

Wu Xiaobin
Form 4
May 02, 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 *
Wu Xiaobin

(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)
04/30/2018

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)
President & GM China

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)
Ordinary Shares ⁽¹⁾	04/30/2018		A	1,149,899	A \$ 0 1,149,899	D	
American Depositary Shares ⁽²⁾					17,365	D	
American Depositary Shares ⁽²⁾					4,000	I	By Wife

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

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(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)	\$ 13.05 (3)	04/30/2018		A		766,599 (3)		(4)	04/29/2028	Ordinary Shares	766,599 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wu Xiaobin C/O MOURANT OZANNES CORPORATE SERVICES, 94 SOLARIS AVENUE CAMANA BAY, GRAND CAYMAN, E9 KY1-1108	President & GM China

Signatures

/s/ Scott A. Samuels, as
Attorney-in-Fact 05/02/2018

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) Represents securities underlying restricted share units ("RSUs"). 1/5th of the securities will vest on each anniversary of April 30, 2018, subject to continued service. Unvested securities are subject to accelerated vesting upon a change in control or certain termination events.
- (2) Each American Depositary Share ("ADS") represents 13 Ordinary Shares.
- (3) 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 five-year period as follows: 20% on April 30, 2019, and the remaining in 48 successive equal monthly
- (4) installments, subject to continued service. Unvested shares are subject to accelerated vesting upon a change in control or 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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