

Wang Xiaodong
Form 4
June 28, 2018

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 *
Wang Xiaodong

(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)
06/26/2018

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)

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 Ownership (Instr. 4)
Ordinary Shares	06/08/2018		G	V 5,000,000	D \$ 0 7,879,311 ⁽¹⁾	D	
Ordinary Shares ⁽²⁾	06/26/2018		A	94,133	A \$ 0 7,973,444	D	
Ordinary Shares					224,372	I	See Footnote ⁽³⁾
Ordinary Shares					5,000,000	I	See Footnote ⁽⁴⁾

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

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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 or Number of Shares
Share Option (Right to Buy)	\$ 12.34 <u>(5)</u>	06/26/2018		A		655,044 <u>(5)</u>		<u>(6)</u>	06/25/2028	Ordinary Shares	655,044 <u>(5)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wang Xiaodong
C/O MOURANT OZANNES CORPORATE SERVICES,
94 SOLARIS AVENUE
CAMANA BAY, GRAND CAYMAN, E9 KY1-1108

X

Signatures

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

06/28/2018

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) This a bona fide gift by the Reporting Person to Wang Investment LLC, which is owned by the Reporting Person and his wife.
- (2) Represents securities underlying restricted share units. 1/4th of the securities will vest on each anniversary of June 26, 2018, subject to continued service.
- (3) These securities are held in a UTMA account for Reporting Person's minor child, for which Reporting Person disclaims beneficial ownership.
- (4) These securities are held by Wang Investment LLC, which is owned by the Reporting Person and his wife.
- (5)

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

- (6) These securities vest over a four-year period as follows: 25% on June 26, 2019, and the remaining in 36 successive equal monthly installments, subject to continued service.

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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