

Li Ji
Form 4
March 02, 2018

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Li Ji

(Last) (First) (Middle)

C/O MOURANT OZANNES
CORPORATE SERVICES,, 94
SOLARIS AVENUE

(Street)

CAMANA BAY, GRAND
CAYMAN, E9 KY1-1108

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BeiGene, Ltd. [BGNE]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP and Gl. Head of Bus. Dev.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| American Depository Shares ⁽¹⁾ | 02/28/2018 | | M | | 10,000 | A | \$ 26.65 |
| American Depository Shares ⁽¹⁾ | 02/28/2018 | | S ⁽²⁾ | | 1,749 | D | \$ 143.717 ⁽³⁾ |
| American Depository Shares ⁽¹⁾ | 02/28/2018 | | S ⁽²⁾ | | 1,100 | D | \$ 144.7766 ⁽⁴⁾ |
| | 02/28/2018 | | S ⁽²⁾ | | 1,400 | D | |

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| | | | | | | | |
|---|------------|--|------------------|-------|------------------------------|------------------------------------|---|
| American Depository Shares ⁽¹⁾ | | | | | \$ 145.9652 <u>(5)</u> | | |
| American Depository Shares ⁽¹⁾ | 02/28/2018 | | S ⁽²⁾ | 1,800 | D | \$ 146.9156 3,951 <u>(6)</u> | D |
| American Depository Shares ⁽¹⁾ | 02/28/2018 | | S ⁽²⁾ | 1,551 | D | \$ 148.6629 2,400 <u>(7)</u> | D |
| American Depository Shares ⁽¹⁾ | 02/28/2018 | | S ⁽²⁾ | 2,400 | D | \$ 149.4871 0 <u>(8)</u> | D |
| Ordinary Shares | | | | | | 475,000 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Share Option (Right to Buy) | \$ 2.05 ⁽⁹⁾ | 02/28/2018 | | M | 130,000 | <u>(10)</u> 05/02/2026 | Ordinary Shares 2,246,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Li Ji C/O MOURANT OZANNES CORPORATE SERVICES, 94 SOLARIS AVENUE | | | EVP and Gl. Head of Bus. Dev. | |

CAMANA BAY, GRAND CAYMAN, E9 KY1-1108

Signatures

/s/ Scott A. Samuels, as
Attorney-in-Fact

03/02/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each American Depositary Share represents 13 Ordinary Shares.
- (2) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$143.50 to \$144.49, inclusive. The Reporting Person has provided the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares sold at each separate price.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$144.50 to \$145.39, inclusive. The Reporting Person has provided the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares sold at each separate price.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$145.56 to \$146.26, inclusive. The Reporting Person has provided the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares sold at each separate price.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$146.61 to \$147.36, inclusive. The Reporting Person has provided the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares sold at each separate price.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$148.08 to \$149.03, inclusive. The Reporting Person has provided the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares sold at each separate price.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$149.14 to \$150.11, inclusive. The Reporting Person has provided the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares sold at each separate price.
- (8) The number of securities underlying each option and the exercise price therefor are represented in ordinary shares. The exercise price is equal to 1/13 of the closing price of our American Depositary Shares ("ADSs") on the date of grant, as each ADS represents 13 ordinary shares.
- (9) These securities vest over a four-year period as follows: 25% on the first anniversary of May 3, 2016 with the remaining shares vesting in 36 equal successive monthly installments thereafter.
- (10)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.