UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event Reported): August 24, 2020

BEIGENE, LTD.
(Exact Name of Registrant as Specified in Charter)

Cayman Islands	**001-37686**	**98-1209416**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

c/o Mourant Governance Services (Cayman) Limited
94 Solaris Avenue, Camana Bay
Grand Cayman KY1-1108
Cayman Islands
(Address of Principal Executive Offices) (Zip Code)
+1 (345) 949-4123
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American Depositary Shares, each representing 13 Ordinary Shares, par value $0.0001 per share	**BGNE**	**The NASDAQ Global Select Market**
Ordinary Shares, par value $0.0001 per share*	**06160**	**The Stock Exchange of Hong Kong Limited**

*Included in connection with the registration of the American Depositary Shares with the Securities and Exchange Commission. The ordinary shares are not registered or listed for trading in the United States but are listed for trading on The Stock Exchange of Hong Kong Limited.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 24, 2020, the Board of Directors (the "Board") of BeiGene, Ltd. (the "Company" or "BeiGene") enlarged the Board from 10 to 11 members and appointed Dr. Corazon (Corsee) D. Sanders to fill the vacancy. Dr. Sanders will serve as a Class II director until the 2021 Annual General Meeting of Shareholders and until her successor is duly elected and qualified, subject to her earlier resignation or removal. In connection with her appointment to the Board, Dr. Sanders was also appointed to serve as a member of the Audit Committee, in place of Mr. Timothy Chen, and the Scientific Advisory Committee of the Board. Mr. Chen continues to serve as a director and member of the Compensation Committee and the Commercial Advisory Committee of the Board.

Dr. Sanders, aged 63, most recently served as an Interim Transition Advisor to the Global Development Group of Bristol Myers Squibb Corporation from November 2019, following its acquisition of Celgene Corporation, until February 2020. Previously, Dr. Sanders served as a Strategic Advisor to the Office of the Celgene Chief Medical Officer from March 2018 to November 2019. From January 2017 to March 2018, she was a member of the Juno Therapeutics Executive Committee as Executive Vice President of Development Operations, with responsibilities for strategic operations, quantitative sciences, biosample and clinical operations. From 1994 to 2017, Dr. Sanders held leadership positions at Genentech/Roche, including as a member of the Genentech/Roche Late Stage Portfolio Committee, Global Head of the Genentech/Roche Late Stage Clinical Operations, Global Head of the Genentech/Roche Biometrics group, and Genentech Head of DATA (Design, Analysis, Technology & Administration) prior to the Roche acquisition. Dr. Sanders currently serves as a member of the Board of Trustees of the Fred Hutchinson Cancer Research Center in Seattle, WA, and as a director of the following biotechnology companies: Molecular Templates Inc. (NASDAQ: MTEM), Legend Biotech Corporation (NASDAQ: LEGN), and AltruBio Inc. (formerly AbGenomics) (privately-held). Dr. Sanders earned her B.S. and M.S. in statistics, graduating Magna Cum Laude from the University of the Philippines, and her M.A. and Ph.D. in statistics from the Wharton Doctoral Program at the University of Pennsylvania. We believe that Dr. Sanders' extensive experience and knowledge in the healthcare sector and her scientific and leadership experience qualify her to serve on, and contributes to the diversity of, the Board.

Dr. Sanders will receive the same compensation and indemnification as the Company's other independent directors, as described in the Company's Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 28, 2020. In accordance with the Company's Amended Independent Director Compensation Policy (the "Policy") and Second Amended and Restated 2016 Share Option and Incentive Plan (as amended, the "2016 Plan"), the Company granted Dr. Sanders a share option valued at US$300,000, pro-rated in the first year of service, with an exercise price equal to the greater of (i) the fair market value of the Company's ordinary shares on the date of grant and (ii) the average fair market value of the Company's ordinary shares over the five trading days preceding the date of grant, in each case as determined in reference to the closing price of the Company's American Depositary Shares ("ADSs") on the NASDAQ Stock Market. Each ADS represents 13 ordinary shares. The share option will vest in full on the earlier of the first anniversary of date of grant or the date of the next annual meeting of shareholders, and in full upon death, disability or the occurrence of specified events in connection with a change of control of the Company. Dr. Sanders will also receive annual cash compensation of US$50,000 for her service as a director, annual cash compensation of US$10,000 for her service as a member of the Audit Committee, and annual cash compensation of US$7,500 for her service as a member of the Scientific Advisory Committee, each pro-rated in the first year of service, and reimbursement for reasonable travel and other expenses incurred in connection with attending meetings of the Board and its committees. Additionally, Dr. Sanders will be entitled to future cash compensation and annual equity grants in accordance with the Policy and the 2016 Plan.

There are no arrangements or understandings between Dr. Sanders and any other person pursuant to which she was elected as a director, nor are there any transactions between Dr. Sanders and the Company that would be reportable under Item 404(a) of Regulation S-K.

A copy of the press release announcing Dr. Sanders' appointment to the Board is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 8.01 Other Events.

On August 24, 2020, Bio-Thera Solutions, Ltd., a commercial stage biopharmaceutical company (688177.SH) and BeiGene announced that the companies have executed a license, distribution, and supply agreement for China for Bio-Thera's BAT1706, an investigational biosimilar to Avastin® (bevacizumab). The China National Medical Products Administration (NMPA) recently accepted Bio-Thera's Biologics License Application (BLA) for BAT1706. Bevacizumab has been approved in China for advanced, metastatic, or relapsed non-small cell lung cancer and metastatic colorectal cancer. The agreement is subject to approval by the shareholders of Bio-Thera at a meeting to be held in September 2020. The full text of this press release is filed as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release issued by BeiGene, Ltd. on August 25, 2020
99.2	Press release issued by BeiGene, Ltd. on August 24, 2020
104	The cover page from the Current Report on Form 8-K, formatted in Inline XBRL

Exhibit Index

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BEIGENE, LTD.

Date: August 25, 2020

By: /s/ Scott A. Samuels

Name: Scott A. Samuels

Title: Senior Vice President, General Counsel

Exhibit 99.1

BeiGene Appoints Corsee Sanders, Ph.D. to its Board of Directors

CAMBRIDGE, Mass. and BEIJING, China, August 25, 2020 -- BeiGene, Ltd. (NASDAQ: BGNE; HKEX: 06160), a commercial-stage biotechnology company focused on developing and commercializing innovative medicines worldwide, today announced the appointment of Corsee Sanders, Ph.D. to its Board of Directors and to the Audit and Scientific Advisory Committees of the Board.

Dr. Sanders most recently served as Strategic Advisor to the Office of the Celgene Chief Medical Officer and Transition Advisor to Bristol Myers Squibb (BMS) from March 2018 to February 2020, assisting with the integration of the development organization of Juno Therapeutics into Celgene and BMS, respectively. Dr. Sanders previously served on the Juno Therapeutics Executive Committee as Executive Vice President of Development Operations, with responsibilities for strategic operations, quantitative sciences, biosample, and clinical operations. Dr. Sanders also held leadership positions, including Global Head of Biometrics and Global Head of Clinical Operations, at Genentech/Roche over the span of approximately 23 years, with responsibility for leading nearly 2,500 employees globally in her last role, planning and executing global development and local clinical trials in more than 70 countries. She was also the Co-Chair of the Roche-Chugai Joint Portfolio Management Committee.

“Dr. Sanders is an insightful industry leader, with a deep commitment to scientific excellence and the operational prowess to oversee clinical trials designed to bring important medical breakthroughs to patients around the world. We are very pleased to welcome her to our Board of Directors, and anticipate that her expertise will be highly valuable as we work to expand our pipeline, making an impact for the greater good of patients,” commented John V. Oyler, Co-Founder, Chief Executive Officer, and Chairman of BeiGene.

Dr. Sanders has directly contributed and/or provided oversight in developing multiple pharmaceutical products, including Rituxan®, Herceptin®, TNKase®, Cathflo®, Xolair®, Avastin®, Tarceva®, Lucentis®, Zelboraf®, Perjeta®, Erivedge®, Gazyva®, Kadcyla®, Alecensa®, Cotellic®, Venclexta®, Tecentriq®, Ocrevus®, Hemlibra®, Claritin®, and lisocabtagene maraleucel (liso-cel), a CAR-T cell therapy for non-Hodgkin’s lymphoma. She served as a director of TransCelerate Biopharma Inc., a non-profit organization of pharmaceutical companies until 2016 and currently serves as a member of the Board of Trustees of the Fred Hutchinson Cancer Research Center in Seattle, WA and as a director of the following biotechnology companies: Molecular Templates Inc. (NASDAQ: MTEM), Legend Biotech Corporation (NASDAQ: LEGN), and AltruBio (formerly AbGenomics) Inc. (privately-held).
“I am honored to join BeiGene’s board and am excited to be at the forefront of our industry’s evolution, with BeiGene leading the way, by working to bring high quality, innovative therapies to billions more people – through courage, persistent innovation, and challenging the status quo. I am impressed with the team at BeiGene, its broad internal research and development capabilities, and its portfolio of early-, late-stage, and commercial products,” commented Dr. Sanders.

Dr. Sanders earned her B.S. and M.S. in statistics, graduating magna cum laude, from the University of the Philippines, and her M.A. and Ph.D. in statistics from the Wharton Doctoral Program at the University of Pennsylvania.

About BeiGene

BeiGene is a global, commercial-stage biotechnology company focused on discovering, developing, manufacturing, and commercializing innovative medicines to improve treatment outcomes and access for patients worldwide. Our 4,200+ employees in China, the United States, Australia, Europe, and elsewhere are committed to expediting the development of a diverse pipeline of novel therapeutics. We currently market two internally discovered oncology products: BTK inhibitor BRUKINSA® (zanubrutinib) in the United States and China, and anti-PD-1 antibody tislelizumab in China. We also market or plan to market in China additional oncology products licensed from

Amgen Inc., Celgene Logistics Sàrl, a Bristol Myers Squibb (BMS) company, and EUSA Pharma. To learn more about BeiGene, please visit www.beigene.com and follow us on Twitter at @BeiGeneUSA.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and other federal securities laws, including statements regarding the company's future development strategy. Actual results may differ materially from those indicated in the forward-looking statements as a result of various important factors, including BeiGene's ability to demonstrate the efficacy and safety of its drug candidates; the clinical results for its drug candidates, which may not support further development or marketing approval; actions of regulatory agencies, which may affect the initiation, timing and progress of clinical trials and marketing approval; BeiGene's ability to achieve commercial success for its marketed products and drug candidates, if approved; BeiGene's ability to obtain and maintain protection of intellectual property for its technology and drugs; BeiGene's reliance on third parties to conduct drug development, manufacturing and other services; BeiGene's limited operating history and BeiGene's ability to obtain additional funding for operations and to complete the development and commercialization of its drug candidates; the impact of the COVID-19 pandemic on the Company's clinical development, commercial and other operations, as well as those risks more fully discussed in the section entitled "Risk Factors" in BeiGene's most recent quarterly report on Form 10-Q, as well as discussions of potential risks, uncertainties, and other important factors in BeiGene's subsequent filings with the U.S. Securities and Exchange Commission. All information in this press release is as of the date of this press release, and BeiGene undertakes no duty to update such information unless required by law.

BeiGene Contacts

Investors Contact	**Media Contacts**
Craig West	Liza Heapes or Vivian Ni
(857) 302-5189	(857) 302-5663 or (857) 302-7596
ir@beigene.com	media@beigene.com

Exhibit 99.2

Bio-Thera Solutions and BeiGene Announce License, Distribution, and Supply Agreement for Avastin® (Bevacizumab) Biosimilar BAT1706 in China

GUANGZHOU, and BEIJING, China and CAMBRIDGE, Mass, Aug 24, 2020 – Bio-Thera Solutions, Ltd., a commercial stage biopharmaceutical company (688177.SH) and BeiGene, Ltd. (NASDAQ: BGNE; HKEX: 06160), today announced that the companies have executed a license, distribution, and supply agreement for China for Bio-Thera's BAT1706, an investigational biosimilar to Avastin® (bevacizumab). The China National Medical Products Administration (NMPA) recently accepted Bio-Thera's Biologics License Application (BLA) for BAT1706. Bevacizumab has been approved in China for advanced, metastatic, or relapsed non- small cell lung cancer and metastatic colorectal cancer. The agreement is subject to approval by the shareholders of Bio-Thera at a meeting to be held in September 2020.

Under the terms of the agreement, Bio-Thera has agreed to grant BeiGene the right to develop, manufacture, and commercialize BAT1706 in China, including Hong Kong, Macau, and Taiwan. Bio-Thera will retain rights outside of the partnered territory. Bio-Thera will receive an upfront payment and is eligible to receive payments upon the achievement of regulatory and commercial milestones up to a total of $165 million. Bio-Thera will also be eligible to receive tiered double-digit royalties on future net product sales.

"We are focused on bringing impactful and affordable medicines to people around the world. BAT1706, a potential biosimilar for Avastin® (bevacizumab), could become an important treatment option for solid tumor indications in China such as colorectal, lung, and liver cancers. It brings us the opportunity to broaden our portfolio of commercial and registration-stage products in China and is complementary to our in-licensed and internally discovered medicines, such as tislelizumab, our marketed anti-PD-1 antibody that has also been filed in China for lung and liver cancer indications," said Xiaobin Wu, Ph.D., General Manager of China and President of BeiGene.

"We are delighted to enter a collaboration with BeiGene, a company with significant expertise and a robust pipeline in oncology, as it will enable us to deliver BAT1706 to more patients as soon as possible," said Dr. Shengfeng Li, CEO of Bio-Thera. "This collaboration allows Bio- Thera to leverage BeiGene's experience and expertise to accelerate the development and commercialization of BAT1706 as a single agent regimen or as a component of combinational therapies, and to help increase patient access to this important cancer therapeutic at affordable prices."

About BAT1706

BAT1706 is a monoclonal antibody (mAb) that is in development by Bio-Thera Solutions as a potential biosimilar to Avastin. BAT1706 works by binding to the vascular endothelial growth factor (VEGF) protein. In the United States, Avastin is indicated for the treatment of patients with metastatic colorectal cancer, non-squamous non-small cell lung cancer, recurrent glioblastoma, metastatic renal cell carcinoma, persistent, recurrent, or metastatic cervical cancer, epithelial ovarian, fallopian tube, or primary peritoneal cancer, and hepatocellular carcinoma. BAT1706 is an investigational compound and has not received regulatory approval in any country. The China NMPA accepted the Biologics License Application (BLA) for BAT1706 in June 2020. Bio- Thera plans to file for marketing approval of BAT1706 in the United States and European Union in the fourth quarter of 2020.

About Bio-Thera

Bio-Thera Solutions, Ltd., a leading commercial-stage biopharmaceutical company in Guangzhou, China, is dedicated to researching and developing novel therapeutics for the treatment of cancer, autoimmune, cardiovascular diseases, and other serious unmet medical needs, as well as biosimilars for existing, branded biologics to treat a range of cancer and autoimmune diseases. As a leader in the next generation antibody discovery and engineering, the company has advanced five candidates into late stage clinical trials and one of which,

QLETLI®, a biosimilar to Humira® (adalimumab), is available to patients with rheumatoid arthritis, ankylosing spondylitis, plaque psoriasis, crohn's disease or uveitis in China. In addition, the company has multiple candidates in early clinical trials and IND-enabling studies, focusing on innovative targets in immuno-oncology and autoimmune diseases. For more information, please visit www.bio-thera.com/en/ or follow us on Twitter (@bio_thera_sol) and wechat (Bio- Thera).

About BeiGene

BeiGene is a global, commercial-stage biotechnology company focused on discovering, developing, manufacturing, and commercializing innovative medicines to improve treatment outcomes and access for patients worldwide. Our 4,200+ employees in China, the United States, Australia, Europe, and elsewhere are committed to expediting the development of a diverse pipeline of novel therapeutics. We currently market two internally discovered oncology products: BTK inhibitor BRUKINSA® (zanubrutinib) in the United States and China, and anti-PD- 1 antibody tislelizumab in China. We also market or plan to market in China additional oncology products licensed from Amgen Inc., Celgene Logistics Sàrl, a Bristol Myers Squibb (BMS) company, and EUSA Pharma. To learn more about BeiGene, please visit www.beigene.com and follow us on Twitter at @BeiGeneUSA.

Bio-Thera Forward-Looking Statements

This press release contains certain forward-looking statements relating to BAT1706 or Bio- Thera Solutions and its product pipeline in general. Readers are strongly cautioned that reliance on any forward-looking statements involves known and unknown risks and uncertainties. The forward-looking statements include, among others, those containing “will,” “would,” “could,” “may,” “potential,” “promising,” “plans,” “expected,” or similar expressions. They reflect Bio- Thera Solutions’ current views with respect to future events that are based on what the company believes are reasonable assumptions in view of information available to Bio-Thera Solutions as of the date of this press release, and are not a guarantee of future performance or developments. Actual results and events may differ materially from information contained in the forward-looking statements as a result of a number of factors, including, but not limited to, whether required approval for the agreement will be obtained and whether and how milestones will be reached, as well as risks and uncertainties inherent in pharmaceutical research, development and commercialization, such as the risks and uncertainties of pre-clinical and clinical studies, and in obtaining regulatory approvals. Other risk factors include risks and uncertainties in manufacturing, distribution, marketing, competition, intellectual property, product efficacy or safety, changes in national and global financial and healthcare situations, changes in the company’s financial conditions, and changes to applicable laws and regulations, etc. Forward-looking statements contained herein are made only as of the date of their initial publication. Unless required by applicable law, Bio-Thera Solutions undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, changes in the company’s views or otherwise.

BeiGene’s Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and other federal securities laws, including statements regarding future development, regulatory approval, and potential commercialization of BAT1706, a potential biosimilar for Avastin® (bevacizumab); potential payments to Bio-Thera; the potential of the licensed product candidate; and the parties’ commitments and the potential benefits of the collaboration. Actual results may differ materially from those indicated in the forward-looking statements as a result of various important factors, including BeiGene's ability to demonstrate the efficacy and safety of its drug candidates; the clinical results for its drug candidates, which may not support further development or marketing approval; actions of regulatory agencies, which may affect the initiation, timing and progress of clinical trials and marketing approval; BeiGene's ability to achieve commercial success for its marketed products and drug candidates, if approved; BeiGene's ability to obtain and maintain protection of intellectual property for its technology and drugs; BeiGene's reliance on third parties to conduct drug development, manufacturing and other services; BeiGene’s limited operating history and BeiGene's ability to obtain additional funding for operations and to complete the development and commercialization of its drug candidates; the impact of the COVID-19 pandemic on the Company’s clinical development, commercial and other operations, as well as those risks more fully discussed in the section entitled “Risk Factors” in BeiGene’s most recent quarterly report on Form 10-Q, as well as discussions of potential risks, uncertainties, and other important

factors in BeiGene's subsequent filings with the U.S. Securities and Exchange Commission. All information in this press release is as of the date of this press release, and BeiGene undertakes no duty to update such information unless required by law.

Avastin® is a registered trademark of Genentech, Inc.

Bio-Thera Contacts

Bert E. Thomas IV +1.410.627.1734 bethomas@bio-thera.com

BeiGene Contacts

Investors Contact
Craig West
(857) 302-5189
ir@beiqene.com

Media Contact
Liza Heapes or Vivian Ni
(857) 302-5663 or (857) 302-7596
media@beiqene.com