

| OMB APPROVAL | |
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

| | | |
|--|--|--|
| 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) _____ <p style="text-align: center;">CMO, Hematology</p> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 06/26/2020 | |
| 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 | | | | | | | 326,247 | D | | |
| American Depositary Shares ⁽¹⁾ | 06/26/2020 | | M | | 2,079 | A | \$160.4 | 2,079 | D | |
| American Depositary Shares ⁽¹⁾ | 06/26/2020 | | S ⁽²⁾ | | 679 | D | \$200.2719 ⁽³⁾ | 1,400 | D | |
| American Depositary Shares ⁽¹⁾ | 06/26/2020 | | S ⁽²⁾ | | 700 | D | \$200.2914 ⁽⁴⁾ | 700 | D | |
| American Depositary Shares ⁽¹⁾ | 06/26/2020 | | S ⁽²⁾ | | 700 | D | \$200.2971 ⁽⁴⁾ | 0 | D | |
| American Depositary Shares ⁽¹⁾ | 06/29/2020 | | S ⁽⁵⁾ | | 435 | D | \$192.46 | 0 | D | |
| American Depositary Shares ⁽¹⁾ | 06/29/2020 | | M | | 1,500 | A | \$29.49 | 1,500 | D | |
| American Depositary Shares ⁽¹⁾ | 06/29/2020 | | S ⁽²⁾ | | 300 | D | \$187.91 ⁽⁶⁾ | 1,200 | D | |
| American Depositary Shares ⁽¹⁾ | 06/29/2020 | | S ⁽²⁾ | | 402 | D | \$188.9522 ⁽⁷⁾ | 798 | D | |
| American Depositary Shares ⁽¹⁾ | 06/29/2020 | | S ⁽²⁾ | | 500 | D | \$191.37 ⁽⁸⁾ | 298 | D | |
| American Depositary Shares ⁽¹⁾ | 06/29/2020 | | S ⁽²⁾ | | 198 | D | \$192.7152 ⁽⁹⁾ | 100 | D | |
| American Depositary Shares ⁽¹⁾ | 06/29/2020 | | S ⁽²⁾ | | 100 | D | \$193.56 | 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 |
| Share Option (Right to Buy) | \$12.34 ⁽¹⁰⁾ | 06/26/2020 | | M | | 27,027 | (11) | 06/25/2028 | Ordinary Shares | 27,027 | \$0 | 283,153 | D | |
| Share Option (Right to Buy) | \$2.27 ⁽¹⁰⁾ | 06/29/2020 | | M | | 19,500 | (12) | 09/02/2026 | Ordinary Shares | 19,500 | \$0 | 461,075 | D | |

Explanation of Responses:

- Each American Depositary Share represents 13 Ordinary Shares.
- The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 11, 2019.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$200.00 to \$200.40, 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$200.16 to \$200.40, 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 sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 11, 2019 to cover tax withholdings in connection with the vesting of a restricted share unit award previously granted to the Reporting Person.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$187.40 to \$188.27, 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.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$188.77 to \$189.09, 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 \$191.13 to \$191.87, 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 \$192.24 to \$193.20, 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 number of securities underlying each option and the exercise price therefor are represented in ordinary shares.

11. These securities vest over a four-year period as follows: 25% on June 26, 2019, and the remaining in 36 successive equal monthly installments, subject to continued service. Unvested shares are subject to accelerated vesting upon certain termination events following a change in control.

12. These securities vest over a four-year period as follows: 25% on the first anniversary of September 2, 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.

Remarks:

/s/ Qing Nian, as Attorney-in-Fact 06/30/2020

** 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.

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