

Huang Jane
Form 4
March 11, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Huang Jane

(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)
03/07/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
CMO, Hematology

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 | | |
| Ordinary Shares | | | | | | | | 271,621 | D |
| American Depository Shares ⁽¹⁾ | 03/07/2019 | | S ⁽²⁾ | | 71 ⁽³⁾ | D | \$ 140.501 | 0 | D |
| American Depository Shares ⁽¹⁾ | 03/11/2019 | | M | | 2,565 | A | \$ 29.49 ⁽⁴⁾ | 2,565 | D |
| American Depository | 03/11/2019 | | S ⁽²⁾ | | 2,565 | D | \$ 130 | 0 | D |

Shares ⁽¹⁾

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 S (I | | |
|---|--|---|---|--------------------------------------|--|--|-----|---|--------------------|--------------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Share Option (Right to Buy) | \$ 2.27 ⁽⁵⁾ | 03/11/2019 | | M | | 33,345 | | ⁽⁶⁾ | 09/02/2026 | Ordinary Shares | 33,345 |

Reporting Owners

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

Signatures

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

03/11/2019

 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)

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These shares were acquired under the BeiGene, Ltd. Second Amended and Restated Employee Share Purchase Plan in a transaction that was exempt under both Rule 16b-3(d) and Rule 16b-3(c).

- (4) The exercise price is reflected in ADSs.
- (5) 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.
These securities vest over a four-year period as follows: 25% on the first anniversary of September 2, 2016 with the remaining shares
- (6) 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. 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.