

| OMB APPROVAL | |
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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person* <u>Huang Jane</u> (Last) (First) (Middle) C/O MOURANT GOVERNANCE SERVICES (CAYMAN) 94 SOLARIS AVENUE (Street) CAMANA BAY, GRAND E9 KY1-1108 CAYMAN (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>BeiGene, Ltd. [BGNE]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CMO, Hematology</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/20/2019</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | | | | | | | 271,621 | D | | |
| American Depositary Shares ⁽¹⁾ | 05/20/2019 | | M | | 300 | A | \$45.31 | 300 | D | |
| American Depositary Shares ⁽¹⁾ | 05/20/2019 | | S ⁽²⁾ | | 300 | D | \$130.12 | 0 | D | |
| American Depositary Shares ⁽¹⁾ | 05/21/2019 | | M | | 2,200 | A | \$45.31 | 2,200 | D | |
| American Depositary Shares ⁽¹⁾ | 05/21/2019 | | S ⁽²⁾ | | 2,200 | D | \$130.0598 ⁽³⁾ | 0 | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Share Option (Right to Buy) | \$3.49 ⁽⁴⁾ | 05/20/2019 | | M | | 3,900 | | (5) | 06/26/2027 | Ordinary Shares | 3,900 | \$0 | 976,565 | D | |
| Share Option (Right to Buy) | \$3.49 ⁽⁴⁾ | 05/21/2019 | | M | | 28,600 | | (5) | 06/26/2027 | Ordinary Shares | 28,600 | \$0 | 947,965 | D | |

Explanation of Responses:

- Each American Depositary Share ("ADS") represents 13 Ordinary Shares.
- The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$130.00 to \$130.27, 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.
- 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 American Depositary Shares ("ADSs") on the date of grant, as each ADS represents 13 ordinary shares.
- The options vest over a four-year period as follows: 25% on the first anniversary of the date of grant, with the remaining shares vesting in 36 equal successive monthly installments on the last day of each month thereafter. Unvested options are subject to accelerated vesting upon certain termination events following a change in control.

Remarks:

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

05/22/2019

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.