

Huang Jane
Form 4
April 10, 2019

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 *
Huang Jane

(Last) (First) (Middle)

C/O MOURANT GOVERNANCE SERVICES (CAYMAN), 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)
04/08/2019

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)
CMO, Hematology

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) | Price | | |
| Ordinary Shares | | | | | 271,621 | D | |
| American Depository Shares ⁽¹⁾ | 04/08/2019 | | M | 14,130 | A \$ 29.49 | 14,130 | D |
| American Depository Shares ⁽¹⁾ | 04/08/2019 | | S ⁽²⁾ | 800 | D \$ 140.4875 | 13,330 | D |
| American Depository | 04/08/2019 | | S ⁽²⁾ | 3,439 | D \$ 141.8033 | 9,891 | D |

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| | | | | | | | |
|-----------------------|------------|--|------------------|-------|---|------------|---------|
| Shares ⁽¹⁾ | | | | | | <u>(4)</u> | |
| American | | | | | | \$ | |
| Depository | 04/08/2019 | | S ⁽²⁾ | 6,159 | D | 142.7277 | 3,732 D |
| Shares ⁽¹⁾ | | | | | | <u>(5)</u> | |
| American | | | | | | \$ | |
| Depository | 04/08/2019 | | S ⁽²⁾ | 2,304 | D | 143.7207 | 1,428 D |
| Shares ⁽¹⁾ | | | | | | <u>(6)</u> | |
| American | | | | | | \$ | |
| Depository | 04/08/2019 | | S ⁽²⁾ | 1,281 | D | 144.9004 | 147 D |
| Shares ⁽¹⁾ | | | | | | <u>(7)</u> | |
| American | | | | | | \$ | |
| Depository | 04/08/2019 | | S ⁽²⁾ | 147 | D | 145.9399 | 0 D |
| Shares ⁽¹⁾ | | | | | | <u>(8)</u> | |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Share Option (Right to Buy) | \$ 2.27 ⁽⁹⁾ | 04/08/2019 | | M | 183,690 | <u>(10)</u> 09/02/2026 | Ordinary Shares 183,690 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Huang Jane C/O MOURANT GOVERNANCE SERVICES (CAYMAN) 94 SOLARIS AVENUE CAMANA BAY, GRAND CAYMAN, E9 KY1-1108 | | | CMO, Hematology | |

Signatures

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

04/10/2019

__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 ("ADS") represents 13 Ordinary Shares.

(2) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$140.10 to \$141.06, inclusive. The Reporting Person has provided to 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 \$141.30 to \$142.27, inclusive. The Reporting Person has provided to 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 \$142.32 to \$143.25, inclusive. The Reporting Person has provided to 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 \$143.32 to \$144.24, inclusive. The Reporting Person has provided to 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 \$144.49 to \$145.15, inclusive. The Reporting Person has provided to 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$145.67 to \$146.04, inclusive. The Reporting Person has provided to 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.

(9) The number of securities underlying each option and the exercise price therefore are represented in ordinary shares. The exercise price is equal to 1/13 of the closing price of our ADSs on the date of grant, as each ADS represents 13 ordinary shares.

(10) These securities vest over a four-year period as follows: 25% on the first anniversary of September 2, 2016 with the remaining shares vesting in 36 equal successive monthly installments thereafter, subject to continued service. All unvested shares subject to this option are subject to accelerated vesting upon certain termination events.

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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