filing with the Securities and Exchange Commission. The Company is filing this Registration Statement for the sole purpose of increasing the aggregate number of ordinary shares offered by the Company by 732,461 shares. Pursuant to Rule 462(b), the contents of the Registration Statement on Form S-1, as amended, including the exhibits and the power of attorney thereto, are incorporated by reference into this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fremont, State of California, on April 26, 2017.

ICHOR HOLDINGS, LTD

/s/ Thomas M. Rohrs

Name: Thomas M. Rohrs

Title: Executive Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on April 26, 2017 in the capacities indicated.

/s/ Thomas M. Rohrs

Thomas M. Rohrs

Executive Chairman and Chief Executive Officer (principal executive officer)

/s/ Maurice Carson

Maurice Carson

Director, President and Chief Financial Officer
(principal financial officer and principal accounting officer)

/s/ John Chenault

John Chenault

Director

/s/ Dipanjan Deb

Dipanjan Deb

Director

/s/ Andrew Kowal

Andrew Kowal

Director

/s/ Iain MacKenzie

Iain MacKenzie

Director

/s/ Thomas M. Rohrs

Thomas M. Rohrs

Authorized Representative
in the United States

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Description</u>
5.1*	Maples and Calder opinion.
23.1*	Consent of KPMG LLP.
23.2*	Consent of Maples and Calder (included in Exhibit 5.1).

* Filed herewith

Ichor Holdings, Ltd.
PO Box 309, Uglan House
Grand Cayman
KY1-1104
Cayman Islands

26 April 2017

Dear Sirs

Ichor Holdings, Ltd.

We have acted as counsel as to Cayman Islands law to Ichor Holdings, Ltd. (the “**Company**”) in connection with: (a) the registration statement on Form S-1 (the “**Registration Statement**”) under the United States Securities Act of 1933, as amended (the “**Act**”) and filed with the United States Securities and Exchange Commission (the “**Commission**”) relating to, among other things, 5,175,000 ordinary shares of the Company of par value US\$0.0001 per share (the “**Ordinary Shares**”) that have been issued to, and which may be offered by, the selling shareholders identified in the Registration Statement (together, the “**Selling Shareholders**”); and (b) the new registration statement on Form S-1 filed pursuant to Rule 462(b) under the Act (the “**Rule 462(b) Registration Statement**”) and together with the Registration Statement, the “**Registration Statements**”). The Rule 462(b) Registration Statement covers the public offering of an additional 732,461 ordinary shares of the Company of par value US\$0.0001 per share (the “**Additional Shares**”) and, together with the Ordinary Shares, the “**Shares**”) by the Selling Shareholders. This opinion is given in accordance with the terms of the Legal Matters section of the Rule 462(b) Registration Statement.

1 Documents Reviewed

We have reviewed originals, copies, drafts or conformed copies of the following documents and such other documents or instruments as we deem necessary:

- 1.1 The Certificate of Incorporation dated 30 January 2012 and the Amended and Restated Memorandum and Articles of Association of the Company as adopted by Special Resolution passed on 7 December 2016 and effective from 9 December 2016 (the “**Memorandum and Articles**”).
- 1.2 The corporate records of the Company maintained at its registered office in the Cayman Islands.

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- 1.3 A copy of the register of members of the Company dated 11 April 2017 (the “**Register of Members**”).
 - 1.4 A certificate of good standing with respect to the Company issued by the Registrar of Companies (the “**Certificate of Good Standing**”).
 - 1.5 The Registration Statements.

2 Assumptions

The following opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. In giving the following opinions with respect to the Company, we have relied (without further verification) upon the completeness and accuracy of the Certificate of Good Standing. We have also relied upon the following assumptions, which we have not independently verified:

- 2.1 Copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals, and translations of documents provided to us are complete and accurate.
- 2.2 No invitation has been or will be made to the public in the Cayman Islands to purchase the Shares.
- 2.3 The completeness and accuracy of the Register of Members.

3 Opinions

Based upon, and subject to, the foregoing assumptions and the qualifications set out below, and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 The Company has been duly incorporated and is validly existing and in good standing under the laws of the Cayman Islands.
- 3.2 Based solely of our inspection of the Register of Members, the Selling Shareholders have valid title to their respective Shares and such Shares have been duly authorised, legally issued and are fully paid and non-assessable.
- 3.3 Based solely of our inspection of the Register of Members, there are no entries or notations indicating any third party interests, including any security interest as at the date hereof.

4 Qualifications

The opinions expressed above are subject to the following qualifications:

- 4.1 To maintain the Company in good standing under the laws of the Cayman Islands, annual filing fees must be paid and returns made to the Registrar of Companies.
- 4.2 Under Cayman Islands law, the register of members (shareholders) is *prima facie* evidence of title to shares and this register would not record a third party interest in such shares. However, there are certain limited circumstances where an application may be made to a Cayman Islands court for a determination on whether the register of members reflects the correct legal position. Further,

the Cayman Islands court has the power to order that the register of members maintained by a company should be rectified where it considers that the register of members does not reflect the correct legal position. As far as we are aware, such applications are rarely made in the Cayman Islands, but if such an application were made in respect of the Company's Ordinary Shares, then the validity of such shares may be subject to re-examination by a Cayman Islands court.

Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions the subject of this opinion.

We hereby consent to the filing of this opinion as an exhibit to the Rule 462(b) Registration Statement and to the reference to our firm under the heading "Legal Matters" in the prospectus included in the Rule 462(b) Registration Statement. In providing our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission thereunder.

This opinion is limited to the matters detailed herein and is not to be read as an opinion with respect to any other matter.

Yours faithfully

Maples and Calder

/s/ Maples and Calder

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Ichor Holdings, Ltd.

We consent to the use of our report dated March 28, 2017, with respect to the consolidated balance sheets of Ichor Holdings, Ltd. and its subsidiaries as of December 30, 2016 and December 25, 2015, and the related consolidated statements of operations, shareholders' equity, and cash flows for each of the years in the three-year period ended December 30, 2016, incorporated by reference herein.

/s/ KPMG LLP

Portland, Oregon
April 26, 2017