BeiGene, Ltd.
Form 4
September 07, 2016

# FORM 4

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

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

### 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 * <br> Huang Jane | 2. Issuer Name **and** Ticker or Trading Symbol <br> **BeiGene, Ltd. [BGNE]** | 5. Relationship of Reporting Person(s) to Issuer |
|---|---|---|
| (Last)　(First)　(Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <br> 09/02/2016 | (Check all applicable) <br> _____ Director　　_____ 10% Owner <br> __X__ Officer (give title _____ Other (specify <br> below)　　　　　below) <br> CMO, Hematology |
| C/O MOURANT OZANNES CORPORATE SERVICES, 94 SOLARIS AVENUE | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <br> _X_ Form filed by One Reporting Person <br> ___ Form filed by More than One Reporting Person |
| CAMANA BAY, GRAND CAYMAN, E9 KY1-1108 | | |
| (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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Ordinary Shares | 09/02/2016 | | A | | 300,000 | A | $ 0 | 300,000 | 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.**

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 (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 of Number of Shares |
| Share Option (Right to Buy) | $ 2.27 | 09/02/2016 | | A | | 1,400,000 | | (1) | 09/02/2016 | Ordinary Shares | 1,400,0 |

## Reporting Owners

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

## Signatures

/s/ Jane Huang         09/06/2016

 **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)    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.

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.