

BAKER BROS. ADVISORS LP
Form 4
June 08, 2018

FORM 4

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

OMB APPROVAL

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
860 WASHINGTON STREET, 3RD FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

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

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

NEW YORK, NY 10014

(City) (State) (Zip)

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)
				(A) or (D) Code V Amount (D) Price			
American Depositary Shares					7,102	D	(1)
American Depositary Shares					7,102	D	(2)
American Depositary Shares					708,025	I	See Footnotes (4) (7)
American Depositary					5,121,404	I	See Footnotes

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Shares									(5) (7)
Ordinary shares	06/06/2018		A	18,580	A	\$ 0	6,551,715	I	See Footnotes (3) (4) (6) (7) (9) (10)
Ordinary shares	06/06/2018		A	18,580	A	\$ 0	73,180,602	I	See Footnotes (3) (5) (6) (7) (9) (10)

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

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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)	8. D (Instr. 1)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Option (Right to Buy)	\$ 16.15 (3)	06/06/2018		A	34,884 (3) (8)	(8)	06/05/2028	Ordinary Shares	34,884 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER BROS. ADVISORS LP 860 WASHINGTON STREET 3RD FLOOR NEW YORK, NY 10014	X	X		
667, L.P. 860 WASHINGTON STREET, 3RD FLOOR NEW YORK, NY 10014	X	X		

Baker Bros. Advisors (GP) LLC
 860 WASHINGTON STREET
 3RD FLOOR X X
 NEW YORK, NY 10014

Baker Brothers Life Sciences LP
 860 WASHINGTON STREET
 3RD FLOOR X X
 NEW YORK, NY 10014

BAKER FELIX
 860 WASHINGTON STREET
 3RD FLOOR X X
 NEW YORK, NY 10014

BAKER JULIAN
 860 WASHINGTON STREET, 3RD FLOOR X X
 NEW YORK, NY 10014

Signatures

By: Baker Bros. Advisors LP, Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing 06/08/2018
 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. Lessing 06/08/2018
 Signature of Reporting Person Date

By: Baker Bros. Advisors (GP) LLC, Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing 06/08/2018
 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 Baker Brothers Life Sciences, L.P., Name: Scott L. Lessing, Title: President /s/ 06/08/2018
 Signature of Reporting Person Date

/s/ Felix J. Baker 06/08/2018
 Signature of Reporting Person Date

/s/ Julian C. Baker 06/08/2018
 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) Reflects 7,102 ADS of BeiGene Ltd. (the "Issuer") held directly by Julian C. Baker received from the in-kind pro rata distribution without consideration reported above.
- (2) Reflects 7,102 ADS of the Issuer held directly by Felix J. Baker received from the in-kind pro rata distribution without consideration reported above.

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- (3) Ordinary shares of the Issuer are convertible into American Depositary Shares ("ADS") on a 13:1 basis.
- As a result of their ownership interest in Baker Biotech Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuer's Ordinary Shares or ADS, as applicable, reported in column 5 of Table I directly held
- (4) by 667, L.P. ("667"), a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.
- As a result of their ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuer's Ordinary Shares or ADS, as applicable, reported in column 5 of Table I directly held by Baker Brothers Life Sciences, L.P. ("Life Sciences", together with 667, the "Funds"), a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker
- (5) Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.
- 9,290 restricted share units ("RSU's") convertible solely into Ordinary Shares of the Issuer were each granted on June 6, 2018 to Michael Goller and Ranjeev Krishana, full-time employees of the Adviser (as defined below) in their capacity as directors of the
- (6) Issuer. The RSU's vest upon the earlier to occur of the first anniversary of the grant date or the date of the next annual general meeting, subject to continued service. Unvested RSU's are subject to accelerated vesting upon a change in control or certain termination events.
- Baker Bros. Advisors LP (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
- (7) investment and voting power of the securities held by the Funds. The general partners of the Funds relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds. Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.
- 17,442 non-qualified share options ("Share Options") convertible solely into Ordinary Shares of the Issuer each were granted to Michael Goller and Ranjeev Krishana, full-time employees of the Adviser in their capacity as directors of the Issuer. The Share Options with a strike price of \$16.15 vest upon the earlier to occur of the first anniversary of the grant date or the date of the next
- (8) annual general meeting provided, however, that all vesting shall cease if Michael Goller or Ranjeev Krishana resigns from the Board of Directors (the "Board") or otherwise ceases to serve as a director, unless the Board determines otherwise. The Share Options expire on June 5, 2028. Michael Goller and Ranjeev Krishana serve on the Board of the Issuer as representatives of the Funds. Unvested Share Options are subject to accelerated vesting upon a change in control or certain termination events.
- 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
- (9) Funds each own an indirect proportionate pecuniary interest in the RSU's and 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 RSU's and Share Options (i.e. no direct pecuniary interest).
- The disclosure of the grant of RSU's and Share Options reported on this form is a grant of 9,290 RSU's and 17,442 Share Options to each director referenced above. The 18,580 RSU's and 34,884 Share Options are reported for each of the Funds as each has an
- (10) indirect pecuniary interest.
- As a result of their ownership interest in Baker Biotech Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 34,884 Share Options to purchase Ordinary Shares of the Issuer beneficially owned by 667, a
- (11) limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.
- As a result of their ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 34,884 Share Options to purchase Ordinary Shares of the Issuer beneficially owned
- (12) by Life Sciences, a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.

Remarks:

Michael Goller and Ranjeev Krishana, full-time employees of Baker Bros. Advisors LP, are directors of BeiGene, Ltd. (the "Is
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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