

BeiGene, Ltd.
Form 4
April 21, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 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 *
BAKER BROS. ADVISORS LP

(Last) (First) (Middle)

667 MADISON AVENUE, 21ST FLOOR

(Street)

NEW YORK, NY 10065

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/19/2017

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)

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 Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Option (right to buy)	\$ 2.84 ⁽¹⁾	04/19/2017	A	399,984 <u>(1)</u> <u>(2)</u>					<u>(2)</u>	04/18/2027	Ordinary Shares	399,984

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER BROS. ADVISORS LP 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY 10065	X	X		
Baker Bros. Advisors (GP) LLC 667 MADISION AVENUE, 21ST FLOOR NEW YORK, NY New York	X	X		
BAKER JULIAN 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY 10065	X	X		
BAKER FELIX 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY 10065	X	X		
667, L.P. 667 MADISION AVENUE, 21ST FLOOR NEW YORK, NY 10065	X	X		
Baker Brothers Life Sciences LP 667 MADISION AVENUE, 21ST FLOOR NEW YORK, NY 10065	X	X		
14159, L.P. 667 MADISION AVENUE, 21ST FLOOR NEW YORK, NY 10065	X	X		

Signatures

Baker Bros. Advisors LP, Name: Scott L. Lessing Title: President /s/ Scott L. Lessing
Date: 04/21/2017
**Signature of Reporting Person

Baker Bros. Advisors (GP) LLC :Name: Scott L. Lessing Title: President /s/ Scott L. Lessing
Date: 04/21/2017
**Signature of Reporting Person

/s/ Julian C. Baker	04/21/2017
__Signature of Reporting Person	Date
/s/ Felix J. Baker	04/21/2017
__Signature of Reporting Person	Date
Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to 667, L.P., pursuant to authority granted by Baker Biotech Capital, L.P., GP to 667, L.P Name: Scott L. Lessing, Title: President /s/ Scott L.	04/21/2017
__Signature of Reporting Person	Date
Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to BAKER BROTHERS LIFE SCIENCES, L.P., pursuant to authority granted by Baker Brothers Life Sciences Capital, L.P., GP to Life Sciences	04/21/2017
__Signature of Reporting Person	Date
Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to 14159, L.P., pursuant to authority granted by 14159 Capital, L.P., GP to 14159, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing	04/21/2017
__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) In ordinary shares. Ordinary shares are convertible into American Depositary Shares ("ADS") on a 13:1 basis.
- 199,992 non-qualified share options ("Share Options") convertible solely into Ordinary Shares of BeiGene, Ltd. (the "Issuer") were granted to Michael Goller, an employee of Baker Bros. Advisors LP (the "Adviser") and 199,992 Share Options were granted to Ranjeev Krishana, an employee of the Adviser in their capacity as directors of the Issuer. The Share Options with a strike price of \$2.84
- (2) vest in 3 equal annual installments beginning on April 19, 2017 and shall become exercisable in full on the date of the third annual meeting of shareholders following the grant date. The Share Options expire on April 18, 2027. Michael Goller and Ranjeev Krishana serve on the Board of Directors of the Issuer as representatives of Baker Brothers Life Sciences, L.P. ("Life Sciences"), 667, L.P. ("667") and 14159, L.P. ("14159", and together with 667 and Life Sciences, the "Funds").
- Pursuant to the policies of the Adviser, Michael Goller and Ranjeev Krishana do not have any right to any of the Issuer's securities issued as part of their service on the Board and the Funds are entitled to receive all the pecuniary interest in the securities issued. The
- (3) Funds each own an indirect proportionate pecuniary interest in the Share Options. Solely as a result of Felix J. Baker's and Julian C. Baker's ownership interest in the general partners of the general partners of the Funds, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the Share Options (i.e. no direct pecuniary interest).
- The Adviser serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Baker Bros. Advisors (GP) LLC (the "Adviser GP") is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are principals of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds. The general partners of the Funds have relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds. Pursuant to agreements between both Michael Goller and Ranjeev Krishana and the Adviser, the Adviser has investment and dispositive power over the Share Options and any shares received as a result of the exercise of options.
- (4)

Remarks:

Michael Goller and Ranjeev Krishana, employees of Baker Bros. Advisors LP, are directors of BeiGene, Ltd. (the "Issuer"). B

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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