

Huang Jane
Form 4
March 11, 2019

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 *
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)
				(A) or (D)			
			Code	V	Amount		Price
Ordinary Shares					271,621	D	
American Depository Shares ⁽¹⁾	03/07/2019		S ⁽²⁾	71 ⁽³⁾	D	\$ 140.501	0
American Depository Shares ⁽¹⁾	03/11/2019		M	2,565	A	\$ 29.49 ⁽⁴⁾	2,565
American Depository	03/11/2019		S ⁽²⁾	2,565	D	\$ 130	0

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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.

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