

# ICHOR HOLDINGS, LTD.

Reported by  
**ANDRESON JEFF**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 01/10/20 for the Period Ending 01/06/20

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

# FORM 4

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

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

## 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. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)   |  |
| <b>Anderson Jeff</b>                                   |  | <b>ICHOR HOLDINGS, LTD. [ ICHR ]</b>              |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>President</b> |  |
| (Last) (First) (Middle)                                |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |   |  |
| <b>C/O ICHOR HOLDINGS, LTD., 3185 LAURELVIEW COURT</b> |  | <b>1/6/2020</b>                                   |  |   |  |
| (Street)   |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |
| <b>FREMONT, CA 94538</b>                               |  |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |
| (City) (State) (Zip)                                   |  |   |  |   |  |

### 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 | 1/6/2020       |                                   | A                         |   | 32238 (1)   | A          | \$0.00 | 115456  | D  |   |

### 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 |  |  |  |  |
| Option (right to buy)                    | \$32.57  | 1/6/2020       |                                   | A                         |   | 28571  |     | 1/6/2021 (2)                            | 1/6/2027        | Ordinary Shares, par value \$0.0001   | 28571                      | \$0.00                                     | 28571  | D  |  |

#### Explanation of Responses:

- Represents a restricted stock unit ("RSU") grant, which vests as follows: 25% of the RSU vests on January 6, 2021 and the remainder vests ratably on a quarterly basis over a three year period thereafter.
- The option vests as follows: 25% of the option vests on January 6, 2021 and the remainder vests ratably on a quarterly basis over a three year period thereafter.

#### Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| <b>Anderson Jeff</b><br><b>C/O ICHOR HOLDINGS, LTD.</b><br><b>3185 LAURELVIEW COURT</b><br><b>FREMONT, CA 94538</b> |               |           | <b>President</b> |       |

#### Signatures

/s/ Chase Rosson by Power of Attorney

1/10/2020

\*\*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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