

FORM 4

[] 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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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. (Last) (First) (Middle)		ICHOR HOLDINGS, LTD. [ICHR]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Technology Officer	
C/O ICHOR HOLDINGS, LTD., 3185 LAURELVIEW COURT (Street)		3. Date of Earliest Transaction (MM/DD/YYYY) 5/18/2021		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	
FREMONT, CA 94538 (City) (State) (Zip)		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)			
Ordinary Shares, par value \$0.0001	5/18/2021		M		2537	A	\$24.89	58337	D
Ordinary Shares, par value \$0.0001	5/18/2021		M		1432	A	\$22.56	59769	D
Ordinary Shares, par value \$0.0001	5/18/2021		M		5627	A	\$21.76	65396	D
Ordinary Shares, par value \$0.0001	5/18/2021		S		14573	D	\$50.47	50823	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)	\$24.89	5/18/2021		M		2537		(1)	2/15/2025	Ordinary Shares, par value \$0.0001	2537	\$0.00	7617	D	
Option (right to buy)	\$22.56	5/18/2021		M		1432		(2)	5/14/2026	Ordinary Shares, par value \$0.0001	1432	\$0.00	11457	D	
Option (right to buy)	\$21.76	5/18/2021		M		5627		(3)	5/12/2027	Ordinary Shares, par value \$0.0001	5627	\$0.00	16880	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 option vests as follows: 25% of the option vests on May 14, 2020 and the remainder vests ratably on a quarterly basis over a three year period thereafter.
- (3) The option vests as follows: 25% of the option vests on May 12, 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
BARROS PHILIP RYAN SR. C/O ICHOR HOLDINGS, LTD. 3185 LAURELVIEW COURT FREMONT, CA 94538			Chief Technology Officer	

Signatures

/s/ Chase Rosson by Power of Attorney

5/20/2021

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.