

OYLER JOHN
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 *
OYLER JOHN

(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)

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares ⁽¹⁾	06/26/2018		A	188,266	A \$ 0 17,453,322	D	
Ordinary Shares					29,872,444	I	See Footnote ⁽²⁾
Ordinary Shares					10,000,000	I	See Footnote ⁽³⁾
Ordinary Shares					102,188	I	See Footnote

Ordinary Shares	7,952,787	I	(4)
			See Footnote (5)

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 Number Shares
Share Option (Right to Buy)	\$ 12.34 (6)	06/26/2018		A		1,310,088 (6)		(7)	06/25/2028	Ordinary Shares	1,310,0 (6)

Reporting Owners

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

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) Represents securities underlying restricted share units. 1/4th of the securities will vest on each anniversary of June 26, 2018, subject to continued service. Unvested securities are subject to accelerated vesting upon a change in control or certain termination events.

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- (2) These securities are held by Oyler Investment LLC, of which 99% of the limited liability company interest owned by a grantor retain annuity trust, of which the Reporting Person's father is a trustee, for which the Reporting Person disclaims beneficial ownership.
 - (3) These securities are held for the benefit of the Reporting Person in a Roth IRA PENSICO trust account.
 - (4) These securities are held by The John Oyler Legacy Trust, of which the Reporting Person's father is a trustee, for the benefit of the Reporting Person's minor child, for which the Reporting Person disclaims beneficial ownership.
 - (5) These securities are held in a grantor retained annuity trust, of which the Reporting Person's father is a trustee, for which the Reporting Person disclaims beneficial ownership.
- The number of securities underlying the option and the exercise price therefor are represented in ordinary shares. The exercise price is
- (6) 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.
- These securities vest over a four-year period as follows: 25% on June 26, 2019, and the remaining in 36 successive equal monthly
- (7) 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. 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.