BeiGene, Ltd. Form 4 November 18, 2016

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* OYLER JOHN

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

BeiGene, Ltd. [BGNE]

(Check all applicable)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

7. Nature of

Ownership

(Instr. 4)

Indirect

2005

0.5

C/O MOURANT OZANNES CORPORATE SERVICES, 94

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 11/16/2016

\_X\_\_ Director X 10% Owner X\_ Officer (give title Other (specify below)

Chief Executive Officer

**SOLARIS AVENUE** (Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CAMANA BAY, E9 KY1-1108

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned (I) Following (Instr. 4)

Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 6. Date Exercisable and 1. Title of 5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Derivative Conversion

Title and Amount of

**Underlying Securities** 

#### Edgar Filing: BeiGene, Ltd. - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Share Option (Right to buy)	\$ 2.84 (2)	11/16/2016		A		2,047,500 (2)		<u>(1)</u>	11/15/2026	Ordinary Shares	2,047,5 (2)

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
OYLER JOHN C/O MOURANT OZANNES CORPORATE SERVICES 94 SOLARIS AVENUE CAMANA BAY, E9 KY1-1108	X	X	Chief Executive Officer				

#### **Signatures**

/s/ John V. 11/18/2016 Oyler

\*\*Signature of Date
Reporting Person

## **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).
  - These securities vest over a four-year period as follows: 25% on July 13, 2017, and the remaining in 36 successive equal monthly
- (1) installments, subject to continued service. Unvested shares subject to this option are subject to accelerated vesting upon a change in control or certain termination events.
- (2) In ordinary shares. One American Depositary Share represents 13 ordinary shares.

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.

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