

Peterson Amy C.
Form 4
December 19, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Peterson Amy C.

(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)

12/17/2018

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, Immuno-oncology

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								194,569	D
American Depository Shares ⁽¹⁾	12/17/2018		M		9,859	A	\$ 29.1 ⁽²⁾	9,859	D
American Depository Shares ⁽¹⁾	12/17/2018		S ⁽³⁾		900	D	\$ 130.3678 ⁽⁴⁾	8,959	D
American Depository	12/17/2018		S ⁽³⁾		2,700	D	\$ 131.7972	6,259	D

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Shares ⁽¹⁾					⁽⁵⁾		
American Depository Shares ⁽¹⁾	12/17/2018	S ⁽³⁾	1,700	D	\$ 132.9137 ⁽⁶⁾	4,559	D
American Depository Shares ⁽¹⁾	12/17/2018	S ⁽³⁾	1,005	D	\$ 133.8095 ⁽⁷⁾	3,554	D
American Depository Shares ⁽¹⁾	12/17/2018	S ⁽³⁾	778	D	\$ 135.0446 ⁽⁸⁾	2,776	D
American Depository Shares ⁽¹⁾	12/17/2018	S ⁽³⁾	2,296	D	\$ 136.2446 ⁽⁹⁾	480	D
American Depository Shares ⁽¹⁾	12/17/2018	S ⁽³⁾	480	D	\$ 136.93 ⁽¹⁰⁾	0	D
American Depository Shares ⁽¹⁾	12/18/2018	M	10,141	A	\$ 29.1 ⁽²⁾	10,141	D
American Depository Shares ⁽¹⁾	12/18/2018	S ⁽³⁾	1,631	D	\$ 131.735 ⁽¹¹⁾	8,510	D
American Depository Shares ⁽¹⁾	12/18/2018	S ⁽³⁾	1,897	D	\$ 132.7018 ⁽¹²⁾	6,613	D
American Depository Shares ⁽¹⁾	12/18/2018	S ⁽³⁾	2,402	D	\$ 133.8822 ⁽¹³⁾	4,211	D
American Depository Shares ⁽¹⁾	12/18/2018	S ⁽³⁾	3,600	D	\$ 134.8099 ⁽¹⁴⁾	611	D
American Depository Shares ⁽¹⁾	12/18/2018	S ⁽³⁾	611	D	\$ 135.5422 ⁽¹⁵⁾	0	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.

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(9-02)

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

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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)	\$ 2.24 ⁽¹⁶⁾	12/17/2018		M		128,167		⁽¹⁷⁾	08/21/2026	Ordinary Shares	128,167
Share Option (Right to Buy)	\$ 2.24 ⁽¹⁶⁾	12/18/2018		M		131,833		⁽¹⁷⁾	08/21/2026	Ordinary Shares	131,833

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Peterson Amy C. C/O MOURANT OZANNES CORPORATE SERVICES, 94 SOLARIS AVENUE CAMANA BAY, GRAND CAYMAN, E9 KY1-1108	CMO, Immuno-oncology

Signatures

/s/ Scott A. Samuels, as
Attorney-in-Fact 12/19/2018

__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) Each American Depositary Share represents 13 Ordinary Shares.
- (2) The exercise price is represented in American Depositary Shares.
- (3) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$130.16 to \$131.1599, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares, sold at each separate price.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$131.38 to \$132.3799, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares, sold at each separate price.
- (6)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$132.42 to \$133.4199, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares, sold at each separate price.

- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$133.43 to \$134.4299, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares, sold at each separate price.

- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$134.60 to \$135.5999, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares, sold at each separate price.

- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$135.61 to \$136.6099, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares, sold at each separate price.

- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$136.65 to \$137.6499, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares, sold at each separate price.

- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$131.01 to \$132.0099, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares, sold at each separate price.

- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$132.22 to \$133.2199, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares, sold at each separate price.

- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$133.32 to \$134.3199, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares, sold at each separate price.

- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$134.37 to \$135.3699, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares, sold at each separate price.

- (15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$135.40 to \$136.3999, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares, sold at each separate price.

- (16) The number of securities underlying each option and the exercise price therefor are represented in ordinary shares.

- (17) These securities vest over a four-year period as follows: 25% on the first anniversary of August 22, 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.

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