Fabrinet
Form 10-Q
May 09, 2012
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x **Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the quarterly period ended March 30, 2012 March 30, 2012

OR

¨ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
Commission File Number: 001-34775

FABRINET

(Exact name of registrant as specified in its charter)

Cayman Islands **(State or other jurisdiction of incorporation or organization)**	**Not Applicable** **(I.R.S. Employer Identification No.)**

Walker House

87 Mary Street

George Town

Grand Cayman

Cayman Islands **(Address of principal executive offices)**	**KY1-9005** **(Zip Code)**

+66 2-524-9600

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 (the Exchange Act) during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

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

Large accelerated filer	¨	Accelerated filer	x
Non-accelerated filer	¨ (Do not check if smaller reporting company)	Smaller reporting company	¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ¨ Yes x No

As of April 27, 2012, the registrant had 34,467,757 ordinary shares, $0.01 par value, outstanding.

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FORM 10-Q

QUARTER ENDED MARCH 30, 2012

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PART I: FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

FABRINET

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands of U.S. dollars, except share data)	March 30, 2012	June 24, 2011
Assets		
Current assets		
Cash and cash equivalents	$ 125,410	$ 127,282
Trade accounts receivable, net	118,484	117,705
Inventories, net	98,877	106,467
Investment in leases		448
Deferred tax assets	3,948	1,308
Prepaid expenses and other current assets	7,046	4,466
Total current assets	353,765	357,676
Non-current assets		
Property, plant and equipment, net	96,391	75,410
Intangibles, net	466	892
Investment in leases		1,163
Deferred tax assets	1,871	1,953
Deposits and other non-current assets	662	681
Total non-current assets	99,390	80,099
Total assets	$ 453,155	$ 437,775
Liabilities and Shareholders Equity		
Current liabilities		
Long-term loans from banks, current portion	$ 9,668	$ 4,398
Trade accounts payable	75,274	92,563
Construction payable	4,236	2,475
Income tax payable	820	1,858
Deferred tax liability	1,283	1,056
Accrued payroll, profit sharing and related expenses	6,997	7,677
Accrued expenses	4,412	3,986
Other payables	8,353	3,796
Liabilities to third parties due to flood losses	61,198	
Total current liabilities	172,241	117,809
Non-current liabilities		
Long-term loans from banks, non-current portion	31,328	11,979
Severance liabilities	5,015	4,478
Other non-current liabilities	2,054	1,982
Total non-current liabilities	38,397	18,439

Total liabilities	210,638	136,248
Commitments and contingencies (Note 13)		
Shareholders equity		
Preferred shares (5,000,000 shares authorized, $0.01 par value; no shares issued and outstanding as of March 30, 2012 and June 24, 2011)		
Ordinary shares (500,000,000 shares authorized, $0.01 par value; 34,466,754 shares and 34,207,579 shares issued and outstanding as of March 30, 2012 and June 24, 2011, respectively)	345	342
Additional paid-in capital	64,727	59,816
Retained earnings	177,445	241,369
Total shareholders equity	242,517	301,527
Total Liabilities and Shareholders equity	$ 453,155	$ 437,775

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended		Nine Months Ended	
(in thousands of U.S. dollars, except share data)	**March 30, 2012**	**March 25, 2011**	**March 30, 2012**	**March 25, 2011**
Revenues	$ 139,019	$ 194,851	$ 421,975	$ 553,222
Cost of revenues	(124,138)	(169,528)	(375,281)	(482,460)
Gross profit	14,881	25,323	46,694	70,762
Selling, general and administrative expenses	(6,586)	(7,516)	(18,543)	(18,294)
Other expenses in relation to flood	(55,623)		(95,888)	
Operating (loss) income	(47,328)	17,807	(67,737)	52,468
Interest income	209	143	628	355
Interest expense	(64)	(81)	(206)	(282)
Foreign exchange gain (loss), net	714	342	1,314	(706)
Other income	57	65	213	80
(Loss) income before income taxes	(46,412)	18,276	(65,788)	51,915
Income tax benefit (expense)	87	(1,613)	1,864	(4,241)
Net (loss) income	$ (46,325)	$ 16,663	$ (63,924)	$ 47,674
(Loss) earnings per share				
Basic	$ (1.35)	$ 0.49	$ (1.86)	$ 1.41
Diluted	(1.35)	0.49	(1.86)	1.39
Weighted average number of ordinary shares outstanding (thousands of shares)				
Basic	34,440	33,969	34,353	33,833
Diluted	34,440	34,232	34,353	34,345

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands of U.S. dollars)	Nine Months Ended March 30, 2012	Nine Months Ended March 25, 2011
Cash flows from operating activities		
Net (loss) income for the period	$ (63,924)	$ 47,674
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	6,995	6,445
Amortization of intangibles	288	382
Gain on disposal of property, plant and equipment	(7)	(31)
Allowance for doubtful accounts and warranties	(23)	119
Unrealized gain on exchange rate and fair value of derivative	(1,364)	(718)
Share-based compensation	3,930	2,658
Deferred income tax	(2,331)	(417)
Provision for uncertain tax position and severance liabilities, net of payments	688	169
Inventory obsolescence	528	298
Loss from written-off assets and liabilities to third parties due to flood losses	83,871	
Changes in operating assets and liabilities		
Trade accounts receivable	(807)	(19,638)
Inventories	(9,550)	(10,204)
Other current assets and non-current assets	(2,758)	(245)
Trade accounts payable	(17,289)	(5,911)
Income tax payable	(1,038)	1,107
Other current liabilities and non-current liabilities	2,929	2,914
Net cash provided by operating activities	138	24,602
Cash flows from investing activities		
Purchase of property, plant and equipment	(26,394)	(15,761)
Purchase of intangibles	(17)	(171)
Purchase of assets for lease under direct financing leases	(2,940)	(1,583)
Proceeds from direct financing leases	1,217	268
Proceeds from disposals of property, plant and equipment	22	111
Net cash used in investing activities	(28,112)	(17,136)
Cash flows from financing activities		
Receipts of long-term loans from banks	28,000	
Repayments of long-term loans from banks	(3,381)	(4,421)
Proceeds from initial public offering, net		26,319
Proceeds from issuance of ordinary shares under employee share option plan	984	1,365
Net cash provided by financing activities	25,603	23,263
Net (decrease) increase in cash and cash equivalents	(2,371)	30,729
Movement in cash and cash equivalents		
Cash and cash equivalents at beginning of period	127,282	84,942
(Decrease) increase in cash and cash equivalents	(2,371)	30,729
Effect of exchange rate on cash and cash equivalents	499	748
Cash and cash equivalents at end of period	$ 125,410	$ 116,419

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Business and organization
General

Fabrinet (Fabrinet or the Company) was incorporated on August 12, 1999, and commenced operations on January 1, 2000. The Company is an exempted company incorporated with limited liability, and is domiciled in the Cayman Islands, British West Indies. Fabrinet and its direct and indirect subsidiaries are referred to as the Group .

The Group provides precision optical, electro-mechanical and electronic manufacturing services to original equipment manufacturers (OEMs) of complex products, such as optical communication components, modules and sub-systems, industrial lasers and sensors. The Group offers a broad range of advanced optical capabilities across the entire manufacturing process, including process design and engineering, supply chain management, manufacturing, integration and full product assembly and test. The Group focuses primarily on the production of low-volume, high-mix products.

The Company has the following direct and indirect subsidiaries:

- Fabrinet Co., Ltd., (Fabrinet Thailand) incorporated in Thailand on September 27, 1999;
- Fabrinet USA, Inc., incorporated in the U.S. in the State of California on October 12, 1999;
- FBN New Jersey Manufacturing, Inc., incorporated in the U.S. in the State of Delaware on May 11, 2005;
- Fabrinet China Holdings, incorporated in Mauritius and CASIX Inc., incorporated in the People s Republic of China, which were both acquired on May 29, 2005;
- Fabrinet Pte. Ltd., incorporated in Singapore on November 14, 2007; and
- Fabrinet AB, incorporated in Sweden on September 29, 2010.

Asia Pacific Growth Fund III, L.P. held 26.2% and 26.5% of the Company s share capital (fully diluted) as of March 30, 2012 and June 24, 2011, respectively.

2. Accounting policies
Basis of presentation

The condensed consolidated financial statements of Fabrinet included herein have been prepared on a basis consistent with the June 24, 2011 audited consolidated financial statements and include all material adjustments, consisting of normal recurring adjustments, necessary to fairly present the information set forth therein. These condensed consolidated financial statements should be read in conjunction with the June 24, 2011 audited consolidated financial statements and notes thereto. The year-end condensed balance sheet data was derived from audited financial statements but does not include all disclosures required by accounting principles generally accepted in the United States of America (U.S.

GAAP). Fabrinet s results of operations for the three and nine months ended March 30, 2012 and March 25, 2011 are not necessarily indicative of future operating results.

The preparation of the Group s consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements, and the reported amount of total revenues and expense during the year. The Group bases estimates on historical experience and various assumptions about the future that are believed to be reasonable based on available information. The Group s reported financial position or results of operations may be materially different under different conditions or when using different estimates and assumptions, particularly with respect to significant accounting policies, which are discussed below. Significant assumptions are used in accounting for business combinations, share-based compensation, allowance for doubtful accounts, income taxes and inventory obsolescence, among others. In addition, as the Company continues to assess the extent of the impact on the Company s operations of the flooding in Thailand that occurred in October-November 2011, the Company has made estimates and assumptions in the

determination of losses and recoveries recognized in the condensed consolidated financial statements. Due to the inherent uncertainty involved in making estimates, actual results reported in future periods may be different from these estimates. In the event that estimates or assumptions prove to differ from actual results, adjustments will be made in subsequent periods to reflect more current information.

Fiscal years

The Group utilizes a 52-53 week fiscal year ending on the Friday closest to June 30. The three months ended March 30, 2012 and March 25, 2011 each consisted of 13 weeks. The nine months ended March 30, 2012 and March 25, 2011 consisted of 40 weeks and 39 weeks, respectively. Fiscal year 2012 will be comprised of 53 weeks and will end on June 29, 2012.

Concentration of credit risk

Financial instruments that potentially subject the Group to concentrations of credit risk consist of cash and cash equivalents and accounts receivable.

As of March 30, 2012, the Group s cash and cash equivalents were held in deposits and highly liquid products with maturities of three months or less with banks with credit ratings of A minus or above. The Group had four customers and five customers that each contributed to 10% or more of its total accounts receivable as of March 30, 2012 and June 24, 2011, respectively.

Accounts receivable include amounts due from companies that are monitored by the Group for credit worthiness. Management has implemented a program to closely monitor near term cash collection and credit exposures and believes no material loss will be incurred.

Recent accounting pronouncements

In December 2011, the Financial Accounting Standards Board (FASB or the Board) issued the Accounting Standards Update No. 2011-12 Comprehensive Income (Topic 220) Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05. Under the amendments in Update 2011-05 entities are required to present reclassification adjustments and the effect of those reclassification adjustments on the face of the financial statements where net income is presented, by component of net income , and on the face of the financial statements where other comprehensive income is presented, by component of other comprehensive income for both annual and interim financial periods. The amendments in this Update supersede changes to those paragraphs in Update 2011-05 that pertain to how, when, and where reclassification adjustments are presented. All other requirements in Update 2011-05 are not affected by this amendment, including the requirement to report comprehensive income either in a single continuous financial statement or in two separate but consecutive financial statements. This guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Early adoption is permitted. This new guidance is not expected to have an impact on the Company s presentation, financial position, and results of operations.

In December 2011, the FASB issued the Accounting Standards Update No. 2011-11 Balance Sheet (Topic 210) Disclosures about Offsetting Assets and Liabilities. The amendments in this Update will enhance disclosures required by U.S. GAAP by requiring improved information about financial instruments and derivative instruments that are either (1) offset in accordance with either Section 210-20-45 or Section 815-10-45 or (2) subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset in accordance with either Section 210-20-45 or Section 815-10-45. Information about offsetting and related arrangements will enable users of an entity s financial statements to understand the effect of those arrangements on an entity s financial position, including the effect or potential effect of rights of setoff associated with certain financial instruments and derivative instruments in the scope of this Update. This guidance is effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. The Company does not expect that the adoption of this guidance will have an effect on its unaudited condensed consolidated financial statements.

In December 2011, the FASB issued the Accounting Standards Update No. 2011-10 Property, Plant, and Equipment (Topic 360) Derecognition of in Substance Real Estate- a Scope Clarification, a consensus of the FASB Emerging Issues Task Force. Under the amendments in this Update, when a parent (reporting entity) ceases to have a controlling financial

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interest (as described in Subtopic 810-10) in a subsidiary that is in substance real estate as a result of default on the subsidiary s nonrecourse debt, the reporting entity should apply the guidance in Subtopic 360-20 to determine whether it should derecognize the in substance real estate. Generally, a reporting entity would not satisfy the requirements to derecognize the in substance real estate before the legal transfer of the real estate to the lender and the extinguishment of the related nonrecourse indebtedness. That is, even if the reporting entity ceases to have a controlling financial interest under Subtopic 810-10, the reporting entity would continue to include the real estate, debt, and the results of the subsidiary s operations in its consolidated financial statements until legal title to the real estate is transferred to legally satisfy the debt. This guidance is effective for fiscal years and interim periods within those years, beginning on or after June 15, 2012. Early adoption is permitted. The Company will adopt this guidance in the first quarter of fiscal year 2013, and is currently evaluating the impact, if any, its adoption will have on its unaudited condensed consolidated financial statements.

3. (Loss) earnings per ordinary share

Basic (loss) earnings per ordinary share are computed by dividing reported net (loss) income by the weighted average number of ordinary shares outstanding during each period.

	Three Months Ended	
	March 30, 2012	March 25, 2011
Net (loss) income attributable to shareholders	$ (46,325)	$ 16,663
Weighted average number of ordinary shares outstanding (thousands of shares)	34,440	33,969
Basic (loss) earnings per ordinary share (in dollars)	$ (1.35)	$ 0.49

	Nine Months Ended	
	March 30, 2012	March 25, 2011
Net (loss) income attributable to shareholders	$ (63,924)	$ 47,674
Weighted average number of ordinary shares outstanding (thousands of shares)	34,353	33,833
Basic (loss) earnings per ordinary share (in dollars)	$ (1.86)	$ 1.41

Diluted (loss) earnings per ordinary share are computed by dividing reported net (loss) income by the weighted average number of ordinary shares and dilutive ordinary equivalent shares outstanding during each period. Dilutive ordinary equivalent shares consist of share options and restricted shares. Diluted (loss) earnings per ordinary share is calculated as follows:

	Three Months Ended	
	March 30, 2012	March 25, 2011
Net (loss) income used to determine diluted (loss) earnings per ordinary share	$ (46,325)	$ 16,663
Weighted average number of ordinary shares outstanding (thousands of shares)	34,440	33,969
Adjustment for incremental shares arising from the assumed exercise of share options and vesting of restricted share units (thousands of shares)	*	263
Weighted average number of ordinary shares for diluted (loss) earnings per ordinary share (thousands of shares)	34,440	34,232
Diluted (loss) earnings per ordinary share (in dollars)	$ (1.35)	$ 0.49

* Loss per ordinary share for the three months ended March 30, 2012 was computed using the weighted average number of ordinary shares outstanding during the period in accordance with the antidilutive provisions of ASC 260-10-45, therefore 218,193 shares have been excluded.

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	Nine Months Ended	
	March 30, 2012	March 25, 2011
Net (loss) income used to determine diluted (loss) earnings per ordinary share	$ (63,924)	$ 47,764
Weighted average number of ordinary shares outstanding (thousands of shares)	34,353	33,833
Adjustment for incremental shares arising from the assumed exercise of share options and vesting of restricted share units (thousands of shares)	*	512
Weighted average number of ordinary shares for diluted (loss) earnings per ordinary share (thousands of shares)	34,353	34,345
Diluted (loss) earnings per ordinary share (in dollars)	$ (1.86)	$ 1.39

* Loss per ordinary share for the nine months ended March 30, 2012 was computed using the weighted average number of ordinary shares outstanding during the period in accordance with the antidilutive provisions of ASC 260-10-45, therefore 214,816 shares have been excluded.

4. Fair value

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. A fair value hierarchy is established which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The Group utilizes the market approach to measure fair value for its financial assets and liabilities. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.

The following table sets forth the Group s applicable liabilities measured at fair value on a recurring basis as of March 30, 2012:

	Fair Value Measurements at Reporting Date Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Balance
Liabilities				
Derivative liabilities		89		89
Total liabilities measured at fair value	$	$ 89	$	$ 89

The above derivative liabilities are classified in accrued expenses on the condensed consolidated balance sheet.

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The following table sets forth the Group s applicable liabilities measured at fair value on a recurring basis as of June 24, 2011:

	Fair Value Measurements at Reporting Date Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Balance
Liabilities				
Derivative liabilities		966		966
Total liabilities measured at fair value	$	$ 966	$	$ 966

The above derivative liabilities are classified in accrued expenses on the consolidated balance sheet.

5. Allowance for doubtful accounts

The activities and balances for allowance for doubtful accounts for the nine months ended March 30, 2012 and March 25, 2011 were as follows:

	Balance at beginning of period	Charged to expenses during the period	Balance at end of period
Nine months ended March 30, 2012	$ 79	$ 28	$ 107
Nine months ended March 25, 2011	$ 41	$ 67	$ 108

6. Inventories

	March 30, 2012	June 24, 2011
Raw materials	$ 45,496	$ 47,172
Work in progress	41,254	46,190
Finished goods	8,303	9,651
Goods in transit	6,554	5,656
	$ 101,607	$ 108,669
Less Inventory obsolescence	(2,730)	(2,202)
Inventories, net	$ 98,877	$ 106,467

In the three months ended March 30, 2012, the Group wrote off inventories of $1,094, of which $772 were raw materials and $322 were work in progress and finished goods, damaged due to the flooding in Thailand during October-November 2011 (see Note 15). In the nine months ended March 30, 2012, the Group wrote off inventories of $16,612, of which $11,243 were raw materials and $5,369 were work in progress and finished goods, damaged due to the flooding in Thailand during October-November 2011. These amounts have been included in Other expenses in relation to flood in the condensed consolidated statements of operations.

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7. Investment in leases

Investment in direct financing leases primarily consists of manufacturing equipment. The following lists the components of the Company s investment in direct financing leases as of March 30, 2012 and June 24, 2011:

	March 30, 2012	June 24, 2011
Total minimum lease payments receivable	$ 3,522	$ 2,026
Estimated residual values of leased equipment		
Investment in direct financing leases	$ 3,522	$ 2,026
Less: unearned income	(186)	(415)
	$ 3,336	$ 1,611
Less: written-off of investment in direct financing leases	(3,336)	
Net investment in direct financing leases	$	$ 1,611

In the second quarter of fiscal 2012, all investment in leases of $3,336 were written-off, as they were damaged due to the flooding in Thailand during October-November 2011. This amount has been included in other expenses in relation to flood in the condensed consolidated statements of operations.

8. Intangibles

The following tables present details of the Group s intangibles:

	March 30, 2012		
	Gross Carrying Amount	Accumulated Amortization	Net
Software	$ 3,456	$ (2,990)	$ 466
Total intangibles	$ 3,456	$ (2,990)	$ 466

	June 24, 2011		
	Gross Carrying Amount	Accumulated Amortization	Net
Software	$ 3,594	$ (2,702)	$ 892
Total intangibles	$ 3,594	$ (2,702)	$ 892

The Group recorded amortization expense relating to intangibles of $89 and $129 for the three months ended March 30, 2012 and March 25, 2011, respectively, and $288 and $382 for the nine months ended March 30, 2012 and March 25, 2011, respectively.

Based on the carrying amount of intangibles as of March 30, 2012, and assuming no future impairment of the underlying assets, the estimated future amortization at the end of each fiscal year in June is as follows:

2012	$ 86
2013	217
2014	93
2015	64
2016	5
Thereafter	1
Total amortization	$ 466

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9. Borrowings

Bank borrowings and long-term debt was comprised of the following:

	March 30, 2012	June 24, 2011
Short-term bank borrowings	$	$
Long-term loans from banks	40,996	16,377
Total borrowings	$ 40,996	$ 16,377
Long-term loans from banks consisted of:		
Current portion	$ 9,668	$ 4,398
Non-current portion	31,328	11,979

At March 30, 2012 and June 24, 2011, the Group had outstanding borrowings under long-term loan agreements with banks totaling $40,996 and $16,377, respectively, which consisted of:

Contract	Amount				
No.	March 30, 2012	June 24, 2011	Interest rate per annum (%)	Conditions	Repayment term
1	$ 30,000	$ 2,000	LIBOR + 2.8% per annum	Repayable in quarterly installments within 6 years	June 2012 -March 2017
2	10,996	13,747	SIBOR + 1.5% per annum	Repayable in quarterly installments within 8 years	May 2009 -February 2015
3		630	SIBOR + 1.5% per annum	Repayable in semi-annual installments within 7 years	June 2005 -November 2011
Total	$ 40,996	$ 16,377			

Certain of the long-term loans are secured by certain property, plant and equipment. The carrying amount of assets secured and pledged as collateral was $23,004 and $34,946 as of March 30, 2012 and June 24, 2011, respectively. The carrying amounts of borrowings approximate their fair value.

Interest expense relating to a long-term loan from a bank for the development of a new factory site, Pinehurst Building 6, of $169 and $257 was capitalized in construction in progress for the three and nine months ended March 30, 2012, respectively.

The long-term loans prescribe maximum ratios of debt to equity and minimum levels of debt service coverage ratios. As of March 30, 2012 and June 24, 2011, the Group was in compliance with its long-term loan agreements. In addition to financial ratios, certain of the Group s packing credits and long-term loans include customary events of default. There is no requirement for the Group to maintain a lock-box arrangement under these agreements. As such, the non-current portions of the long-term loans are classified as non-current liabilities in the condensed consolidated balance sheet.

The movements of long-term loans were as follows for the nine months ended March 30, 2012 and March 25, 2011:

	Nine Months Ended	
	March 30, 2012	March 25, 2011
Opening net book amount	$ 16,377	$ 20,385
Additional loans during the period	28,000	
Repayment during the period	(3,381)	(4,421)

Closing net book amount	$ 40,996	$ 15,964

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As of March 30, 2012, future maturities of long-term debt were as follows at the end of each fiscal year in June:

2012	$ 2,417
2013	9,668
2014	9,668
2015	8,743
2016	6,000
Thereafter	4,500
Total	$ 40,996

Credit facilities:

Undrawn available credit facilities at March 30, 2012 and June 24, 2011 totaled:

	March 30, 2012	June 24, 2011
Bank borrowings:		
Short-term loans	$ 50,412	$ 50,450
Long-term loans		28,000

10. Income tax

The Group has implemented FASB ASC Topic 740, Income Taxes (FASB ASC 740). As of March 30, 2012, the liability for uncertain tax positions including accrued interest and penalties increased to $1,854 (June 24, 2011: $1,703). The Group does not expect any material changes to the estimated amount of liability associated with its uncertain tax positions within the next 12 months.

The Group files several income tax returns in U.S. and foreign tax jurisdictions. The tax years from 2007 to 2011 remain open to examination by U.S. and state tax authorities, and the tax years from 2007 to 2011 remain open to examination by the foreign tax authorities.

The Group s income tax is recognized based on the best estimate of the expected annual income tax rate for the full fiscal year of each entity in the Group. The effective tax rate for the Group for the three months ended March 30, 2012 and March 25, 2011 was (0.2)% (tax benefit) and 9% of net income, respectively. The effective tax rate for the Group for the nine months ended March 30, 2012 and March 25, 2011 was (3)% (tax benefit) and 8% of net income, respectively. The decrease in effective tax rate during the three and nine months ended March 30, 2012, as compared to the three and nine months ended March 25, 2011, was due to the effects of the reassessment of the Group s projected full year effective tax rate to take into account the impact on the Group s operations of the flooding in Thailand that occurred in October and November 2011, resulting in the recording of additional deferred tax assets of $0.8 million and $3.2 million for the three and nine months ended March 30, 2012, respectively, and the impact of an income tax rate change for the Company s subsidiary in China, resulting in a reduction in income tax expense of $0.3 million for the three months ended March 30, 2012.

Further, on December 21, 2011, the Thailand Revenue Department announced a reduction in corporate income tax rates for tax periods beginning on or after January 1, 2012. As a result of the announcement, enacted corporate income tax rates for the Company s subsidiary in Thailand will be reduced from 30% in fiscal 2012 to 23%, 20% and 20% in fiscal 2013, 2014 and 2015, respectively. As a result of this change, the Company s deferred tax balance and income tax expense decreased by a net amount of $121 during the three months ended December 30, 2011.

On March 16, 2012, the Company s subsidiary in China received a certificate with an approval date of October 21, 2011, granting the subsidiary a tax privilege to reduce its corporate income tax rate from 25% to 15%. This privilege is retroactive to January 1, 2011 and valid for three years from January 1, 2011 to December 31, 2013, subject to renewal at the end of each three year period. As a result of this change, deferred tax assets have decreased by $500, deferred tax liabilities decreased by $106, income tax payable decreased by $697, and income tax expense reduced by $303 during the three months ended March 30, 2012. The impact of this tax rate benefit on net income per share (basic and diluted) is $0.009 for the three months ended March 30, 2012.

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11. Share-based compensation

Share-based compensation

FASB ASC Topic 718, Compensation-Stock Compensation (FASB ASC 718) requires companies to recognize the cost of employee service received in exchange for awards of equity instruments, based on the grant date fair value of those awards, in the financial statements. In determining the grant date fair value of those awards, the Group is required to make estimates of the fair value of the Group s ordinary shares, expected dividends to be issued, expected volatility of the Group s shares, expected forfeitures of the awards, risk-free interest rates for the expected term of the awards, expected terms of the awards, and the vesting period of the respective awards. FASB ASC 718 requires forfeitures to be estimated at the time of grant and revised if necessary in subsequent periods if actual forfeitures differ from those estimates.

The effect of recording share-based compensation expense for the three and nine months ended March 30, 2012 and March 25, 2011 was as follows:

	Three Months Ended		Nine Months Ended	
	March 30, 2012	March 25, 2011	March 30, 2012	March 25, 2011
Share-based compensation expense by type of award:				
Share options	$ 935	$ 1,102	$ 3,005	$ 2,280
Restricted shares	404	136	925	378
Total share-based compensation expense	1,339	1,238	3,930	2,658
Tax effect on share-based compensation expense				
Net effect on share-based compensation expense	$ 1,339	$ 1,238	$ 3,930	$ 2,658

Share-based compensation expense was recorded in the condensed consolidated statements of operations as follows: cost of revenues of $381 and $440 for the three months ended March 30, 2012 and March 25, 2011, respectively, and $1,292 and $918 for the nine months ended March 30, 2012 and March 25, 2011, respectively; and SG&A expenses of $958 and $798 for the three months ended March 30, 2012 and March 25, 2011, respectively, and $2,638 and $1,740 for the nine months ended March 30, 2012 and March 25, 2011, respectively. The Group did not capitalize any share-based compensation expense as part of any asset costs during the three and nine months ended March 30, 2012 and March 25, 2011.

Share-based award activity

Share options have been granted to directors and employees. As of March 30, 2012, there were 194,269 share options outstanding under the Amended and Restated 1999 Share Option Plan (the 1999 Plan). Additional option grants may not be made under the 1999 Plan.

On March 12, 2010, the Company s shareholders adopted the 2010 Performance Incentive Plan (the 2010 Plan), and on December 20, 2010, the Company s shareholders adopted an amendment to the 2010 Plan to increase the number of ordinary shares authorized for issuance under the 2010 Plan. A total of 2,000,000 ordinary shares are authorized for issuance under the 2010 Plan, plus any shares subject to share options under the 1999 Plan outstanding as of June 24, 2010, that expire, are canceled or terminate after such date. As of March 30, 2012, there were an aggregate of 1,424,859 share options outstanding, 194,833 restricted share units outstanding and 328,020 ordinary shares available for future grant under the 2010 Plan.

Share options

The Company s board of directors has the authority to determine the type of option and the number of shares subject to an option. Options generally vest and become exercisable over four years and expire, if not exercised, within 7 years of the grant date. In the case of a grantee s first grant, 25 percent of the underlying shares subject to an option vest 12 months

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after the vesting commencement date and 1/48 of the underlying shares vest monthly over each of the subsequent 36 months. In the case of any additional grants to a grantee, 1/48 of the underlying shares subject to an option vest monthly over four years, commencing one month after the vesting commencement date.

The following summarizes share option activity under the 1999 Plan:

	Number of Shares Underlying Options Nine Months Ended		Weighted-Average Exercise Price Per Share Nine Months Ended	
	March 30, 2012	March 25, 2011	March 30, 2012	March 25, 2011
Shares underlying options outstanding at beginning of the period	423,205	858,005	$ 4.34	$ 3.66
Granted				
Exercised	(222,656)*	(397,787)	3.56	2.91
Forfeited	(5,180)	(4,392)	5.98	5.07
Expired	(1,100)	(5,900)	5.75	2.78
Shares underlying options outstanding at end of the period	194,269	449,926	5.19	4.33
Shares underlying options exercisable at end of the period	122,777	291,157	$ 4.86	$ 3.62

* Included in the exercised number are 1,000 share options exercised on March 29, 2012, but not settled as of March 30, 2012.

The following summarizes information for share options outstanding as of March 30, 2012 under the 1999 Plan:

	Number of Shares Underlying Options	Exercise Price	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value
	1,000	$ 2.00	0.50	
	4,925	2.25	0.87	
	3,100	2.75	1.42	
	1,600	3.00	1.44	
	20,021	3.50	1.76	
	3,605	4.25	2.42	
	8,815	4.75	2.67	
	11,156	5.00	2.88	
	5,480	5.25	3.10	
	26,750	5.50	3.41	
	103,617	5.75	4.55	
	4,200	6.25	5.10	
Options outstanding	194,269		3.67	2,433
Options exercisable	122,777		3.17	1,578

As of March 30, 2012, $74 of estimated share-based compensation expense related to share options under the 1999 Plan remains to be recorded. That cost is expected to be recorded over an estimated amortization period of 1.61 years.

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The following summarizes share option activity under the 2010 Plan:

	Number of Shares Underlying Options Nine Months Ended		Weighted-Average Exercise Price Per Share Nine Months Ended	
	March 30, 2012	March 25, 2011	March 30, 2012	March 25, 2011
Shares underlying options outstanding at beginning of the period	925,921		$ 17.37	$
Granted	584,837	992,367	14.84	17.24
Exercised	(11,619)	(12,290)	16.60	16.83
Forfeited	(73,143)	(57,534)	17.33	16.83
Expired	(1,137)		16.80	
Shares underlying options outstanding at end of the period	1,424,859	922,543	16.34	17.27
Shares underlying options exercisable at end of the period	336,862	71,838	$ 16.81	$ 16.96

The following summarizes information for share options outstanding as of March 30, 2012 under the 2010 Plan:

	Number of Shares Underlying Options	Exercise Price	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value
	40,000	$ 13.77	5.40	
	730,201	16.83	5.54	
	30,000	15.05	5.60	
	35,544	25.50	5.79	
	13,550	26.16	5.85	
	20,000	23.62	6.10	
	213,528	15.16	6.39	
	305,326	14.12	6.62	
	31,160	19.36	6.87	
	5,550	18.60	6.92	
Options outstanding	1,424,859		5.95	$ 2,521
Options exercisable	336,862		5.68	$ 446

As of March 30, 2012, $3,109 of estimated share-based compensation expense related to share options under the 2010 Plan remains to be recorded. That cost is expected to be recorded over an estimated amortization period of 3.14 years.

Restricted share units

Restricted share units may be granted under the 2010 Plan. Restricted share units granted to non-employee directors generally cliff vest 100% on the first of January, approximately 1 year from the grant date. Restricted share units granted to executives generally vest as to 1/4th of the shares over 4 years on each anniversary of the vesting commencement date.

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The following summarizes restricted share unit activity under the 2010 Plan:

	Number of Shares Underlying Restricted Share Units Nine Months Ended		Weighted-Average Grant Date Fair Value Per Share Nine Months Ended	
	March 30, 2012	March 25, 2011	March 30, 2012	March 25, 2011
Unvested balance at beginning of the period	25,900		$ 21.62	$
Granted	211,266	43,420	14.37	18.47
Issued	(25,900)	(17,520)	21.62	13.82
Vested				
Forfeited	(16,433)		14.00	
Unvested balance at end of the period	194,833	25,900	$ 14.40	$ 21.62

As of March 30, 2012, $1,782 of estimated share-based compensation expense related to restricted share units under the 2010 Plan remains to be recorded. That cost is expected to be recorded over an estimated amortization period of 3.09 years.

12. Shareholders equity

Share capital

The Company s authorized share capital is 500,000,000 ordinary shares, par value of $0.01 per ordinary share, and 5,000,000 preferred shares, par value of $0.01 per preferred share.

For the nine months ended March 30, 2012, the Company issued 233,275 ordinary shares upon exercise of options, for cash consideration at a weighted average exercise price of $4.21 per share, and issued 25,900 ordinary shares upon full vesting of restricted share units. All such issued shares are fully paid.

For the nine months ended March 25, 2011, the Company issued 410,077 ordinary shares upon exercise of options, for cash consideration at a weighted average exercise price of $3.33 per share, and issued 17,520 ordinary shares upon full vesting of restricted share units. All such issued shares are fully paid.

13. Commitments and contingencies

Bank guarantees

As of March 30, 2012 and June 24, 2011, there were outstanding bank guarantees given by banks on behalf of Fabrinet Thailand for electricity usage and other normal business amounting to $682 and $686, respectively.

Operating lease commitments

The Group leases a portion of its capital equipment, and certain land and buildings for its facilities in Thailand, China and New Jersey, under operating lease arrangements that expire in various years through 2015. Rental expense under these operating leases amounted to $1,487 and $1,443 for the nine months ended March 30, 2012 and March 25, 2011, respectively.

As of March 30, 2012, the future minimum lease payments due under non-cancelable leases were as follows at the end of each fiscal year in June:

2012	$ 287
2013	781
2014	181
2015	59
2016	15
Total minimum operating lease payments	$ 1,323

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Purchase obligations

Purchase obligations represent legally-binding commitments to purchase inventory and other commitments made in the normal course of business to meet operational requirements. Although open purchase orders are considered enforceable and legally binding, the terms generally give the Group the option to cancel, reschedule and/or adjust its requirements based on its business needs prior to the delivery of goods or performance of services. Obligations to purchase inventory and other commitments are generally expected to be fulfilled within one year.

As of March 30, 2012, there was an outstanding commitment to third parties relating to the development of a new factory site, Pinehurst Building 6, of $3,238.

Indemnification of directors and officers

Cayman Islands law does not limit the extent to which a company s memorandum and articles of association may provide for indemnification of directors and officers, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime. The Company s amended and restated memorandum and articles of association provide for indemnification of directors and officers for actions, costs, charges, losses, damages and expenses incurred in their capacities as such, except that such indemnification does not extend to any matter in respect of any fraud or dishonesty that may attach to any of them.

In accordance with the Company s form of indemnification agreement for its directors and officers, the Company has agreed to indemnify its directors and officers against certain liabilities and expenses incurred by such persons in connection with claims by reason of their being such a director or officer. The Company has a director and officer liability insurance policy that may enable it to recover a portion of any future amounts paid under the indemnification agreements.

14. Business segments and geographic information

The Group evaluates its reportable segments in accordance with FASB ASC Topic 280, Segment Reporting. Operating segments are defined as components of an enterprise for which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision making group, in deciding how to allocate resources and in assessing performance. The Group s chief operating decision maker is Fabrinet s board of directors. As of March 30, 2012, the Group operated and internally managed a single operating segment. Accordingly, the Group does not accumulate discrete information with respect to separate product lines and does not have separate reportable segments.

The Group operates primarily in three geographic regions: North America, Asia-Pacific and Europe. The following tables present total revenues by geographic regions:

	Three Months Ended	
	March 30, 2012	March 25, 2011
North America	$ 72,775	$ 78,515
Asia-Pacific	43,327	74,546
Europe	22,917	41,790
	$ 139,019	$ 194,851

	Nine Months Ended	
	March 30, 2012	March 25, 2011
North America	$ 213,016	$ 231,858
Asia-Pacific	134,691	214,872
Europe	74,268	106,492
	$ 421,975	$ 553,222

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Total revenues are attributed to a particular geographic area based on the bill-to location of the customer. As of March 30, 2012, the Group had approximately $164 of long-lived assets based in North America, with the substantial remainder of assets based in Asia-Pacific.

15. Other expenses in relation to flood

The Company suspended production at all of its manufacturing facilities in Thailand from October 17, 2011, through December 2011 as a result of severe flooding in Thailand. Company personnel, insurance adjusters and forensic equipment experts have completed an initial assessment of the damage to inventory, property and equipment, including consigned inventory and assets held by the Company on behalf of customers, as well as the impact of business interruption to the Company. As a result of such assessment, the Company has recorded provisions associated with losses of $48.5 million with respect to customer-owned equipment and machinery in the third quarter of fiscal 2012. Cumulative flood related losses recognized to date amount to $95.9 million.

The following is a summary of all known costs incurred as a result of this event recognized in the condensed consolidated statements of operations for the three and nine months ended March 30, 2012:

	Three Months Ended March 30, 2012	Nine Months Ended March 30, 2012
Loss from written-off owned inventories	$ 1,094	$ 16,612
Loss from written-off leased building improvements		1,431
Loss from written-off owned machinery and equipment		1,098
Loss from written-off investments in lease and prepayment		3,532
Loss from consigned inventories	1,064	11,748
Loss from consigned machinery and equipment	48,450	48,450
Estimated restoration cost of leased building		1,000
Payroll and other expenses	2,421	7,328
Flood protection, salvage and increased expenses	2,594	4,689
Total	$ 55,623	$ 95,888

Prior to December 31, 2011, the Company maintained insurance coverage providing for reimbursement for losses resulting from certain perils, including flood damage, subject to specified exclusions and limitations such as coinsurance, facilities location sub-limits and other policy limitations and covenants. As of March 30, 2012, the Company had submitted claims for business interruption losses incurred during the three months ended December 30, 2011. Subsequently, on March 31, 2012 the Company filed a claim for inventory losses, and on April 19, 2012 the Company filed a claim for owned and consigned equipment. The Company has not yet submitted its building and property insurance claim. As the Company has only recently submitted its insurance claims to its insurers, the insurers have not yet provided an indication of their analysis of the Company s claims or the amounts that the carriers believe that the Company should recover under the Company s policies, if any. Therefore, the Company has not recorded any recovery income. The Company will recognize insurance recoveries as and if they become realizable.

Because its property and casualty insurance policies for calendar year 2011 expired on December 31, 2011, the Company procured new insurance policies on January 1, 2012. The Company s current property and casualty insurance, effective January 1, 2012, covers loss or damage to the Company s property and third-party property over which it has custody and control, as well as losses associated with business interruption. The Company maintains approximately $118 million in coverage for equipment across all of its manufacturing campuses in Thailand and another approximately $135 million in aggregate coverage for inventory located at all of its facilities in Thailand. This includes flood insurance for equipment (but not inventory) with an aggregate limit of $120 million effective as of April 15, 2012. These amounts include coverage for customer-owned assets that are under the Company s care, custody and control. The Company also maintains an additional approximately $60 million

in coverage against building damage in Thailand and approximately $124 million in business interruption loss. All such coverage (including the Company s flood insurance) is subject to exclusions and limitations similar to the Company s pre-January 1, 2012 insurance. The Company s subsidiary in China also maintains insurance for its property in China, with approximately $22 million in coverage for equipment, approximately $8 million in coverage for inventory and approximately $1 million in coverage for its buildings. Such coverage is also subject to policy exclusions and limitations.

16. Subsequent events

As part of the Group s ongoing efforts to achieve greater efficiencies in all areas of its business, during the fourth quarter of fiscal 2012, the Group implemented a reduction in workforce and incurred expenses of approximately $2.2 million, which represented severance cost and benefits incurred for the termination of approximately 200 employees in accordance with contractual obligations under local regulations.

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ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

In addition to historical information, this Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements relate to future events or to our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our or our industry s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Forward-looking statements include, but are not limited to, statements about:

- our goals and strategies;
- our and our customers estimates regarding future revenues, operating results, expenses, capital requirements and liquidity and our needs for additional financing;
- our future capital expenditures;
- expansion of our manufacturing capacity, including into new geographies;
- the growth rates of our existing markets and potential new markets;
- our and our customers and our suppliers ability to respond successfully to technological or industry developments;
- our suppliers estimates regarding future costs;
- our ability to increase our penetration of existing markets and penetrate new markets;
- our plans to diversify our sources of revenues;
- trends in the optical communications, industrial lasers and sensors markets, including trends to outsource the production of components used in those markets;
- our ability to attract and retain a qualified management team and other qualified personnel and advisors;
- the impact that the flooding in Thailand will have on the industry and our business, including the availability of components from our suppliers, the expected costs and expenses that we will continue to incur in connection with our recovery efforts, and our ability to recover expected amounts from our insurance carriers;

expectations regarding the impact of the Thailand flooding and our insurance recoveries on our results of operations and liquidity; and

competition in our existing and new markets.

These forward-looking statements are subject to certain risks and uncertainties that could cause our actual results to differ materially from those reflected in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in this Quarterly Report on Form 10-Q and, in particular, the risks discussed under the heading Risk Factors in Part II, Item 1A of this Quarterly Report on Form 10-Q and those discussed in other documents we file with the Securities and Exchange Commission. We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

Overview

We provide precision optical, electro-mechanical and electronic manufacturing services to original equipment manufacturers (OEMs) of complex products such as optical communication components, modules and sub-systems, industrial lasers and sensors. We offer a broad range of advanced optical and electro-mechanical capabilities across the entire manufacturing process, including process design and engineering, supply chain management, manufacturing, final assembly and test. We focus primarily on low-volume production of a wide variety of high complexity products, which we refer to as low-volume, high-mix . Based on our experience with, and feedback from, customers, we believe we are a global leader in providing these services to the optical communications market.

Our customer base includes companies in complex industries that require advanced precision manufacturing capabilities, such as optical communications, industrial lasers and sensors. The products that we manufacture for our OEM customers include: selective switching products; tunable transponders and transceivers; active optical cables; solid state, diode-pumped, gas and fiber lasers; and sensors. In many cases, we are the sole outsourced manufacturing partner used by our customers for the products that we produce for them.

We also design and fabricate application-specific crystals, prisms, mirrors, laser components, substrates and other custom and standard borosilicate, clear fused quartz, and synthetic fused silica glass products. We incorporate our customized optics and glass into many of the products we manufacture for our OEM customers, and we also sell customized optics and glass in the merchant market.

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Thailand Flooding

We suspended production at all of our manufacturing facilities in Thailand from October 17, 2011 through December 2011 because of severe flooding in Thailand. Company personnel, insurance adjusters and forensic equipment experts have completed an initial assessment of the damage to inventory, property and equipment, including consigned inventory and assets held by us on behalf of customers, as well as the impact of business interruption to us. As a result of such assessment, we have recorded provisions associated with losses of $48.5 million with respect to customer-owned equipment and machinery in the third quarter of fiscal 2012. Cumulative flood related losses recognized to date amount to $95.9 million.

The following is a summary of all known costs incurred as a result of this event recognized in the condensed consolidated statements of operations for the three and nine months ended March 30, 2012:

	Three Months Ended March 30, 2012	Nine Months Ended March 30, 2012
Loss from written-off owned inventories	$ 1,094	$ 16,612
Loss from written-off leased building improvement		1,431
Loss from written-off owned machinery and equipment		1,098
Loss from written-off investments in lease and prepayment		3,532
Loss from consigned inventories	1,064	11,748
Loss from consigned machinery and equipment	48,450	48,450
Estimated restoration cost of leased building		1,000
Payroll and other expenses	2,421	7,328
Flood protection, salvage and increased expenses	2,594	4,689
Total	$ 55,623	$ 95,888

To date, we have recognized $95.9 million in losses. Over the next two fiscal quarters, we expect to incur additional business interruption losses. Prior to December 31, 2011, we maintained insurance coverage providing for reimbursement for losses resulting from certain perils, including flood damage, subject to specified exclusions and limitations such as coinsurance, facilities location sub-limits and other policy limitations and covenants. As of March 30, 2012, we had submitted claims for business interruption losses incurred during the three months ended December 30, 2011. Subsequently, on March 31, 2012, we filed a claim for inventory losses and on April 19, 2012 we filed a claim for owned and consigned equipment. Our claims for losses submitted through April 19, 2012 total $96 million. We plan to submit our building and property insurance claim during the fourth quarter of fiscal 2012 and expect to submit additional business interruption claims for the fourth quarter of fiscal 2012 and the first quarter of fiscal 2013. As we have only recently submitted our insurance claims to our insurers, the insurers have not yet provided an indication of their analysis of our claims or the amounts they believe that we should recover under our policies.

Based on information that we have at this time, we believe that we will ultimately recover a majority of our losses. However, the aggregate amount that we will ultimately recover for our losses may be materially reduced due to a number of exclusions and limitations in our policies (such as coinsurance, facilities location sub-limits, and other policy limitations and covenants). We believe, however, that although the difference between our aggregate claims and our insurance recoveries may ultimately be material, this will not materially and adversely affect our financial condition or results of operations.

Because our insurance policies for calendar year 2011 expired on December 31, 2011, we procured new insurance policies on January 1, 2012. Our current property and casualty insurance, effective January 1, 2012, covers loss or damage to our property and third-party property over which we have custody and control, as well as losses associated with business interruption. We maintain approximately $118 million in coverage for equipment across all of our manufacturing campuses in Thailand and another approximately $135 million in aggregate coverage for inventory located at all of our facilities in Thailand. This includes flood insurance for equipment (but not inventory) with an aggregate limit of $120 million effective as of April 15, 2012. These amounts include coverage for customer-owned assets that are under our care, custody and control. We also maintain an additional approximately $60 million in coverage against building damage in Thailand and approximately $124 million in business interruption loss. All

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such coverage (including our flood insurance) is subject to exclusions and limitations similar to our pre-January 1, 2012 insurance. Our subsidiary in China also maintains insurance for its property in China, with approximately $22 million in coverage for equipment, approximately $8 million in coverage for inventory and approximately $1 million in coverage for its buildings. Such coverage is also subject to policy exclusions and limitations.

Revenues

Our total revenues decreased by $55.8 million, or 28.7%, to $139.0 million for the three months ended March 30, 2012, as compared to $194.9 million for the three months ended March 25, 2011. Our total revenues decreased by $131.2 million, or 23.7%, to $422.0 million for the nine months ended March 30, 2012, as compared to $553.2 million for the nine months ended March 25, 2011. This is primarily due to the flooding events described above. We generated substantially all of our total revenues during the three and nine months ended March 30, 2012 from the optical communications, industrial lasers and sensors markets. Our revenues from products for markets other than the optical communications market have continued to increase. Our revenues from lasers, sensors and other markets as a percentage of total revenues increased from 20.5% for the three months ended March 25, 2011, to 33.1% for the three months ended March 30, 2012, and from 20.4% for the nine months ended March 25, 2011, to 29.2% for the nine months ended March 30, 2012. We expect that industrial lasers and sensors will continue to represent an increasing portion of our revenues in the future. Because our share of the available business in the industrial lasers and sensors end-markets is presently small, we hope to grow our business in those end-markets in excess of industry growth forecasts.

We believe our ability to expand our relationships with existing customers and attract new customers is due to a number of factors, including our broad range of complex engineering and manufacturing service offerings, flexible low-cost manufacturing platform, process optimization capabilities, advanced supply chain management, excellent customer service and experienced management team. We expect the prices we charge for the products we manufacture for our customers to decrease over time due in part to competitive market forces. However, we believe we will be able to maintain favorable pricing for our services due to our ability to reduce cycle time, adjust our product mix by focusing on more complicated products, improve yields, and reduce material costs for the products we manufacture. We believe these capabilities have enabled us to help our OEM customers reduce their manufacturing costs while maintaining or improving the design, quality, reliability and delivery times for their products.

Revenues by Geography

We generate revenues from three geographic regions: North America, Asia-Pacific and Europe. Revenues are attributed to a particular geographic area based on the bill-to location of our customers, notwithstanding that our customers may ultimately ship their products to end customers in a different geographic region. Virtually all of our revenues are derived from our manufacturing facilities in Asia-Pacific.

The percentage of our revenues generated from the bill-to location outside of North America has decreased from 58.1% in the nine months ended March 25, 2011 to 49.5% in the nine months ended March 30, 2012, primarily as a result of decreasing sales in Asia-Pacific and Europe. We expect that an increasing portion of our revenues will come from the bill-to location outside of North America in the future.

The following table presents total revenues, by percentage, by geographic regions:

	Three Months Ended		Nine Months Ended	
	March 30, 2012	March 25, 2011	March 30, 2012	March 25, 2011
North America	52.3%	40.3%	50.5%	41.9%
Asia-Pacific	31.2	38.3	31.9	38.8
Europe	16.5	21.4	17.6	19.3
	100.0%	100.0%	100.0%	100.0%

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Our Contracts

We enter into supply agreements with our customers that generally have an initial term of up to three years. Although there are no minimum purchase requirements in our supply agreements, our customers do provide us with rolling forecasts of their demand requirements. Our supply agreements generally include provisions for pricing and periodic review of pricing, consignment of our customer s unique production equipment to us and sharing benefits from cost-savings derived from our efforts. We are generally required to purchase materials, which may include long lead-time materials, to meet the stated demands of our customers. After procuring materials, we manufacture products for our customers based on purchase orders that contain terms regarding product quantities, delivery locations and delivery dates. Our customers generally are obligated to purchase finished goods that we have manufactured according to their demand requirements. Materials that are not consumed by our customers within a specified period of time or are no longer required due to a product s cancellation or end-of-life are typically designated as excess or obsolete inventory under our contracts. Once materials are designated as either excess or obsolete inventory, our customers are typically required to purchase such inventory from us even if they have chosen to cancel production of the related products.

Cost of Revenues

The key components of our cost of revenues are material costs, employee costs, and infrastructure-related costs. Material costs generally represent the majority of our cost of revenues. Several of the materials we require to manufacture products for our customers are customized for their products and, in many instances, sourced from a single supplier, or in some cases our own subsidiaries. Shortages from sole-source suppliers due to yield loss, quality concerns and capacity constraints, among other factors, may increase our expenses and negatively impact our gross profit margin or total revenues in a given quarter. Material costs include scrap material. Historically, our rate of scrap diminishes during a product s life cycle due to process, fixturing and test improvement and optimization.

A second significant element of cost of revenues is employee costs, including: indirect employee costs related to design, configuration and optimization of manufacturing processes for our customers, quality testing, materials testing and other engineering services; and direct costs related to our manufacturing employees. Direct employee costs include employee salaries, insurance and benefits, merit-based bonuses, recruitment, training and retention. Historically, our employee costs have increased primarily due to increases in the number of employees necessary to support our growth and, to a lesser extent, costs to recruit, train and retain employees. Salary levels in Thailand and the PRC, the fluctuation of the Thai baht and RMB against our functional currency, the U.S. dollar, and our ability to retain our employees significantly impact our cost of revenues. We expect our employee costs to increase as wages continue to increase in Thailand and the PRC. For example, effective April 1, 2012, the Thai government increased minimum daily wages from 215 Thai baht to 300 Thai baht. Wage increases may impact our ability to sustain our competitive advantage and may reduce our profit margin. We seek to mitigate these cost increases through improvements in employee productivity, employee retention and asset utilization.

Our infrastructure costs are comprised of depreciation, utilities, and facilities management and overhead costs. Most of our facility leases are long-term agreements. Our depreciation costs are comprised of buildings and fixed assets, primarily at our Pinehurst Campus in Thailand, and capital equipment located at each of our manufacturing locations.

In fiscal 2011, the compensation committee of our board of directors approved an executive incentive plan with quantitative objectives, based on achieving certain revenue and earnings per share milestones for the fiscal year, and qualitative objectives. Bonuses under the executive incentive plan were paid after the end of fiscal 2011. Charges included in cost of revenues for merit-based bonus distributions to employees under these plans were $0.5 million and $0.7 million during the three months ended March 30, 2012 and March 25, 2011, respectively, and $1.6 million and $1.5 million during the nine months ended March 30, 2012 and March 25, 2011, respectively.

Share-based compensation expense included in cost of revenues was $0.4 million and $0.4 million for the three months ended March 30, 2012 and March 25, 2011, respectively, and $1.3 million and $0.9 million for the nine months ended March 30, 2012 and March 25, 2011, respectively.

We do not expect to incur significant incremental costs of revenue as a result of our continued diversification into the industrial lasers and sensors markets and other end-markets outside of the optical communications market or our further development of customized optics and glass manufacturing capabilities. However, we do expect to incur incremental costs of revenue as a result of our planned expansion into new geographic markets, though we are not able to determine the extent of these incremental expenses.

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Selling, General and Administrative Expenses

Our selling, general and administrative expenses, or SG&A expenses, primarily consist of corporate employee costs for sales and marketing, general and administrative and other support personnel, including amounts previously paid under our Employee Profit Sharing Plan, research and development expenses related to the design of customized optics and glass, travel expenses, legal and other professional fees, share-based compensation expense, and other general expenses not related to cost of revenues. In fiscal 2012, we expect our SG&A expenses to increase as we continue to respond to the requirements of being a public company, including increased expenses associated with: preparing and filing required reports under the U.S. securities laws; comprehensively documenting and assessing our system of internal controls and maintaining our disclosure controls and procedures as a result of the requirements of the Sarbanes-Oxley Act; competitively compensating our board of directors; and insuring against additional risks associated with being a public company.

Charges included in SG&A expenses for merit-based bonus compensation distributed to employees and senior staff were $0.3 million and $0.7 million during the three months ended March 30, 2012 and March 25, 2011, respectively, and $0.5 million and $1.7 million during the nine months ended March 30, 2012 and March 25, 2011, respectively. The decrease in merit-based bonus compensation during the three and nine months ended March 30, 2012, as compared to the three and nine months ended March 25, 2011, was due to the reversal of accrued executive bonuses of $0.6 million in our second fiscal quarter and no accrued executive bonuses for the three months ended March 30, 2012.

We do not expect to incur material incremental SG&A expenses as a result of our continued diversification into the industrial lasers and sensors markets and other end-markets outside of the optical communications market or our further development of customized optics and glass manufacturing capabilities. However, we do expect to incur incremental SG&A expenses as a result of our planned expansion into new geographic markets, though we are not able to determine the extent of these incremental expenses.

Additional Financial Disclosures

Foreign Exchange

As a result of our international operations, we are exposed to foreign exchange risk arising from various currency exposures primarily with respect to the Thai baht. Although a majority of our total revenues is denominated in U.S. dollars, a substantial portion of our payroll as well as certain other operating expenses are incurred and paid in Thai baht. The exchange rates between the Thai baht and the U.S. dollar have fluctuated substantially in recent years and may continue to fluctuate substantially in the future. We report our financial results in U.S. dollars and our results of operations have been and may continue to be negatively impacted due to Thai baht appreciation against the U.S. dollar. Smaller portions of our expenses are incurred in a variety of other currencies, including RMB, Canadian dollars, Euros and Japanese yen, the appreciation of which may also negatively impact our financial results.

In addition, we are exposed to foreign exchange risk in connection with the credit facility and cross currency swap arrangements we entered into with TMB Bank Public Company Limited (the Bank) in May 2011 for the construction of Pinehurst Building 6. The terms of the contract with the Bank provide the following facilities: (1) a term loan facility for up to Thai baht 960 million (equal to $30.0 million) with a fixed interest rate of 5.28% per annum, (2) a hedging facility for currency interest rate swaps with a notional amount of $30.0 million, and (3) a settlement limit of Thai baht 65 million, subject to certain terms and conditions as set forth therein. As of March 30, 2012, we had drawn down the entire $30.0 million available under the credit facility. Borrowings and interest under the term loan are scheduled to be repaid on a quarterly basis between September 2011 and March 2017. Under the terms of the cross currency swap arrangement, amounts drawn in Thai baht have been converted to U.S. dollars for repayment by us on a quarterly basis at the floating rate of 3-month U.S. LIBOR plus 2.8% per annum.

In order to manage the risks arising from fluctuations in foreign currency exchange rates, we use derivative financial instruments. We may enter into short-term forward foreign currency contracts to help manage currency exposures associated with certain assets and liabilities, primarily short-term obligations. The forward exchange contracts have generally ranged from one to six months in original maturity, and no forward exchange contract has had an original maturity greater than one year. All

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foreign currency exchange contracts are recognized on the balance sheet at fair value. As we do not apply hedge accounting to these instruments, the derivatives are recorded at fair value through earnings. The gains and losses on our forward contracts generally offset losses and gains on the assets, liabilities and transactions economically hedged and, accordingly, generally do not subject us to the risk of significant accounting losses.

As of March 30, 2012 and June 24, 2011, we had outstanding foreign currency assets and liabilities in Thai baht and RMB as follows:

	March 30, 2012			June 24, 2011		
	Currency	$	%	Currency	$	%
	(in thousands, except percentages)					
Assets						
Thai baht	866,553	28,098	67.5	425,872	13,904	50.9
RMB	85,098	13,520	32.5	85,478	13,411	49.1
		41,618	100.0		27,315	100.0
Liabilities						
Thai baht	887,179	28,767	88.3	669,367	21,853	79.6
RMB	23,893	3,796	11.7	36,303	5,607	20.4
		32,563	100.0		27,460	100.0

The Thai baht assets represent cash and cash equivalents, accounts receivable, deposits and other current assets. The Thai baht liabilities represent trade accounts payable, accrued expenses and other payables. We manage our exposure to fluctuations in foreign exchange rates by the use of foreign currency contracts and offsetting assets and liabilities denominated in the same currency in accordance with management s policy. As of March 30, 2012, there was $30 million in selling forward contracts outstanding on the Thai baht payables. As of June 24, 2011, there was $30 million in selling forward contracts outstanding on the Thai baht payables and an undrawn committed loan in Thai baht equivalent to $28 million.

The RMB assets represent cash and cash equivalents, accounts receivable and other current assets. The RMB liabilities represent trade accounts payable, accrued expenses and other payables. As of March 30, 2012 and June 24, 2011, there was none and $4.0 million, respectively, in selling RMB to U.S. dollar forward contracts.

Currency Regulation and Dividend Distribution

Foreign exchange regulation in the PRC is primarily governed by the following rules:

- Foreign Currency Administration Rules, as amended on August 5, 2008, or the Exchange Rules;
- Administration Rules of the Settlement, Sale and Payment of Foreign Exchange (1996), or the Administration Rules; and
- Notice on Perfecting Practices Concerning Foreign Exchange Settlement Regarding the Capital Contribution by Foreign-invested Enterprises, as promulgated by the State Administration of Foreign Exchange, or SAFE, on August 29, 2008, or Circular 142.

Under the Exchange Rules, RMB is freely convertible into foreign currencies for current account items, including the distribution of dividends, interest payments, trade and service-related foreign exchange transactions. However, conversion of RMB for capital account items, such as direct investments, loans, security investments and repatriation of investments, is still subject to the approval of SAFE.

Under the Administration Rules, foreign-invested enterprises may only buy, sell or remit foreign currencies at banks authorized to conduct foreign exchange business after providing valid commercial documents and relevant supporting documents and, in the case of capital account item transactions, obtaining approval from SAFE. Capital investments by foreign-invested enterprises outside of the PRC are also subject to

limitations, which include approvals by the Ministry of Commerce, SAFE and the State Development and Reform Commission.

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Circular 142 regulates the conversion by a foreign-invested company of foreign currency into RMB by restricting how the converted RMB may be used. Circular 142 requires that the registered capital of a foreign-invested enterprise settled in RMB converted from foreign currencies may only be used for purposes within the business scope approved by the applicable governmental authority and may not be used for equity investments within the PRC. In addition, SAFE strengthened its oversight of the flow and use of the registered capital of foreign-invested enterprises settled in RMB converted from foreign currencies. The use of such RMB capital may not be changed without SAFE s approval and may not be used to repay RMB loans if the proceeds of such loans have not been used.

On January 5, 2007, SAFE promulgated the Detailed Rules for Implementing the Measures for the Administration on Individual Foreign Exchange, or the Implementation Rules. Under the Implementation Rules, PRC citizens who are granted share options by an overseas publicly-listed company are required, through a PRC agent or PRC subsidiary of such overseas publicly-listed company, to register with SAFE and complete certain other procedures.

In addition, the General Administration of Taxation has issued circulars concerning employee share options. Under these circulars, our employees working in the PRC who exercise share options will be subject to PRC individual income tax. Our PRC subsidiary has obligations to file documents related to employee share options with relevant tax authorities and withhold individual income taxes of those employees who exercise their share options.

In addition, our transfer of funds to our subsidiaries in Thailand and the PRC are each subject to approval by governmental authorities in case of an increase in registered capital, or subject to registration with governmental authorities in case of a shareholder loan. These limitations on the flow of funds between us and our subsidiaries could restrict our ability to act in response to changing market conditions.

Income Tax

Our effective tax rate is a function of the mix of tax rates in the various jurisdictions in which we do business. We are domiciled in the Cayman Islands. Under the current laws of the Cayman Islands, we are not subject to tax in the Cayman Islands on income or capital gains. We have received this undertaking for a 20-year period ending August 24, 2019, and after the expiration date, we may request a renewal with the office of the Clerk of the Cabinet for another twenty years.

Throughout the period of our operations in Thailand, we have generally received income tax and other incentives from the Thailand Board of Investment. While we did not receive any income tax incentive for our operations in Thailand during fiscal 2010, we began receiving a new tax exemption in July 2010 for a five-year period for income generated from new products manufactured at our Pinehurst Building 5. In addition, on December 21, 2011, the Thailand Revenue Department announced a reduction in corporate income tax rates for tax periods beginning on or after January 1, 2012. As a result of the announcement, corporate income tax rates for our Thai subsidiary will be reduced from 30% in fiscal 2012 to 23%, 20% and 20% in fiscal 2013, 2014 and 2015, respectively.

On March 16, 2012, our subsidiary in China received a certificate with an approval date of October 21, 2011, granting the subsidiary a tax privilege to reduce its corporate income tax rate from 25% to 15%. This privilege is retroactive to January 1, 2011 and valid for three years from January 1, 2011 to December 31, 2013, subject to renewal at the end of each three year period.

Critical Accounting Policies and Use of Estimates

We prepare our condensed consolidated financial statements in conformity with U.S. GAAP, which requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities on the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the financial reporting period. We continually evaluate these estimates and assumptions based on the most recently available information, our own historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Because the use of estimates is an integral component of the financial reporting process, actual results could differ from those estimates. Some of our accounting policies require higher degrees of judgment than others in their application. We consider the policies discussed below to be critical to an understanding of our condensed consolidated financial statements as their application places the most significant demands on our management s judgment.

Our critical accounting policies are disclosed in our Annual Report on Form 10-K for the fiscal year ended June 24, 2011. There were no material changes to our critical accounting policies during the three and nine months ended March 30, 2012.

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Results of Operations

The following table sets forth a summary of our unaudited condensed consolidated statements of operations. We believe that period-to-period comparisons of operating results should not be relied upon as indicative of future performance. Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year.

	Three Months Ended		Nine Months Ended	
	March 30, 2012	March 25, 2011	March 30, 2012	March 25, 2011
	(in thousands)			
Revenues	$ 139,019	$ 194,851	$ 421,975	$ 553,222
Cost of revenues	(124,138)	(169,528)	(375,281)	(482,460)
Gross profit	14,881	25,323	46,694	70,762
Selling, general and administrative expenses	(6,586)	(7,516)	(18,543)	(18,294)
Other expenses in relation to flood	(55,623)		(95,888)	
Operating (loss) income	(47,328)	17,807	(67,737)	52,468
Interest income	209	143	628	355
Interest expense	(64)	(81)	(206)	(282)
Foreign exchange gain (loss), net	714	342	1,314	(706)
Other income	57	65	213	80
(Loss) income before income taxes	(46,412)	18,276	(65,788)	51,915
Income tax benefit (expense)	87	(1,613)	1,864	(4,241)
Net (loss) income	$ (46,325)	$ 16,663	$ (63,924)	$ 47,674

The following table sets forth a summary of our unaudited condensed consolidated statements of operations as a percentage of total revenues for the periods indicated.

	Three Months Ended		Nine Months Ended	
	March 30, 2012	March 25, 2011	March 30, 2012	March 25, 2011
Revenues	100.0%	100.0%	100.0%	100.0%
Cost of revenues	(89.3)	(87.0)	(88.9)	(87.2)
Gross profit	10.7	13.0	11.1	12.8
Selling, general and administrative expenses	(4.7)	(3.9)	(4.4)	(3.3)
Other expenses in relation to flood	(40.0)		(22.7)	
Operating (loss) income	(34.0)	9.1	(16.0)	9.5
Interest income (loss)	0.1	0.1	0.1	0.1
Interest expense	(0.1)	(0.1)	(0.1)	(0.1)
Foreign exchange gain (loss), net	0.5	0.2	0.3	(0.1)
Other income	0.1	0.1	0.1	0.1
(Loss) income before income taxes	(33.4)	9.4	(15.6)	9.5
Income tax benefit (expense)	0.1	(0.8)	0.4	(0.8)
Net (loss) income	(33.3)%	8.6%	(15.2)%	8.7%

The following table sets forth our revenues by end market for the periods indicated.

	Three Months Ended		Nine Months Ended	
	March 30, 2012	March 25, 2011	March 30, 2012	March 25, 2011
	(in thousands)			
Optical communications	$ 93,034	$ 154,844	$ 298,877	$ 440,369
Lasers, sensors and other	45,985	40,007	123,098	112,853
Total	$ 139,019	$ 194,851	$ 421,975	$ 553,222

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We operate and internally manage a single operating segment. As such, discrete information with respect to separate product lines and segments is not accumulated.

Comparison of Three and Nine Months Ended March 30, 2012 to Three and Nine Months Ended March 25, 2011

Total revenues

Our total revenues decreased by $55.9 million, or 28.7%, to $139.0 million for the three months ended March 30, 2012, as compared to $194.9 million for the three months ended March 25, 2011. This decrease was primarily due to (1) the effects of severe flooding in Thailand during October and November 2011, including cessation of production at our Chokchai facilities and the temporary suspension of production at our Pinehurst facilities, and (2) reduced customer demand for our optical communications manufacturing services during the quarter ended December 30, 2011. Revenues from optical communications products represented 66.9% of our total revenues for the three months ended March 30, 2012, as compared to 79.5% for the three months ended March 25, 2011.

Our total revenues decreased by $131.2 million, or 23.7%, to $422.0 million for the nine months ended March 30, 2012, as compared to $553.2 million for the nine months ended March 25, 2011. This decrease was primarily due to (1) the effects of severe flooding in Thailand during October and November 2011, including cessation of production at our Chokchai facilities and the temporary suspension of production at our Pinehurst facilities and (2) reduced customer demand for our optical communications manufacturing services during the previous quarter ended December 30, 2011, partially offset by a $10.2 million increase in our revenues from non-optical communications products, primarily reflecting the growth of our programs for industrial lasers and sensors customers. Revenues from optical communications products represented 70.8% of our total revenues for the nine months ended March 30, 2012, as compared to 79.6% for the nine months ended March 25, 2011.

Cost of revenues

Our cost of revenues decreased by $45.4 million, or 26.8%, to $124.1 million, or 89.3% of total revenues, for the three months ended March 30, 2012, as compared to $169.5 million, or 87.0% of total revenues, for the three months ended March 25, 2011. The decrease in absolute dollars was primarily in connection with a decrease in revenues due to (1) the effects of severe flooding in Thailand during October and November 2011 and (2) reduced customer demand for our optical communications manufacturing services. Cost of revenues also included share-based compensation expense of $0.4 million for the three months ended March 30, 2012, as compared to $0.4 million for the three months ended March 25, 2011.

Our cost of revenues decreased by $107.2 million, or 22.2%, to $375.3 million, or 88.9% of total revenues, for the nine months ended March 30, 2012, as compared to $482.5 million, or 87.2% of total revenues, for the nine months ended March 25, 2011. The decrease in absolute dollars was primarily in connection with a decrease in revenues due to (1) the effects of severe flooding in Thailand during October and November 2011 and (2) reduced customer demand for our optical communications manufacturing services. Cost of revenues also included share-based compensation expense of $1.3 million for the nine months ended March 30, 2012, as compared to $0.9 million for the nine months ended March 25, 2011.

Gross profit

Our gross profit decreased by $10.4 million, or 41.2%, to $14.9 million, or 10.7% of total revenues, for the three months ended March 30, 2012, as compared to $25.3 million, or 13.0% of total revenues, for the three months ended March 25, 2011.

Our gross profit decreased by $24.1 million, or 34.0%, to $46.7 million, or 11.1% of total revenues, for the nine months ended March 30, 2012, as compared to $70.8 million, or 12.8% of total revenues, for the nine months ended March 25, 2011.

SG&A expenses

Our SG&A expenses decreased by $0.9 million, or 12.4%, to $6.6 million, or 4.7% of total revenues, for the three months ended March 30, 2012, as compared to $7.5 million, or 3.9% of total revenues, for the three months ended March 25, 2011. Our SG&A expenses decreased in absolute dollars during the three months ended March 30, 2012, as compared to the three months ended March 25, 2011, due primarily to no accrued executive bonus for the three month ended March 30, 2012, as compared to our recognition of $0.7 million in accrued executive bonuses for the three months ended March 25, 2011. In addition, during the three months ended March 25, 2011, we recognized $0.6 million in expenses in connection with our secondary public offering in March 2011, and $0.4 million of severance and other expenses in connection with the separation of an executive from the Company in February 2011. We also recorded share-based compensation charges of $1.0 million for the three months ended March 30, 2012, as compared to $0.8 million for the three months ended March 25, 2011.

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Our SG&A expenses increased by $0.2 million, or 1.4%, to $18.5 million, or 4.4% of total revenues, for the nine months ended March 30, 2012, as compared to $18.3 million, or 3.3% of total revenues, for the nine months ended March 25, 2011. Our SG&A expenses increased in absolute dollars during the nine months ended March 30, 2012, as compared to the nine months ended March 25, 2011, due primarily to an increase in business development and research and development spending during the first fiscal quarter and legal expenses of $0.1 million relating to the filing of a registration statement on Form S-3 during the second fiscal quarter, partially offset by (1) the reversal of accrued executive bonuses recorded during the three months ended September 30, 2011, and (2) the allocation of a portion of payroll expense that we typically record in SG&A expenses to Other expenses in relation to flood because of changes in roles and responsibilities of certain employees who were temporarily assigned to work on flood abatement and recovery efforts. We also recorded share-based compensation charges of $2.6 million for the nine months ended March 30, 2012, as compared to $1.7 million for the nine months ended March 25, 2011.

Other expenses in relation to flood

Other expenses in relation to flood for the three months ended March 30, 2012 of $55.6 million has been recognized to reflect the impact of the flooding in Thailand during October and November 2011. It mainly consisted of losses of $48.5 million related to damage to customer-owned equipment and machinery, $2.1 million related to damage to our inventory and customer-owned inventory, and other flood-related expenses of $5.0 million.

Other expenses in relation to flood for the nine months ended March 30, 2012 of $95.9 million has been recognized to reflect the impact of the flooding in Thailand during October and November 2011. It mainly consisted of losses of $48.5 million related to damage to customer-owned equipment and machinery, $28.4 million related to damage to our inventory and customer-owned inventory, losses of $4.6 million related to damage to our machinery and equipment, losses of $2.4 million related to damage to our Chokchai facility, and other flood-related expenses of $12.0 million.

Operating income(loss)

Our operating income decreased by $65.1 million to an operating loss of $(47.3) million, or (34.0)% of total revenues, for the three months ended March 30, 2012, as compared to operating income of $17.8 million, or 9.1% of total revenues, for the three months ended March 25, 2011.

Our operating income decreased by $120.2 million to an operating loss of $(67.7) million, or (16.0)% of total revenues, for the nine months ended March 30, 2012, as compared to operating income of $52.5 million, or 9.5% of total revenues, for the nine months ended March 25, 2011.

Interest income

Our interest income increased by $0.1 million to $0.2 million for the three months ended March 30, 2012, as compared to $0.1 million for the three months ended March 25, 2011. Our interest income increased by $0.2 million to $0.6 million for the nine months ended March 30, 2012, as compared to $0.4 million for the nine months ended March 25, 2011. The increases were due to increases in cash and cash equivalent balances and increases in interest rates.

Interest expense

Our interest expense decreased by $17,000 to $64,000 for the three months ended March 30, 2012, as compared to $81,000 for the three months ended March 25, 2011. Our interest expense decreased by $76,000 to $206,000 for the nine months ended March 30, 2012, as compared to $282,000 for the nine months ended March 25, 2011. The decreases were due to a decrease in our long-term loan balances for Building 5 due to scheduled repayments.

Income (loss) before income taxes

We recorded loss before income taxes of $(46.4) million and $(65.8) million for the three and nine months ended March 30, 2012, respectively, as compared to income before income taxes of $18.3 million and $51.9 million for the three and nine months ended March 25, 2011, respectively.

Income tax benefit (expense)

Our provision for income tax reflects an effective tax rate of (0.2)% (tax benefit) for the three months ended March 30, 2012, as compared to an effective tax rate of 8.8% for the three months ended March 25, 2011. The decrease in effective tax rate during the three months ended March 30, 2012, as compared to the three months ended March 25, 2011, was due to the effects of

the reassessment of our projected full year effective tax rate to take into account the impact on our operations of the flooding in Thailand that occurred in October and November 2011, resulting in the recording of additional deferred tax assets of $0.8 million for the three months ended March 30, 2012 and the impact of an income tax rate change for our subsidiary in China, resulting in a reduction in income tax expense of $0.3 million for the three months ended March 30, 2012.

Our provision for income tax reflects an effective tax rate of (2.8)% (tax benefit) for the nine months ended March 30, 2012, as compared to an effective tax rate of 8.2% for the nine months ended March 25, 2011. The decrease in effective tax rate during the nine months ended March 30, 2012, as compared to the nine months ended March 25, 2011, was due to the effects of the reassessment of our projected full year effective tax rate to take into account the impact on our operations of the flooding in Thailand that occurred in October and November 2011, resulting in the recording of additional deferred tax assets of $3.2 million for the nine months ended March 30, 2012 and the impact of an income tax rate change for our subsidiary in China, resulting in a reduction in income tax expense of $0.3 million for the three months ended March 30, 2012.

Net income (loss)

We recorded a net loss of $(46.3) million, or (33.3)% of total revenues, for the three months ended March 30, 2012, as compared to net income of $16.7 million, or 8.6% of total revenues, for the three months ended March 25, 2011, a decrease of $63.0 million, or 378.0%.

We recorded a net loss of $(63.9) million, or (15.2)% of total revenues, for the nine months ended March 30, 2012, as compared to net income of $47.7 million, or 8.6% of total revenues, for the nine months ended March 25, 2011, a decrease of $111.6 million, or 234.1%.

Liquidity and Capital Resources

Cash Flows and Working Capital

To date, we have primarily financed our operations through cash flow from operations, drawdowns under our commercial loans, and the sale of ordinary shares to investors in March 2000 and in our initial public offering in June 2010. As of March 30, 2012, we had approximately $125.4 million in cash and cash equivalents and approximately $41.0 million of outstanding debt. As of March 25, 2011, we had approximately $116.4 million in cash and cash equivalents and approximately $16.0 million of outstanding debt.

Our cash and cash equivalents primarily consist of cash on hand, demand deposits and liquid investments with original maturities of three months or less which are placed with banks and other financial institutions. The weighted average interest rate on our cash and cash equivalents was 0.9% and 0.7% for the three months ended March 30, 2012 and March 25, 2011, respectively, and 0.7% and 0.6% for the nine months ended March 30, 2012 and March 25, 2011, respectively.

We expect that our cash position will continue to be materially impacted by expenditures related to recovery from the flooding of our facilities in Thailand and lost revenue. We have and expect to continue to incur certain charges and expenses related to the flooding, and some of these will be cash charges and expenses, such as those described in Note 15 to the Notes to the Unaudited Condensed Consolidated Financial Statements. We also have to pay significantly more for our current property and casualty insurance for our operations in Thailand (See Note 15 to the Notes to the Unaudited Condensed Consolidated Financial Statements). With respect to insurance claims for losses from the Thai flooding, as of April 19, 2012, we have submitted claims for business interruption, equipment and inventory losses and expect to submit our building and property claim during the fourth quarter of fiscal 2012 and additional business interruption insurance claims for the fourth quarter of fiscal 2012 and first quarter of fiscal 2013 after completion of those quarters. Based on information that we have at this time, we believe that we will ultimately recover a majority of our losses. However, the aggregate amount that we will ultimately recover for our losses may be materially reduced due to a number of exclusions and limitations in our policies (such as coinsurance, facilities location sub-limits, and other policy limitations and covenants). We believe, however, that although the difference between our aggregate claims and our insurance recoveries may ultimately be material, this will not materially and adversely affect our financial condition or results of operation.

In addition, we cannot yet anticipate when we will begin to receive any recoveries from our insurance carriers for these claims. At the same time, the flooding may impact some of our customers ability to pay us amounts that they owe us, which could materially impact the timing of the realization of our receivables. Therefore, because of the uncertainty of the timing of these recoveries, the potential impact to our receivables and the fact that we could be required to use significant amounts of our cash to pay for flood-related expenses and losses before we receive any proceeds from our insurers, our liquidity and capital resources could be materially and adversely impacted by such cash outlays until we are able to collect on these recoveries from

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our insurers. Notwithstanding the foregoing, we believe our current cash, cash equivalents and cash generated from operations will be sufficient to meet our working capital and capital expenditure needs for the next 12 months. Our ability to sustain our working capital position is subject to a number of risks that we discuss in Part II, Item 1A of this Quarterly Report on Form 10-Q.

In June 2010, we entered into an agreement to purchase land in Thailand for the construction of Pinehurst Building 6. The land purchase was completed in August 2010 and construction was completed during the fourth quarter of fiscal 2012. As of March 30, 2012, approximately 180,000 square feet of clean room assembly area, divided into 23 manufacturing bays, are available for customer production at Building 6. We believe that our manufacturing capacity at Pinehurst is more than sufficient to meet anticipated production requirements for the remainder of fiscal 2012. We maintain a long-term credit facility associated with construction of production facilities at our Pinehurst campus in Thailand that will come due within the next 60 months. In the three and nine months ended March 30, 2012, we drew down an aggregate of $12.0 million and $28.0 million, respectively. We anticipate that our internally generated working capital, along with our cash and cash equivalents will be adequate to repay these obligations.

The following table shows our net cash provided by operating activities, net cash used in investing activities and net cash provided by financing activities for the periods indicated:

(in thousands of U.S. dollars)	Nine Months Ended March 30, 2012	Nine Months Ended March 25, 2011
	(unaudited)	
Net cash provided by operating activities	$ 138	$ 24,602
Net cash used in investing activities	(28,112)	(17,136)
Net cash provided by financing activities	25,603	23,263
Net (decrease) increase in cash and cash equivalents	(2,371)	30,729
Cash and cash equivalents, beginning of period	127,282	84,942
Cash and cash equivalents, end of period	125,410	116,419

Operating activities

Net cash provided by operating activities decreased by $24.5 million, or 99.4%, to $0.1 million for the nine months ended March 30, 2012, as compared to $24.6 million for the nine months ended March 25, 2011. The decrease in net cash from operations for the nine months ended March 30, 2012, as compared to the nine months ended March 25, 2011, was primarily due to a decrease in net income and an increase in payments of account payables.

Investing activities

Net cash used in investing activities increased by $11.0 million, or 64.1%, to $28.1 million for the nine months ended March 30, 2012, as compared to $17.1 million for the nine months ended March 25, 2011. The increase in net cash used in investing activities was primarily due to additional progress payments for construction of Pinehurst Building 6 and new equipment purchases to replace flood-damaged equipment.

Financing activities

Net cash provided by financing activities increased by $2.3 million, or 10.1%, to $25.6 million for the nine months ended March 30, 2012, as compared to net cash provided by financing activities of $23.3 million for the nine months ended March 25, 2011. This increase in net cash provided by financing activities was primarily due to proceeds of $28.0 million under our loan facilities during the nine months ended March 30, 2012, compared to the proceeds from our initial public offering of $26.3 million during the nine months ended March 25, 2011.

Off-Balance Sheet Commitments and Arrangements

We have not entered into any financial guarantees or other commitments to guarantee the payment obligations of any third parties. In addition, we have not entered into any derivative contracts that are not reflected in our condensed consolidated financial statements. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We also do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or research and development services with us.

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Recent Accounting Pronouncements

See Note 2 of Notes to Unaudited Condensed Consolidated Financial Statements for recent accounting pronouncements that could have an effect on us.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

We had cash and cash equivalents totaling $125.4 million and $127.3 million as of March 30, 2012 and June 24, 2011, respectively. Our exposure to interest rate risk primarily relates to the interest income generated by excess cash invested in highly liquid investments with maturities of three months or less from the original dates of purchase. The cash and cash equivalents are held for working capital purposes. We have not used derivative financial instruments in our investment portfolio. We have not been exposed, nor do we anticipate being exposed, to material risks due to changes in market interest rates. Declines in interest rates, however, will reduce future investment income. If overall interest rates had declined by 10 basis points during the three and nine months ended March 30, 2012 and the fiscal year ended June 24, 2011, our interest income would have decreased by approximately $27,000, $81,000 and $88,000, respectively, assuming consistent investment levels.

Interest rate risk also refers to our exposure to movements in interest rates associated with our interest bearing liabilities. The interest bearing liabilities are denominated in U.S. dollars and the interest expense is based on the Singapore Inter-Bank Offered Rate, or SIBOR, and the London Inter-Bank Offered Rate, or LIBOR, plus an additional margin, depending on the lending institution. If the SIBOR and the LIBOR had increased by 100 basis points during the three and nine months ended March 30, 2012 and the fiscal year ended June 24, 2011, our interest expense would have increased by approximately $0.1 million, $0.3 million and $0.2 million, respectively, assuming consistent borrowing levels.

Foreign Currency Risk

As a result of our foreign operations, we have significant expenses, assets and liabilities that are denominated in foreign currencies. Substantially all of our employees and most of our facilities are located in Thailand and the PRC. Therefore, a substantial portion of our payroll as well as certain other operating expenses are paid in Thai baht or RMB. The significant majority of our revenues are denominated in U.S. dollars because our customer contracts generally provide that our customers will pay us in U.S. dollars.

As a consequence, our gross profit margins, operating results, profitability and cash flows are adversely impacted when the dollar depreciates relative to the Thai baht or the RMB. We have a particularly significant currency rate exposure to changes in the exchange rate between the Thai baht and the U.S. dollar. We must translate foreign currency-denominated results of operations, assets and liabilities for our foreign subsidiaries to U.S. dollars in our condensed consolidated financial statements. Consequently, increases and decreases in the value of the U.S. dollar compared to such foreign currencies will affect our reported results of operations and the value of our assets and liabilities on our condensed consolidated balance sheets, even if our results of operations or the value of those assets and liabilities has not changed in its original currency. These transactions could significantly affect the comparability of our results between financial periods or result in significant changes to the carrying value of our assets, liabilities and shareholders equity.

In addition, we are exposed to foreign exchange risk in connection with the credit facility and cross currency swap arrangements we entered into with TMB Bank Public Company Limited (the Bank) in May 2011 for the construction of Pinehurst Building 6. The terms of the contract with the Bank provide the following facilities: (1) a term loan facility for up to Thai baht 960 million (equal to $30.0 million) with a fixed interest rate of 5.28% per annum, (2) a hedging facility for currency swaps with a notional amount of $30.0 million, and (3) a settlement limit of Thai baht 65 million, subject to certain terms and conditions as set forth therein. As of March 30, 2012, we had drawn down the entire $30.0 million available under the credit facility. Borrowings and interest under the term loan are scheduled to be repaid on a quarterly basis between September 2011 and March 2017. Under the terms of the cross currency interest rate swap arrangement, all amounts drawn in Thai baht have been converted to U.S. dollars for repayment by us on a quarterly basis at the floating rate of 3-month U.S. LIBOR plus 2.8% per annum.

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We attempt to hedge against these exchange rate risks by entering into hedging contracts that are typically one to six months in duration, leaving us exposed to longer term changes in exchange rates. We realized foreign currency gains of $0.7 million and $1.3 million during the three and nine months ended March 30, 2012, and foreign currency gains of $0.3 million and foreign currency losses of $0.7 million during the three and nine months ended March 25, 2011. As foreign currency exchange rates fluctuate relative to the U.S. dollar, we expect to incur foreign currency translation adjustments and may incur foreign currency exchange losses. For example, a 10% weakening in the U.S. dollar against the Thai baht and the RMB as of March 30, 2012 and June 24, 2011 would have resulted in an increase in our net dollar position of approximately $1.0 million and a decrease in our net dollar position of approximately $0.02 million, respectively. We cannot give any assurance as to the effect that future changes in foreign currency rates will have on our condensed consolidated financial position, operating results or cash flows.

Credit Risk

Credit risk refers to our exposures to financial institutions, suppliers and customers that have in the past and may in the future experience financial difficulty, particularly in light of recent conditions in the credit markets and the global economy. As of March 30, 2012, our cash and cash equivalents were held in deposits and highly liquid investment products with maturities of three months or less with a small number of banks and other financial institutions having credit ratings of A minus or above as determined by Fitch Ratings. We generally monitor the financial performance of our suppliers and customers, as well as other factors that may affect their access to capital and liquidity. Presently, we believe that we will not incur material losses due to our exposures to such credit risk.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934 as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on that evaluation, our chief executive officer and chief financial officer concluded that as of the end of the period covered by this Quarterly Report on Form 10-Q our disclosure controls and procedures were effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and include controls and procedures designed to ensure that the information required to be disclosed by us in such reports is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosures. Management s assessment of the effectiveness of our internal control over financial reporting is expressed at the level of reasonable assurance because a control system, no matter how well designed and operated, can provide only reasonable, but not absolute, assurance that the control system s objectives will be met.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the three months ended March 30, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II: OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we may be involved in litigation relating to claims arising in the ordinary course of our business. There are currently no material claims or actions pending or threatened against us.

ITEM 1A. RISK FACTORS

Investing in our ordinary shares involves a high degree of risk. You should carefully consider the following risks and all other information contained in this Quarterly Report on Form 10-Q, including our consolidated financial statements and the related notes, before investing in our ordinary shares. The risks and uncertainties described below are not the only ones we face.

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Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, also may become important factors that affect us. If any of the following risks materialize, our business, financial condition and results of operations could be materially harmed. In that case, the trading price of our ordinary shares could decline, and you may lose some or all of your investment.

Risks Related to Our Business

Severe flooding in Thailand in October and November 2011 resulted in the suspension of production at our Thailand facilities, which has had and will continue to have a material and adverse effect on our business, financial condition and results of operations in the near-term and potentially beyond.

The consequence of the October and November flooding in Thailand and cessation of production in our Chokchai manufacturing facilities have and will continue to adversely affect our business, results of operations and financial condition in the near-term and potentially beyond. Material risks and uncertainties include, but are not limited to, the following:

Insurance. Prior to January 1, 2012, we maintained insurance coverage that provided for reimbursement of losses resulting from flood damage. Under the terms of our policies that were effective during the flooding, our property and casualty insurance covered loss or damage to our property and third-party property over which we have custody and control (the latter of which we refer to as consigned property), as well as losses associated with business interruption and building damage. We completed our initial assessment of losses with respect to business interruption, customer-owned inventory and consigned equipment from our customers, and our own inventory, equipment and facilities. We have recorded losses in our condensed consolidated statements of operations. With respect to these losses, as of April 19, 2012, we have submitted insurance claims for business interruption, equipment and inventory losses and expect to submit our building and property claim during the fourth quarter of fiscal 2012 and additional business interruption insurance claims for the fourth quarter of fiscal 2012 and first quarter of fiscal 2013 after completion of those quarters. A number of exclusions and limitations in our policies (such as coinsurance, facilities location sub-limits and other policy limitations and covenants) may materially reduce the aggregate amount that we will ultimately collect for our losses. Even if we do ultimately recover material amounts from our insurers, there may be a substantial delay between when we pay for flood-related expenses and when we receive proceeds from our insurers as reimbursement for these expenses, which could adversely affect our cash flows and liquidity. We expect that the insurance claims process will also require a significant amount of time from management. Further, as a result of the flooding in Thailand, our property and casualty insurance premiums have risen dramatically in connection with our 2012 annual renewals.

Customers. Given the flooding in Thailand, some customers may choose not to reengage with us simply because of the fear of future flooding in Thailand. Other customers may be so reliant on us for their manufacturing capabilities that the suspension of our operations may have materially and adversely affected their own businesses, which could potentially lead to customer bankruptcies or liquidations. Customer bankruptcies or liquidations would mean less revenue for us and could also require us to write off any accounts receivable and inventory associated with those customers. We may also have disputes with our customers regarding who bears the responsibility for losses of consigned equipment, inventory, business and profits as a result of the flooding or about the scope of our current or future insurance coverage or the value of the assets that have been damaged. Other customers may simply walk away from their obligations to pay us for equipment, inventory and finished goods for which we feel that they have a contractual obligation to us or may delay payment of amounts that they owe us for prior services rendered. The recent flooding may also make it more difficult for us to win business from new customers. These consequences would materially and adversely affect our business, financial condition and results of operations.

Suppliers. Our suppliers may not be able to supply us with materials in sufficient volumes and in a timely manner for us to satisfy our customers demands. A number of our suppliers are located in Thailand. These Thai-based suppliers may have been materially and adversely affected by the flooding and may not be able to supply us with necessary materials in the future. Some of these suppliers could be required to file for bankruptcy or otherwise liquidate as a result of the effects of the flooding on their businesses.

Recovery and Related Charges and Expenses. We expect to continue to incur certain charges and expenses related to the recovery from the flooding of our Thailand facilities and its impact on our operations, including items such as fixed asset impairments, inventory write-downs, charges related to cancellation of purchase orders for excess materials and charges for restoration and recovery work. We have incurred a significant amount of these various flood-related charges and expenses during the three and nine months ended March 30, 2012, as further described in Note 15 to the Notes to the Unaudited Condensed Consolidated Financial Statements. However, we expect that we will also incur expenses and charges in future periods, and the ultimate timing of the incurrence of these future charges and expenses is uncertain.

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Our sales depend on and may continue to depend on a few customers, many of which have substantial purchasing power and leverage in negotiating contracts with us. A reduction in orders from any of these customers, the loss of any of these customers, or a customer exerting significant pricing and margin pressures on us could harm our business, financial condition and operating results.

We have depended, and expect to continue to depend, upon a relatively small number of customers for a significant percentage of our total revenues. During the three months ended March 30, 2012 and March 25, 2011, we had three and four customers that each contributed 10% or more of our total revenues, respectively. These customers together accounted for 51.2% and 59% of our total revenues, respectively, during the periods. During the nine months ended March 30, 2012 and March 25, 2011, we had three and four customers that each contributed 10% or more of our total revenues. These customers together accounted for 48% and 59% of our total revenues, respectively, during the periods. Dependence on a limited number of customers means that a reduction in orders from, a loss of, or other adverse actions by any one of these customers could have an adverse effect on our business, operating results and share price. For example, on July 1, 2011, Oclaro, Inc. delivered a notice of termination to us under our volume supply agreement, stating that they are currently in discussions with multiple third party manufacturers, including Fabrinet, for one or more of such third party manufacturers to manufacture those products that are currently being manufactured by Fabrinet under our supply agreement. From July 8, 2011, following Oclaro s announcement of the termination of our volume supply agreement, through July 14, 2011, our share price on the NYSE declined approximately 22%. During the three months ended December 30, 2011, we entered into a new supply agreement with Oclaro.

Further, our customer concentration increases the concentration of our accounts receivable and our exposure to payment default by any of our key customers. Many of our existing and potential customers have substantial debt burdens, have experienced financial distress or have static or declining revenues, all of which may have been exacerbated by the impact of the flooding in Thailand. Certain of our customers have gone out of business, been acquired, or announced their withdrawal from segments of the optics market. We generate significant accounts payable and inventory for the services that we provide to our customers, which could expose us to substantial and potentially unrecoverable costs if we do not receive payment from our customers.

Reliance on a small number of customers gives those customers substantial purchasing power and leverage in negotiating contracts with us. In addition, although we enter into master supply agreements with our customers, the level of business to be transacted under those agreements is not guaranteed. Instead, we are awarded business under those agreements on a project-by-project basis. Some of our customers have at times significantly reduced or delayed the volume of manufacturing services that they order from us. If we are unable to maintain our relationships with our existing significant customers, our business, financial condition and operating results could be harmed.

Natural disasters, including the recent flooding in Thailand, epidemics, acts of terrorism and other political and economic developments could harm our business, financial condition and operating results.

Natural disasters, such as the October and November 2011 flooding in Thailand, where most of our manufacturing operations are located, the May 2008 earthquake in Sichuan, China, and the March 2011 tsunami in Japan, could severely disrupt our manufacturing operations and increase our supply chain costs. These events, over which we have little or no control, could cause a decrease in demand for our services, make it difficult or impossible for us to manufacture and deliver products and for our suppliers to deliver components allowing us to manufacture those products, require large expenditures to repair or replace our facilities, or create delays and inefficiencies in our supply chain. For example, the recent flooding in Thailand forced us to temporarily shut down all of our manufacturing facilities in Thailand. This disruption adversely affected our ability to meet our customers demands during the nine months ended March 30, 2012 and will continue to adversely affect our business for the three months ending June 29, 2012 and possibly beyond. In some countries in which we operate, including the PRC and Thailand, potential outbreaks of infectious diseases such as the H1N1 influenza virus, severe acute respiratory syndrome (SARS) or bird flu could disrupt our manufacturing operations, reduce demand for our customers products and increase our supply chain costs. In addition, increased international political instability, evidenced by the threat or occurrence of terrorist attacks, enhanced national security measures, conflicts in the Middle East and Asia, strained international relations arising from these conflicts and the related decline in consumer confidence and economic weakness, may hinder our ability to do business. Any escalation in these events or similar future events may disrupt our operations and the operations of our customers and suppliers, and may affect the availability of materials needed for our manufacturing services. Such events may also disrupt the transportation of materials to our manufacturing facilities and finished products to our customers. These events have had, and may continue to have, an adverse impact on the U.S. and world economy in general, and customer confidence and spending in particular, which in turn could adversely affect our total revenues and operating results. The impact of these events on the volatility of the U.S. and world financial markets also could increase the volatility of the market price of our ordinary shares and may limit the capital resources available to us, our customers and our suppliers.

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If the optical communications market does not expand as we expect, our business may not grow as fast as we expect, which could adversely impact our business, financial condition and operating results.

Our future success as a provider of precision optical, electro-mechanical and electronic manufacturing services for the optical communications market depends on the continued growth of the optics industry and, in particular, the continued expansion of global information networks, particularly those directly or indirectly dependent upon a fiber optics infrastructure. As part of that growth, we are relying on increasing demand for voice, video, text and other data delivered over high-speed connections. Without network and bandwidth growth, the need for enhanced communications products would be jeopardized. Currently, demand for network services and for broadband access, in particular, is increasing but growth may be limited by several factors, including, among others: (i) relative strength or weakness of the global economy or certain countries or regions, (ii) an uncertain regulatory environment, and (iii) uncertainty regarding long-term sustainable business models as multiple industries, such as the cable, traditional telecommunications, wireless and satellite industries, offer competing content delivery solutions. The optical communications market also has experienced periods of overcapacity, some of which have occurred even during periods of relatively high network usage and bandwidth demands. If the factors described above were to slow, stop or reverse the expansion in the optical communications market, our business, financial condition and operating results would be negatively affected.

If we are unable to continue diversifying our precision optical and electro-mechanical manufacturing services across other markets within the optics industry, such as the semiconductor processing, biotechnology, metrology and material processing markets, our business may not grow as fast as we expect.

We intend to continue diversifying across other markets within the optics industry, such as the semiconductor processing, biotechnology, metrology and material processing markets, to reduce our dependence on the optical communications market and to grow our business. Currently, the optical communications market contributes the majority of our revenues. There can be no assurance that our efforts to further expand and diversify into other markets within the optics industry will prove successful. In the event that the opportunities presented by these markets prove to be less than anticipated, if we are less successful than expected in diversifying into these markets, or if our margins in these markets prove to be less than expected, our growth may slow or stall, and we may incur costs that are not offset by revenues in these markets, all of which could harm our business, financial condition and operating results.

We face significant competition in our business. If we are unable to compete successfully against our current and future competitors, our business, financial condition and operating results could be harmed.

Our current and prospective customers tend to evaluate our capabilities against the merits of their internal manufacturing as well as the capabilities of third-party manufacturers. We believe the internal manufacturing capabilities of current and prospective customers are our primary competition. This competition is particularly strong when our customers have excess manufacturing capacity, as was the case when the markets that we serve experienced a downturn from 2001 through 2004 and again in 2008 and 2009, that resulted in underutilized capacity. Many of our potential customers continue to have excess manufacturing capacity at their facilities. If our customers choose to manufacture products internally rather than to outsource production to us, or choose to outsource to a third-party manufacturer, our business, financial condition and operating results could be harmed. For example, on July 1, 2011, Oclaro, Inc. delivered a notice of termination to us under our volume supply agreement, stating that they are currently in discussions with multiple third party manufacturers, including Fabrinet, for one or more of such third party manufacturers to manufacture those products that are currently being manufactured by Fabrinet under our supply agreement. During the three months ended December 30, 2011, we entered into a new supply agreement with Oclaro.

Competitors in the market for optical manufacturing services include Sanmina-SCI Corporation, Hon Hai Precision Industry Co. Ltd., Celestica Inc., Venture Corporation Limited and Oplink Communications, Inc. Our customized optics and glass operations face competition from companies such as Alps Electric Co., Ltd., Browave Corporation, Fujian Castech Crystals, Inc., Research Electro-Optic, Inc. and Photop Technologies, Inc. Other existing contract manufacturing companies, original design manufacturers or outsourced semiconductor assembly and test companies could also enter our target markets. In addition, we may face more competitors as we attempt to penetrate new markets.

Many of our customers and potential competitors have longer operating histories, greater name recognition, larger customer bases and significantly greater resources than we have. These advantages may allow them to devote greater resources

than we can to the development and promotion of service offerings that are similar or superior to our service offerings. These competitors may also engage in more extensive research and development, undertake more far-reaching marketing campaigns, adopt more aggressive pricing policies or offer services that achieve greater market acceptance than ours. These competitors may also compete with us by making more attractive offers to our existing and potential employees, suppliers and strategic partners. Further, consolidation in the optics industry could lead to larger and more geographically diverse competitors. New and increased competition could result in price reductions for our services, reduced gross profit margins or loss of market share. We may not be able to compete successfully against our current and future competitors, and the competitive pressures we face may harm our business, financial condition and operating results.

Cancellations, delays or reductions of customer orders and the relatively short-term nature of the commitments of our customers could harm our business, financial condition and operating results.

We do not typically obtain firm purchase orders or commitments from our customers that extend beyond 13 weeks. While we work closely with our customers to develop forecasts for periods of up to one year, these forecasts are not binding and may be unreliable. Customers may cancel their orders, change production quantities from forecasted volumes or delay production for a number of reasons beyond our control. Any material delay, cancellation or reduction of orders could cause our revenues to decline significantly and could cause us to hold excess materials. Many of our costs and operating expenses are fixed. As a result, a reduction in customer demand could decrease our gross profit and harm our business, financial condition and operating results.

In addition, we make significant decisions, including production schedules, component procurement commitments, personnel needs and other resource requirements, based on our estimate of our customers requirements. The short-term nature of our customers commitments and the possibility of rapid changes in demand for their products reduce our ability to accurately estimate the future requirements of our customers. Inability to forecast the level of customer orders with certainty makes it difficult to allocate resources to specific customers, order appropriate levels of materials and maximize the use of our manufacturing capacity. This could also lead to an inability to meet a spike in production demand, all of which could harm our business, financial condition and operating results.

We are not fully insured against all potential losses. Natural disasters or other catastrophes could adversely affect our business, financial condition and results of operations.

The occurrence of one or more natural disasters, such as tropical storms and floods, in Thailand, where most of our manufacturing operations are located, could adversely affect our operations and financial performance. Any losses that we would incur could have a material adverse effect on our business for an indeterminate period of time.

Prior to December 31, 2011, we maintained insurance coverage providing for reimbursement from losses resulting from certain perils, including flood damage, subject to specified exclusions and limitations such as coinsurance, facilities location sub-limits and policy covenants. Our current property and casualty insurance, effective January 1, 2012, covers loss or damage to our property and third-party property over which we have custody and control, as well as losses associated with business interruption. This includes flood insurance for equipment and inventory with an aggregate limit of $120 million. Even with insurance coverage, natural disasters or other catastrophic events, including acts of war, could cause us to suffer substantial losses in our operational capacity and could also lead to a loss of opportunity and to a potential adverse impact on our relationships with our existing customers resulting from our inability to produce products for them, for which we would not be compensated by existing insurance. This in turn could have a material adverse effect on our financial condition and results of operations.

Our quarterly revenues, gross profit margins and operating results have fluctuated significantly and may continue to do so in the future, which may cause the market price of our ordinary shares to decline or be volatile.

Our quarterly revenues, gross profit margins, and operating results have fluctuated significantly and may continue to fluctuate significantly in the future. For example, between the three months ended March 26, 2010 and the three months ended March 30, 2012, our total revenues ranged from $96.6 million to $194.9 million. Our gross profit margins and operating results experienced similar fluctuations during those periods. In addition, because of the recent flooding in Thailand, we expect our revenues for the three months ending June 29, 2012 to be substantially lower than what they have been in previous periods. Therefore, we believe that quarter-to-quarter comparisons of our operating results may not be useful in predicting our future operating results. You should not rely on our results for one quarter as any indication of our future performance. Quarterly variations in our operations could result in significant volatility in the market price of our ordinary shares.

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Our exposure to financially troubled customers or suppliers could harm our business, financial condition and operating results.

We provide manufacturing services to companies, and rely on suppliers, that have in the past and may in the future experience financial difficulty, particularly in light of recent conditions in the credit markets and the overall economy that affected our access to capital and liquidity. As a result, we devote significant resources to monitor receivables and inventory balances with certain of our customers. If our customers experience financial difficulty, we could have difficulty recovering amounts owed to us from these customers, or demand for our services from these customers could decline. If our suppliers experience financial difficulty, we could have trouble sourcing materials necessary to fulfill production requirements and meet scheduled shipments. Any such financial difficulty could adversely affect our operating results and financial condition by resulting in a reduction in our revenues, a charge for inventory write-offs, a provision for doubtful accounts, and an increase in working capital requirements due to increases in days in inventory and in days in accounts receivable.

Fluctuations in foreign currency exchange rates and changes in governmental policies regarding foreign currencies could increase our operating costs, which would adversely affect our operating results.

Volatility in the functional and non-functional currencies of our entities and the U.S. dollar could seriously harm our business, financial condition and operating results. The primary impact of currency exchange fluctuations is on our cash, receivables and payables of our operating entities. We may experience significant unexpected expenses from fluctuations in exchange rates.

Our customer contracts generally require that our customers pay us in U.S. dollars. However, the majority of our payroll and other operating expenses are paid in Thai baht. As a result of these arrangements, we have significant exposure to changes in the exchange rate between the Thai baht and the U.S. dollar, and our operating results are adversely impacted when the U.S. dollar depreciates relative to the Thai baht and other currencies. We have experienced such depreciation in the U.S. dollar as compared to the Thai baht, and our results have been adversely impacted by this fluctuation in exchange rates. For example, from March 26, 2010 to March 30, 2012, the U.S. dollar lost approximately 4.9% of its value against the Thai baht. We cannot guarantee that the depreciation of the U.S. dollar against the Thai baht will not continue. Further, while we attempt to hedge against certain exchange rate risks, we typically enter into hedging contracts with durations of one to three months, leaving us exposed to longer term changes in exchange rates.

Also, we have significant exposure to changes in the exchange rate between the RMB and the U.S. dollar. The expenses of our PRC subsidiary are denominated in RMB. Currently, RMB are convertible in connection with trade- and service-related foreign exchange transactions, foreign debt service and payment of dividends. The PRC government may at its discretion restrict access in the future to foreign currencies for current account transactions. If this occurs, our PRC subsidiary may not be able to pay us dividends in U.S. dollars without prior approval from the PRC State Administration of Foreign Exchange. In addition, conversion of RMB for most capital account items, including direct investments, is still subject to government approval in the PRC. This restriction may limit our ability to invest the earnings of our PRC subsidiary.

As of March 30, 2012, the U.S. dollar had depreciated approximately 7.7% against the RMB since March 26, 2010. There remains significant international pressure on the PRC government to adopt a substantially more liberalized currency policy. Any further and more significant appreciation in the value of the RMB against the U.S. dollar could negatively impact our operating results.

We purchase some of the critical materials used in certain of our products from a single source or a limited number of suppliers. Supply shortages have in the past, and could in the future, impair the quality, reduce the availability or increase the cost of materials, which could harm our revenues, profitability and customer relations.

We rely on a single source or a limited number of suppliers for critical materials used in a significant number of the products we manufacture. We generally purchase these single or limited source materials through standard purchase orders and do not maintain long-term supply agreements with our suppliers. We generally use a rolling 12 month forecast based on anticipated product orders, customer forecasts, product order history, backlog, and warranty and service demand to determine our materials requirements. Lead times for the parts and components that we order vary significantly and depend on factors such as manufacturing cycle times, manufacturing yields and the availability of raw materials used to produce the parts or components. Historically, we have experienced supply shortages resulting from various causes, including reduced yields by our suppliers, which prevented us from manufacturing products for our customers in a timely manner. Our revenues, profitability and customer relations could be harmed by a stoppage or delay of supply, a substitution of more expensive or less reliable parts, the receipt of defective parts or contaminated materials, an increase in the price of supplies, or an inability to obtain a reduction in price from our suppliers in response to competitive pressures.

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We continue to undertake programs to strengthen our supply chain. Nevertheless, we are experiencing, and expect for the foreseeable future to continue to experience, strain on our supply chain and periodic supplier problems. We have incurred, and expect to continue to incur for the foreseeable future, costs to address these problems.

Managing our inventory is complex and may require write-downs due to excess or obsolete inventory, which could cause our operating results to decrease significantly in a given fiscal period.

Managing our inventory is complex. We are generally required to procure material based upon the anticipated demand of our customers. The inaccuracy of these forecasts or estimates could result in excess supply or shortages of certain materials. Inventory that is not used or expected to be used as and when planned may become excess or obsolete. Generally, we are unable to use most of the materials purchased for one of our customers to manufacture products for any of our other customers. Additionally, we could experience reduced or delayed product shipments or incur additional inventory write-downs and cancellation charges or penalties, which would increase costs and could harm our business, financial condition and operating results. While our agreements with customers are structured to mitigate our risks related to excess or obsolete inventory, enforcement of these provisions may result in material expense and delay in payment for inventory. If any of our significant customers becomes unable or unwilling to purchase inventory or does not agree to such contractual provisions in the future, our business, financial condition and operating results may be harmed.

We conduct operations in a number of countries, which creates logistical and communications challenges for us and exposes us to other risks that could harm our business, financial condition and operating results.

The vast majority of our operations, including manufacturing and customer support, are located primarily in the Asia-Pacific region. The distances between Thailand, the PRC and our customers and suppliers globally, create a number of logistical and communications challenges for us, including managing operations across multiple time zones, directing the manufacture and delivery of products across significant distances, coordinating the procurement of raw materials and their delivery to multiple locations and coordinating the activities and decisions of our management team, the members of which are based in different countries.

Our customers are located throughout the world. Total revenues from the bill-to location of customers outside of North America accounted for 47.7% and 59.7% of our total revenues for the three months ended March 30, 2012 and March 25, 2011, respectively, and 49.5% and 58.1% of our total revenues for the nine months ended March 30, 2012 and March 25, 2011, respectively. Without considering the flood impact, we still expect that total revenues from the bill-to location of customers outside of North America will continue to account for a significant portion of our total revenues. Our customers also depend on international sales, which further exposes us to the risks associated with international operations. In addition, our international operations and sales subject us to a variety of domestic and foreign trade regulatory requirements.

Political unrest and demonstrations, as well as changes in the political, social, business or economic conditions in Thailand, could harm our business, financial condition and operating results.

The majority of our assets and manufacturing operations are located in Thailand. Therefore, political, social, business and economic conditions in Thailand have a significant effect on our business. As of April 24, 2012, Thailand was assessed as a high political risk by AON Political Risk, a risk management, insurance and consulting firm. Any changes to tax regimes, laws, exchange controls or political action in Thailand may harm our business, financial condition and operating results.

In September 2006, Thailand experienced a military coup that overturned the existing government, and in 2008, political unrest and demonstrations in Bangkok sparked a series of violent incidents that resulted in several deaths and numerous injuries. In April 2009, anti-government demonstrations in Bangkok caused severe traffic congestion and numerous injuries, and in March 2010, protestors again held demonstrations calling for new elections. These demonstrations in recent years in Bangkok and other parts of Thailand, which escalated in violence through May 2010, resulted in the country s worst political violence in nearly two decades with numerous deaths and injuries, as well as destruction of property. Certain hotels and businesses in Bangkok were closed for weeks as the protestors occupied Bangkok s commercial center, and governments around the world issued travel advisories urging their citizens to avoid non-essential travel to Bangkok.

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Any succession crisis in the Kingdom of Thailand could cause new or increased instability and unrest. In the event that a violent coup were to occur or the current political unrest were to worsen, such activity could prevent shipments from entering or leaving the country and disrupt our ability to manufacture products in Thailand, and we could be forced to transfer our manufacturing activities to more stable, and potentially more costly, regions. Further, the Thai government recently raised the minimum wage standards for labor and could repeal certain promotional certificates that we have received or tax holidays for certain export and value added taxes that we enjoy, either preventing us from engaging in our current or anticipated activities or subjecting us to higher tax rates. A new regime could nationalize our business or otherwise seize our assets. Future political instability such as the coup that occurred in September 2006 or the demonstrations that occurred during 2008, 2009 and 2010 could harm our business, financial condition and operating results.

We expect to increase our manufacturing operations in the PRC, which will continue to expose us to risks inherent in doing business in the PRC, any of which risks could harm our business, financial condition and operating results.

We anticipate that we will continue to invest in our customized optics manufacturing facilities located in Fuzhou, China. Because these operations are located in the PRC, they are subject to greater political, legal and economic risks than the geographies in which the facilities of many of our competitors and customers are located. In particular, the political and economic climate in the PRC (both at national and regional levels) is fluid and unpredictable. As of April 24, 2012, the PRC was assessed as a medium political risk by AON Political Risk. A large part of the PRC s economy is still being operated under varying degrees of control by the PRC government. By imposing industrial policies and other economic measures, such as control of foreign exchange, taxation, import and export tariffs, environmental regulations, land use rights, intellectual property and restrictions on foreign participation in the domestic market of various industries, the PRC government exerts considerable direct and indirect influence on the development of the PRC economy. Many of the economic reforms carried out by the PRC government are unprecedented or experimental and are expected to change further. Any changes to the political, legal or economic climate in the PRC could harm our business, financial condition and operating results.

Our PRC subsidiary is a wholly foreign-owned enterprise and is therefore subject to laws and regulations applicable to foreign investment in the PRC, in general, and laws and regulations applicable to wholly foreign-owned enterprises, in particular. The PRC has made significant progress in the promulgation of laws and regulations pertaining to economic matters such as corporate organization and governance, foreign investment, commerce, taxation and trade. However, the promulgation of new laws, changes in existing laws and abrogation of local regulations by national laws may have a negative impact on our business and prospects. In addition, these laws and regulations are relatively new, and published cases are limited in volume and non-binding. Therefore, the interpretation and enforcement of these laws and regulations involve significant uncertainties. Laws may be changed with little or no prior notice, for political or other reasons. These uncertainties could limit the legal protections available to foreign investors. Furthermore, any litigation in the PRC may be protracted and result in substantial costs and diversion of resources and management s attention.

Our business and operations would be adversely impacted in the event of a failure of our information technology infrastructure.

We rely upon the capacity, reliability and security of our information technology hardware and software infrastructure. For instance, we use a combination of standard and customized software platforms to manage, record and report all aspects of our operations and, in many instances, enable our customers to remotely access certain areas of our databases to monitor yields, inventory positions, work-in-progress status and vendor quality data. We are constantly expanding and updating our information technology infrastructure in response to our changing needs. Any failure to manage, expand and update our information technology infrastructure or any failure in the operation of this infrastructure could harm our business.

Despite our implementation of security measures, our systems are vulnerable to damages from computer viruses, natural disasters, unauthorized access and other similar disruptions. Any system failure, accident or security breach could result in disruptions to our operations. To the extent that any disruptions or security breach results in a loss or damage to our data, or inappropriate disclosure of confidential information, it could harm our business. In addition, we may be required to incur significant costs to protect against damage caused by these disruptions or security breaches in the future.

Consolidation in the markets we serve could harm our business, financial condition and operating results.

Consolidation in the markets we serve has resulted in a reduction in the number of potential customers for our services. For example, in February 2008, EMCORE Corporation, one of our customers, acquired certain product lines and other assets from another of our customers. Also, in April 2009, Bookham, Inc. and Avanex Corporation, both of which are our customers, merged

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to form a new company called Oclaro, Inc. In July 2009, Newport Corporation, also our customer, acquired Oclaro s Focus photonics business, and Oclaro acquired Newport s high-power laser diode manufacturing operations. In May 2010, TE Connectivity acquired Zarlink Semiconductor s optical products business, and in January 2011, Molex Incorporated acquired the silicon photonics-based active optical cable assets of Luxtera, Inc. More recently, on March 26, 2012, Oclaro announced that it was acquiring Opnext, Inc., one of our customers. In some cases, consolidation among our customers has led to a reduction in demand for our services as customers acquired the capacity to manufacture products in-house.

Consolidation among our customers and their customers may continue and may adversely affect our business, financial condition and operating results in several ways. Consolidation among our customers and their customers may result in a smaller number of large customers whose size and purchasing power give them increased leverage that may result in, among other things, decreases in our average selling prices. In addition to pricing pressures, this consolidation may also reduce overall demand for our manufacturing services if customers obtain new capacity to manufacture products in-house or discontinue duplicate or competing product lines in order to streamline operations. If demand for our manufacturing services decreases, our business, financial condition and operating results could be harmed.

If we fail to adequately expand our manufacturing capacity, we will not be able to grow our business, which would harm our business, financial condition and operating results. Conversely, if we expand too much or too rapidly, we may experience excess capacity, which would harm our business, financial condition and operating results.

We may not be able to pursue many large customer orders or sustain our historical growth rates if we do not have sufficient manufacturing capacity to enable us to commit to provide customers with specified quantities of products. If our customers do not believe that we have sufficient manufacturing capacity, they may: (i) outsource all of their production to another source that they believe can fulfill all of their production requirements; (ii) look to a second source for the manufacture of additional quantities of the products that we currently manufacture for them; (iii) manufacture the products themselves; or (iv) otherwise decide against using our services for their new products.

We most recently expanded our manufacturing capacity at our Thailand facilities with the completion of Pinehurst Building 6 in Thailand during the fourth quarter of fiscal year 2012. We must continue to devote significant resources to the expansion of our manufacturing capacity, and any such expansion will be expensive, will require management s time and may disrupt our operations. In the event we are unsuccessful in our attempts to expand our manufacturing capacity, our business, financial condition and operating results could be harmed.

However, if we expand our manufacturing capacity and are unable to promptly utilize the additional space due to reduced demand for our services, an inability to win new projects, new customers or penetrate new markets, or if the optics industry does not grow as we expect, we may experience periods of excess capacity, which could harm our business, financial condition and operating results.

We may experience manufacturing yields that are lower than expected, potentially resulting in increased costs, which could harm our business, operating results and customer relations.

Manufacturing yields depend on a number of factors, including the following:

- the quality of input, materials and equipment;
- the quality and feasibility of our customer s design;
- the repeatability and complexity of the manufacturing process;
- the experience and quality of training of our manufacturing and engineering teams; and
- the monitoring of the manufacturing environment.

Lower volume production due to continually changing designs generally results in lower yields. Manufacturing yields and margins can also be lower if we receive or inadvertently use defective or contaminated materials from our suppliers. In addition, our customer contracts typically provide that we will supply products at a fixed price each quarter, which assumes specific production yields and quality metrics. If we do not meet the yield assumptions and quality metrics used in calculating the price of a product, we may not be able to recover the costs associated with our failure to do so. Consequently, our operating results and profitability may be harmed.

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If the products that we manufacture contain defects, we could incur significant correction costs, demand for our services may decline and we may be exposed to product liability and product warranty claims, which could harm our business, financial condition, operating results and customer relations.

We manufacture products to our customers specifications, and our manufacturing processes and facilities must comply with applicable statutory and regulatory requirements. In addition, our customers products and the manufacturing processes that we use to produce them are often complex. As a result, products that we manufacture may at times contain manufacturing or design defects, and our manufacturing processes may be subject to errors or fail to be in compliance with applicable statutory or regulatory requirements. Additionally, not all defects are immediately detectible. The testing procedures of our customers are generally limited to the evaluation of the products that we manufacture under likely and foreseeable failure scenarios. For various reasons (including, among others, the occurrence of performance problems that are unforeseeable at the time of testing or that are detected only when products are fully deployed and operated under peak stress conditions), these products may fail to perform as expected after their initial acceptance by a customer.

We generally provide a warranty of between one to two years on the products that we manufacture for our customers. This warranty typically guarantees that products will conform to our customers specifications and be free from defects in workmanship. Defects in the products we manufacture, whether caused by a design, engineering, manufacturing or component failure or by deficiencies in our manufacturing processes and whether during or after the warranty period, could result in product or component failures, which may damage our business reputation, whether or not we are indemnified for such failures. We could also incur significant costs to repair or replace defective products under warranty, particularly when such failures occur in installed systems. In some instances, we may also be required to incur costs to repair or replace defective products outside of the warranty period in the event that a recurring defect is discovered in a certain percentage of a customer s products delivered over an agreed upon period of time. We have experienced product or component failures in the past and remain exposed to such failures, as the products that we manufacture are widely deployed throughout the world in multiple environments and applications. Further, due to the difficulty in determining whether a given defect resulted from our customer s design of the product or our manufacturing process, we may be exposed to product liability or product warranty claims arising from defects that are not our fault. In addition, if the number or type of defects exceeds certain percentage limitations contained in our contractual arrangements, we may be required to conduct extensive failure analysis, re-qualify for production or cease production of the specified products.

Product liability claims may include liability for personal injury or property damage. Product warranty claims may include liability to pay for a recall, repair or replacement of a product or component. Although liability for these claims is generally assigned to our customers in our contracts, even where they have assumed liability, our customers may not, or may not have the resources to, satisfy claims for costs or liabilities arising from a defective product. Additionally, under one of our contracts, in the event the products we manufacture do not meet the end-customer s testing requirements or otherwise fail, we may be required to pay penalties to our customer, including a fee during the time period that the customer or end-customer s production line is not operational as a result of the failure of the products that we manufacture, all of which could harm our business, operating results and customer relations. If we engineer or manufacture a product that is found to cause any personal injury or property damage or is otherwise found to be defective, we could incur significant costs to resolve the claim. While we maintain insurance for certain product liability claims, we do not maintain insurance for any recalls and, therefore, would be required to pay any associated costs that are determined to be our responsibility. A successful product liability or product warranty claim in excess of our insurance coverage or any material claim for which insurance coverage is denied, limited, is not available or has not been obtained could harm our business, financial condition and operating results.

If we are unable to meet regulatory quality standards applicable to our manufacturing and quality processes for the products we manufacture, our business, financial condition or operating results could be harmed.

As a manufacturer of products for the optics industry, we are required to meet certain certification standards, including the following: ISO 9001:2008 for Manufacturing Quality Systems; ISO 14001 for Environmental Quality Systems; TL9000 for Telecommunications Industry Quality Certification; TS16949:2002 for Automotive Industry Quality Certification; ISO 13485:2003 for Medical Devices; AS9100 for Aerospace Industry Quality Certification; OHSAS 18001 for Health and Safety; and various additional standards imposed by the U.S. Food and Drug Administration, or FDA, with respect to the manufacture of medical devices.

Additionally, we are required to register with the FDA and other regulatory bodies and are subject to continual review and periodic inspection for compliance with these requirements, which require manufacturers to adhere to certain regulations, including testing, quality control and documentation procedures. We hold the following additional certifications: SONY Green

Partner for Environmental Management Systems and CSR-DIW for Corporate Social Responsibility in Thailand. In the European Union, we are required to maintain certain ISO certifications in order to sell our precision optical, electro-mechanical and electronic manufacturing services and we must undergo periodic inspections by regulatory bodies to obtain and maintain these certifications. If any regulatory inspection reveals that we are not in compliance with applicable standards, regulators may take action against us, including issuing a warning letter, imposing fines on us, requiring a recall of the products we manufactured for our customers, or closing our manufacturing facilities. If any of these actions were to occur, it could harm our reputation as well as our business, financial condition and operating results.

If we fail to attract additional skilled employees or retain key personnel, our business, financial condition and operating results could suffer.

Our future success depends, in part, upon our ability to attract additional skilled employees and retain our current key personnel. We have identified several areas where we intend to expand our hiring, including human resources, supply chain management, business development and finance. We may not be able to hire and retain such personnel at compensation levels consistent with our existing compensation and salary structure. Our future also depends on the continued contributions of our executive management team, including Mr. Mitchell, and other key management and technical personnel, each of whom would be difficult to replace. We do not have key person life insurance or long-term employment contracts with any of our key personnel. The loss of any of our executive officers or key personnel or the inability to continue to attract qualified personnel could harm our business, financial condition and operating results.

Failure to comply with applicable environmental laws and regulations could have a material adverse effect on our business, results of operations and financial condition.

The sale and manufacturing of products in certain states and countries may subject us to environmental laws and regulations. Although we do not anticipate any material adverse effects based on the nature of our operations and these laws and regulations, we will need to ensure that we and our suppliers comply with such laws and regulations as they are enacted. If we fail to timely comply with such laws and regulations, our customers may cease doing business with us, which would have a material adverse effect on our business, results of operations and financial condition. In addition, if we were found to be in violation of these laws, we could be subject to governmental fines, liability to our customers and damage to our reputation, which would also have a material adverse effect on our business, results of operations and financial condition.

Our business, operating results and financial condition may be negatively impacted by general economic and financial market conditions.

The 2008 global economic crisis has caused disruptions and extreme volatility in global financial markets, increased rates of default and bankruptcy, and impacted levels of business and consumer spending. These macroeconomic developments have negatively affected and may continue to negatively affect our business, operating results and financial condition in a number of ways. For example, in fiscal 2009, various customers delayed or decreased spending on new projects with us while others delayed paying us for products and services that we had previously provided. Additionally, as a result of these macroeconomic developments, in fiscal 2009, there was a decline in demand for our customers products across all of the industries we serve, which caused our customers to reduce their inventories, resulting in a 13.7% decline in our total revenues and a 25.2% decline in our net income from fiscal 2008 to fiscal 2009. Further, concern about the stability of the markets generally and the strength of counterparties led many lenders and institutional investors to reduce, and in some cases, cease to provide credit to businesses and consumers, including to our suppliers and customers, which further exacerbated downward pressure on demand for our products and services.

If these significant adverse global economic conditions were to return, they could, among other things, make it more difficult for us, our customers and our suppliers to obtain credit, cause our customers or potential customers to reduce or delay their orders with us or cancel their orders altogether, lead to further downward pricing pressures, result in further delays in paying us or result in insolvency for key suppliers or customers, any of which could harm our business, financial condition and operating results.

We have incurred and will continue to incur significant increased costs as a result of operating as a public company, and our management will be required to continue to devote substantial time to various compliance initiatives.

The Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, as well as other rules implemented by the U.S. Securities and Exchange Commission (SEC) and the New York Stock Exchange (NYSE),

impose various requirements on public companies, including requiring changes in corporate governance practices. These and proposed corporate governance laws and regulations under consideration may further increase our compliance costs. If compliance with these various legal and regulatory requirements diverts our management s attention from other business concerns, it could have a material adverse effect on our business, financial condition and results of operations. The Sarbanes-Oxley Act requires, among other things, that we assess the effectiveness of our internal control over financial reporting annually and disclosure controls and procedures quarterly. While we were able to assert in our Form 10-K for the fiscal year ended June 24, 2011 that our internal control over financial reporting was effective as of June 24, 2011, we cannot predict the outcome of our testing in future periods. If we are unable to assert in any future reporting periods that our internal control over financial reporting is effective (or if our independent registered public accounting firm is unable to express an opinion on the effectiveness of our internal controls), we could lose investor confidence in the accuracy and completeness of our financial reports, which would have an adverse effect on our share price.

Given the nature and complexity of our business and the fact that some members of our management team are located in Thailand while others are located in the U.S., control deficiencies may periodically occur. While we have ongoing measures and procedures to prevent and remedy such deficiencies, if they occur there can be no assurance that we will be successful or that we will be able to prevent material weaknesses or significant deficiencies in our internal control over financial reporting in the future. Moreover, if we or our independent registered public accounting firm identify deficiencies in our internal control over financial reporting that are deemed to be material weaknesses in future periods, the market price of our ordinary shares could decline and we could be subject to potential delisting by the NYSE and review by the NYSE, the SEC, or other regulatory authorities, which would require the expenditure by us of additional financial and management resources. As a result, our shareholders could lose confidence in our financial reporting, which would harm our business and the market price of our ordinary shares.

We are subject to the risk of increased income taxes, which could harm our business, financial condition and operating results.

We base our tax position upon the anticipated nature and conduct of our business and upon our understanding of the tax laws of the various countries in which we have assets or conduct activities. However, our tax position is subject to review and possible challenge by tax authorities and to possible changes in law, which may have retroactive effect. We were formed in the Cayman Islands and we maintain manufacturing operations in Thailand, the PRC and the U.S. Any of these jurisdictions could assert tax claims against us. We cannot determine in advance the extent to which some jurisdictions may require us to pay taxes or make payments in lieu of taxes. Preferential tax treatment from the Thai government is currently available to us for a period of five years from July 2010, which will be contingent on, among other things, the export of our customers products out of Thailand and our agreement not to move our manufacturing facilities out of our current province in Thailand for at least 15 years. We will lose this favorable tax treatment in Thailand unless we comply with these restrictions, and as a result we may delay or forego certain strategic business decisions due to these tax considerations. In addition, we benefit from recent reductions in corporate tax rates in Thailand for fiscal years 2013-2015. On March 16, 2012, our subsidiary in China received a certificate with an approval date of October 21, 2011, granting the subsidiary a tax privilege to reduce its corporate income tax rate from 25% to 15%. This privilege is retroactive to January 1, 2011 and valid for three years from January 1, 2011 to December 31, 2013, subject to renewal at the end of each three year period.

There is also a risk that Thailand or another jurisdiction in which we operate may treat our Cayman Islands parent as having a permanent establishment in such jurisdiction and subject its income to tax. If we become subject to additional taxes in any jurisdiction or if any jurisdiction begins to treat our Cayman Islands parent as having a permanent establishment, such tax treatment could materially and adversely affect our business, financial condition and operating results.

Certain of our subsidiaries provide products and services to, and may from time to time undertake certain significant transactions with, us and our other subsidiaries in different jurisdictions. For instance, we have intercompany agreements in place that provide for our California and Singapore subsidiaries to provide administrative services for our Cayman Islands parent, and our Cayman Islands parent has entered into manufacturing agreements with our Thai subsidiary. In general, related party transactions and, in particular, related party financing transactions, are subject to close review by tax authorities. Moreover, several jurisdictions in which we operate have tax laws with detailed transfer pricing rules that require all transactions with non-resident related parties to be priced using arm s length pricing principles and require the existence of contemporaneous documentation to support such pricing. International tax authorities could challenge the validity of our related party transfer pricing policies. Such a challenge generally involves a complex area of taxation and a significant degree of judgment by management. If any taxation authorities are successful in challenging our financing or transfer pricing policies, our income tax expense may be adversely affected and we could become subject to interest and penalty charges, which may harm our business, financial condition and operating results.

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We may encounter difficulties completing or integrating acquisitions, asset purchases and other types of transactions that we may pursue in the future, which could disrupt our business, cause dilution to our shareholders and harm our business, financial condition and operating results.

We have grown and may continue to grow our business through acquisitions, asset purchases and other types of transactions, including the transfer of products from our customers and their suppliers. Acquisitions and other strategic transactions typically involve many risks, including the following:

- the integration of the acquired assets and facilities into our business may be difficult, time-consuming and costly, and may adversely impact our profitability;
- we may lose key employees of the acquired companies or divisions;
- we may issue additional ordinary shares, which would dilute our current shareholders percentage ownership in us;
- we may incur indebtedness to pay for the transactions;
- we may assume liabilities, some of which may be unknown at the time of the transactions;
- we may record goodwill and non-amortizable intangible assets that will be subject to impairment testing and potential periodic impairment charges;
- we may incur amortization expenses related to certain intangible assets;
- we may devote significant resources to transactions that may not ultimately yield anticipated benefits;
- we may incur greater than expected expenses or lower than expected revenues;
- we may assume obligations with respect to regulatory requirements, including environmental regulations, which may prove more burdensome than expected; or
- we may become subject to litigation.

Acquisitions are inherently risky, and we can provide no assurance that our previous or future acquisitions will be successful or will not harm our business, financial condition and operating results.

We may not be able to obtain capital when desired on favorable terms, if at all, or without dilution to our shareholders.

We anticipate that our current cash and cash equivalents, together with cash provided by operating activities, funds available through our working capital and credit facilities, will be sufficient to meet our current and anticipated needs for general corporate purposes for at least the next 12 months. We operate in a market, however, that makes our prospects difficult to evaluate. It is possible that we may not generate sufficient cash flow from operations or otherwise have the capital resources to meet our future capital needs. If this occurs, we may need

additional financing to execute on our current or future business strategies.

Furthermore, if we raise additional funds through the issuance of equity or convertible debt securities, the percentage ownership of our shareholders could be significantly diluted, and these newly-issued securities may have rights, preferences or privileges senior to those of existing shareholders. If adequate additional funds are not available or are not available on acceptable terms, if and when needed, our ability to fund our operations, take advantage of unanticipated opportunities, develop or enhance our manufacturing services, hire additional technical and other personnel, or otherwise respond to competitive pressures could be significantly limited.

Intellectual property infringement claims against our customers or us could harm our business, financial condition and operating results.

Our services involve the creation and use of intellectual property rights, which subject us to the risk of intellectual property infringement claims from third parties and claims arising from the allocation of intellectual property rights among us and our customers. For example, in December 2008, Fabrinet USA, Inc. was served with a complaint, along with one of our customers,

filed by Avago Technologies in the United States District Court for the Northern District of California, San Jose Division (Case No. C08-05394SI), alleging infringement of two patents by certain of our customer s products. On January 28, 2009, Avago Technologies dismissed the complaint against Fabrinet USA, Inc. by filing a notice of voluntary dismissal without prejudice with the United States District Court.

Our customers may require that we indemnify them against the risk of intellectual property infringement arising out of our manufacturing processes. If any claims are brought against us or our customers for such infringement, whether or not these claims have merit, we could be required to expend significant resources in defense of such claims. In the event of an infringement claim, we may be required to spend a significant amount of money to develop non-infringing alternatives or obtain licenses. We may not be successful in developing such alternatives or obtaining such licenses on reasonable terms or at all, which could harm our business, financial condition and operating results.

Any failure to protect our customers intellectual property that we use in the products we manufacture for them could harm our customer relationships and subject us to liability.

We focus on manufacturing complex optical products for our customers. These products often contain our customers intellectual property, including trade secrets and know-how. Our success depends, in part, on our ability to protect our customers intellectual property. We may maintain separate and secure areas for customer proprietary manufacturing processes and materials and dedicate floor space, equipment, engineers and supply chain management to protect our customers proprietary drawings, materials and products. The steps we take to protect our customers intellectual property may not adequately prevent its disclosure or misappropriation. If we fail to protect our customers intellectual property, our customer relationships could be harmed and we may experience difficulty in establishing new customer relationships. In addition, our customers might pursue legal claims against us for any failure to protect their intellectual property, possibly resulting in harm to our reputation and our business, financial condition and operating results.

There are inherent uncertainties involved in estimates, judgments and assumptions used in the preparation of financial statements in accordance with U.S. GAAP. Any changes in estimates, judgments and assumptions could have a material adverse effect on our business, financial condition and operating results.

The preparation of financial statements in accordance with U.S. GAAP involves making estimates, judgments and assumptions that affect reported amounts of assets (including intangible assets), liabilities and related reserves, revenues, expenses and income. Estimates, judgments and assumptions are inherently subject to change in the future, and any such changes could result in corresponding changes to the amounts of assets, liabilities, revenues, expenses and income. Any such changes could have a material adverse effect on our business, financial condition and operating results.

We are subject to governmental export and import controls in several jurisdictions that could subject us to liability or impair our ability to compete in international markets.

We are subject to governmental export and import controls in Thailand, the PRC and the U.S. that may limit our business opportunities. Various countries regulate the import of certain technologies and have enacted laws that could limit our ability to export or sell the products we manufacture. The export of certain technologies from the U.S. and other nations to the PRC is barred by applicable export controls, and similar prohibitions could be extended to Thailand, thereby limiting our ability to manufacture certain products. Any change in export or import regulations or related legislation, shift in approach to the enforcement of existing regulations, or change in the countries, persons or technologies targeted by such regulations, could limit our ability to offer our manufacturing services to existing or potential customers, which could harm our business, financial condition and operating results.

The loan agreements for our long-term debt obligations contain financial ratio covenants that may impair our ability to conduct our business.

We have loan agreements for our long-term debt obligations, which contain financial ratio covenants that may limit management s discretion with respect to certain business matters. These covenants require us to maintain a specified debt-to-equity ratio and debt service coverage ratio (earnings before interest and depreciation and amortization plus cash on hand minus short-term debt), which may restrict our ability to incur additional indebtedness and limit our ability to use our cash. In the event of our default on these loans or a breach of a covenant, the lenders may immediately cancel the loan agreement, deem the full amount of the outstanding indebtedness immediately due and payable, charge us interest on a monthly basis on the full amount of the outstanding indebtedness and, if we cannot repay all of our outstanding obligations, sell the assets pledged as collateral for

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the loan in order to fulfill our obligation. We may also be held responsible for any damages and related expenses incurred by the lender as a result of any default. Any failure by us or our subsidiaries to comply with these agreements could harm our business, financial condition and operating results.

Energy price increases may negatively impact our results of operations.

We, along with our suppliers and customers, rely on various energy sources in our manufacturing and transportation activities. Energy prices have been subject to increases and volatility caused by market fluctuations, supply and demand, currency fluctuation, production and transportation disruption, world events and government regulations. While significant uncertainty currently exists about the future levels of energy prices, a significant increase is possible. Increased energy prices could increase our raw material and transportation costs. In addition, increased transportation costs of our suppliers and customers could be passed along to us. We may not be able to increase our prices enough to offset these increased costs. In addition, any increase in our prices may reduce our future customer orders which could harm our business, financial condition and operating results.

Risks Related to Ownership of Our Ordinary Shares

Our share price may be volatile due to fluctuations in our operating results and other factors, including the activities and operating results of our customers or competitors, any of which could cause our share price to decline.

Our revenues, expenses and results of operations have fluctuated in the past and are likely to do so in the future from quarter to quarter and year to year due to the risk factors described in this section and elsewhere in this Quarterly Report on Form 10-Q. In addition to market and industry factors, the price and trading volume of our ordinary shares may fluctuate in response to a number of events and factors relating to us, our competitors, our customers and the markets we serve, many of which are beyond our control. Factors such as variations in our total revenues, earnings and cash flow, announcements of new investments or acquisitions, changes in our pricing practices or those of our competitors, commencement or outcome of litigation, sales of ordinary shares by us or our principal shareholders, fluctuations in market prices for our services and general market conditions could cause the market price of our ordinary shares to change substantially. Any of these factors may result in large and sudden changes in the volume and price at which our ordinary shares trade. For example, on March 8, 2011, the closing price of our ordinary shares on the NYSE was $27.10 per share. Following the earnings announcement of one of our customers, the closing price of our ordinary shares fell to $20.49 per share on March 9, 2011. In addition, from July 8, 2011, following the announcement by Oclaro, Inc. of their delivery of a notice of termination of our volume supply agreement, through July 14, 2011, our share price on the NYSE declined approximately 22%. During October 2011, when the some of the worst flooding in Thailand occurred, our share price fell from $20.03 per share on October 10, 2011 to $11.95 per share on October 26, 2011, a 40% decrease. Among other things, volatility and weakness in our share price could mean that investors may not be able to sell their shares at or above the prices they paid. Volatility and weakness could also impair our ability in the future to offer our ordinary shares or convertible securities as a source of additional capital and/or as consideration in the acquisition of other businesses.

Furthermore, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. These fluctuations often have been unrelated or disproportionate to the operating performance of those companies. These broad market and industry fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations, may cause the market price of our ordinary shares to decline. In the past, companies that have experienced volatility in the market price of their stock have been subject to securities class action litigation. We may be the target of this type of litigation in the future. Securities litigation against us could result in substantial costs and divert our management s attention from other business concerns, which could seriously harm our business.

If securities or industry analysts do not publish research or if they publish misleading or unfavorable research about our business, the market price and trading volume of our ordinary shares could decline.

The trading market for our ordinary shares depends in part on the research and reports that securities or industry analysts publish about us or our business. If securities or industry analysts stop covering us, or if too few analysts cover us, the market price of our ordinary shares would be adversely impacted. If one or more of the analysts who covers us downgrades our ordinary shares or publishes misleading or unfavorable research about our business, our market price would likely decline. If one or more of these analysts ceases coverage of us or fails to publish reports on us regularly, demand for our ordinary shares could decrease, which could cause the market price or trading volume of our ordinary shares to decline.

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We may become a passive foreign investment company, which could result in adverse U.S. tax consequences to U.S. investors.

Based upon the value of our assets, which is determined in part on the trading price of our ordinary shares, we do not expect to be a passive foreign investment company, or PFIC, for U.S. federal income tax purposes for the taxable year 2012 or for the foreseeable future. However, despite our expectations, we cannot assure you that we will not be a PFIC for the taxable year 2012 or any future year because our PFIC status is determined at the end of each year and depends on the composition of our income and assets during such year. If we are a PFIC, our U.S. investors will be subject to increased tax liabilities under U.S. tax laws and regulations and to burdensome reporting requirements.

We are controlled by a small group of existing shareholders, whose interests may differ from the interests of our other shareholders.

As of March 30, 2012, our existing shareholders Asia Pacific Growth Fund III, L.P., an affiliate of H&Q Asia Pacific, and Mr. Mitchell, our chief executive officer and chairman of the board of directors, beneficially owned approximately 26.2% and 8.4%, respectively, of our outstanding ordinary shares. In addition, Mr. Mitchell serves on our board of directors and, until recently, a representative of H&Q Asia Pacific served on our board of directors. Accordingly, they have had, and will continue to have, significant influence in determining the outcome of any corporate transaction or other matter submitted to our shareholders for approval, including mergers, consolidations and the sale of all or substantially all of our assets, election of directors and other significant corporate actions. They will also have the power to prevent or cause a change in control. The interests of these shareholders may differ from the interests of our other shareholders.

Certain provisions in our constitutional documents may discourage our acquisition by a third party, which could limit your opportunity to sell shares at a premium.

Our constitutional documents include provisions that could limit the ability of others to acquire control of us, modify our structure or cause us to engage in change-of-control transactions, including, among other things, provisions that:

- establish a classified board of directors;
- prohibit our shareholders from calling meetings or acting by written consent in lieu of a meeting;
- limit the ability of our shareholders to propose actions at duly convened meetings; and
- authorize our board of directors, without action by our shareholders, to issue preferred shares and additional ordinary shares.

These provisions could have the effect of depriving you of an opportunity to sell your ordinary shares at a premium over prevailing market prices by discouraging third parties from seeking to acquire control of us in a tender offer or similar transaction.

Our shareholders may face difficulties in protecting their interests because we are organized under Cayman Islands law.

Our corporate affairs are governed by our amended and restated memorandum and articles of association, by the Companies Law (as amended) of the Cayman Islands and the common law of the Cayman Islands. The rights of our shareholders and the fiduciary responsibilities of our directors under the laws of the Cayman Islands are not as clearly established as under statutes or judicial precedent in existence in jurisdictions in the U.S. Therefore, you may have more difficulty in protecting your interests than would shareholders of a corporation incorporated in a jurisdiction in the U.S., due to the comparatively less developed nature of Cayman Islands law in this area.

While Cayman Islands law allows a dissenting shareholder to express the shareholder s view that a court sanctioned reorganization of a Cayman Islands company would not provide fair value for the shareholder s shares, Cayman Islands statutory law does not specifically provide for shareholder appraisal rights on a merger or consolidation of a company. This may make it more difficult for you to assess the value of any consideration you may receive in a merger or consolidation or to require that the offeror give you additional consideration if you believe the consideration offered is insufficient.

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Shareholders of Cayman Islands exempted companies such as our company have no general rights under Cayman Islands law to inspect corporate records and accounts or to obtain copies of lists of shareholders. Our directors have discretion under our amended and restated memorandum and articles of association to determine whether or not, and under what conditions, our corporate records may be inspected by our shareholders, but are not obliged to make them available to our shareholders. This may make it more difficult for you to obtain the information needed to establish any facts necessary for a shareholder motion or to solicit proxies from other shareholders in connection with a proxy contest.

Subject to limited exceptions, under Cayman Islands law, a minority shareholder may not bring a derivative action against the board of directors. Our Cayman Islands counsel has advised us that they are not aware of any reported class action or derivative action having been brought in a Cayman Islands court.

Certain judgments obtained against us by our shareholders may not be enforceable.

We are a Cayman Islands company and substantially all of our assets are located outside of the United States. In addition, many of our directors and officers are nationals and residents of countries other than the United States. A substantial portion of the assets of these persons is located outside of the United States. As a result, it may be difficult to effect service of process within the United States upon these persons. It may also be difficult to enforce in U.S. courts judgments obtained in U.S. courts based on the civil liability provisions of the U.S. federal securities laws against us and our officers and directors who are not resident in the United States and the substantial majority of whose assets are located outside of the United States. In addition, there is uncertainty as to whether the courts of the Cayman Islands, Thailand or the PRC would recognize or enforce judgments of U.S. courts against us or such persons predicated upon the civil liability provisions of the securities laws of the United States or any state. In particular, a judgment in a U.S. court would not be recognized and accepted by Thai courts without a re-trial or examination of the merits of the case. In addition, there is uncertainty as to whether such Cayman Islands, Thai or PRC courts would be competent to hear original actions brought in the Cayman Islands, Thailand or the PRC against us or such persons predicated upon the securities laws of the United States or any state.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Sales of Unregistered Securities

None.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

None.

ITEM 6. EXHIBITS

The exhibits listed in the accompanying Exhibit Index are filed or incorporated by reference as part of this Quarterly Report on Form 10-Q.

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SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on May 9, 2012.

FABRINET

By: /s/ Toh-Seng Ng
Name: **Toh-Seng Ng**
Title: **Executive Vice President and Chief Financial Officer**

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EXHIBIT INDEX

Exhibit		Incorporated by reference herein			
Number	**Description**	**Form**	**Exhibit No.**	**Filing Date**	**File No.**
10.1	Employment Offer Letter between Registrant and John Marchetti, dated December 30, 2011				
10.2	Employment Offer Letter between Registrant and Toh-Seng Ng, dated February 3, 2012				
31.1	Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
31.2	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
32.1	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				
101.INS*	XBRL Instance.				
101.SCH*	XBRL Taxonomy Extension Schema.				
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase.				
101.DEF*	XBRL Taxonomy Extension Definition Linkbase.				
101.LAB*	XBRL Taxonomy Extension Label Linkbase.				
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase.				

* XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, and is otherwise not subject to liability under these sections.