

Reported by BARROS PHILIP RYAN SR.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/21/18 for the Period Ending 02/15/18

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



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

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 * | | | | 2. Issuer Name and Ticker or Trading Symbol | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|--|--------------|---|---------------------------------|--|---|-----------|---|--|--|--|---|---|---|--|--|--|
| BARROS PHILIP RYAN SR. | | | | ICHOR HOLDINGS, LTD. [ICHR] | | | | | | | | , | 10 |)/ O | | |
| (Last) (First) (Middle) | | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | | | Director10% Owner X Officer (give title below) Other (specify below) | | | | | |
| C/O ICHOR HOLDINGS, LTD., 3185 LAURELVIEW COURT | | | 5 | | | 2/1 | 5/201 | 18 | | | Chief Technology Officer | | | | | |
| (Street) | | | 4. I | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| FREMONT, CA 9453 | |) | | | | | | | | | X_Form filed by | | rting Person One Reporting P | erson | | |
| | 7 | Гable I - N | on-Der | ivati | ive Secu | rities Ac | equire | d, Di | isposed o | of, or Be | neficially Owne | d | | | | |
| 1. Title of Security (Instr. 3) | | | | | 3. Trans. Co Instr. 8) | (.8) | | urities Acq sposed of (E 3, 4 and 5) | 0) | 5. Amount of Securiti Following Reported T Instr. 3 and 4) | ies Beneficially Owned Fransaction(s) | | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| Table | e II - Deriv | vative Seco | urities I | Bene | ficially (| Owned (| [e.g.,] | puts | , calls, w | arrants | , options, conve | rtible sec | urities) | | | |
| 1. Title of Derivate Security (Instr. 3) 2. Conversion of Exercise Price of Derivative Security 3. Trans. Date | 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) | | Derivative Security | Securities Beneficially Owned Following | Ownership Form of Derivative Security: Direct (D) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | Code | v | (A) | (D) | Date Exercis | | Expiration Date | Title | Amount or Number of Shares | | Reported Transaction(s) (Instr. 4) | or Indirect (I) (Instr. 4) | | |
| Option (right to buy) \$24.89 | 2/15/2018 | | A | | 40600 | | <u>(1</u> | 7 | 2/15/2025 | Ordinar Shares | у 40600 | \$0.00 | 40600 | D | | |
| Restricted Stock Unit \$0.00 (2) | 2/15/2018 | | A | | 18300 | | <u>(2</u> | 2) | <u>(2)</u> | Ordinar Shares | у 18300 | \$0.00 | 18300 | D | | |

Explanation of Responses:

- (1) The option vests as follows: 25% of the option vests on February 15, 2019 and the remainder vests ratably on a quarterly basis over a three year period thereafter
- (2) The restricted stock unit ("RSU") represents a contingent right to receive ordinary shares of Ichor Holdings, Ltd. The RSU vests as follows: 25% of the RSU vests on February 15, 2019 and the remainder vests ratably on a quarterly basis over a three year period thereafter.

Reporting Owners

| Treporting 6 where | | 1 | Relationships | | | | | | |
|------------------------------------|---------------|-----------|--------------------------|-------|--|--|--|--|--|
| Reporting Owner Name / Address | Relationships | | | | | | | | |
| reporting 6 wher 1 tune / 1 tuness | Director | 10% Owner | Officer | Other | | | | | |
| BARROS PHILIP RYAN SR. | | | | | | | | | |
| C/O ICHOR HOLDINGS, LTD. | | | Chief Technology Officer | | | | | | |
| 3185 LAURELVIEW COURT | | | chief rechnology Officer | | | | | | |
| FREMONT, CA 94538 | | | | | | | | | |

Signatures

/s/ Nelda Young by Power of Attorney

**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.

| 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. |
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