

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Merck &amp; Co., Inc.</b>			<b>BeiGene, Ltd. [ BGNE ]</b>			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>2000 GALLOPING HILL ROAD</b>			<b>2/8/2016</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>KENILWORTH, NJ 07033</b>						<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/8/2016		C		18518519	A	(1)	18518519	I (2)	Via wholly owned subsidiary, MSDRG (2)
Ordinary Shares	2/8/2016		C		5128205	A	(3)	5128205	I (2)	Via wholly owned subsidiary, MSDRG (2)
Ordinary Shares	2/8/2016		J (4)		7942314	A	(4)	7942314	I (2)	Via wholly owned subsidiary, MSDRG (2)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V	(A)	(D)	Date Exercisable	Expiration Date				
Series A Preferred Shares	(1)	2/8/2016		C		18518519	(1)	(1)	Ordinary Shares	18518519	(1)	0	I (2)	Via wholly owned subsidiary, MSDRG (2)
Series A-2 Preferred Shares (2)	(1)	2/8/2016		C		5128205	(3)	(3)	Ordinary Shares	5128205	(1)	0	I (2)	Via wholly owned subsidiary, MSDRG

### Explanation of Responses:

- The Series A Preferred Shares (the "Series A Shares") of the Issuer automatically converted into Ordinary Shares of the Issuer on a 1-to-1 basis upon the closing of the initial public offering of the Issuer on February 8, 2016. The Series A Shares did not have an expiration date.
- The Series A Preferred Shares and Series A-2 Preferred Shares were, and the Ordinary Shares received from the conversion thereof are, owned directly by Merck Sharp & Dohme Research GmbH ("MSDRG"), which is a wholly owned subsidiary of Merck Sharp & Dohme Corp. ("MSD"), which is a wholly owned subsidiary of Merck & Co., Inc. ("Merck"). MSD and Merck are indirect beneficial owners of the reported securities.
- The Series A-2 Preferred Shares (the "Series A-2 Shares") of the Issuer automatically converted into Ordinary Shares of the Issuer on a 1-to-1 basis upon the closing of the initial public offering of the Issuer on February 8, 2016. The Series A-2 Shares did not have an expiration date.
- The 7,942,314 Ordinary Shares were issued to MSDRG in exchange for the cancellation of MSDRG's promissory note plus accrued and unpaid interest thereon (together, \$14,693,281)(the "Note Exchange Amount") upon the closing of the initial public offering of the Issuer. The number of shares issued was determined by dividing the Note Exchange Amount by the initial public offering share price of \$1.85.

**Remarks:**

Ms. Katie Fedosz is signing as Attorney-in-Fact pursuant to power of attorney dated January 27, 2016 granted by Merck Sharp & Dohme Research GmbH. This power of attorney is incorporated herein by reference to Exhibit 24.1 to the Form 3 filed by Merck & Co., Inc. on February 2, 2016.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Merck &amp; Co., Inc.</b> 2000 GALLOPING HILL ROAD KENILWORTH, NJ 07033		X		
<b>Merck Sharp &amp; Dohme Corp.</b> ONE MERCK DRIVE WHITEHOUSE STATION, NJ 08889		X		
<b>Merck Sharp &amp; Dohme Research GmbH</b> WEYSTRASSE 20 LUCERNE 6, V8 CH-6000		X		

**Signatures**

**MERCK & CO., INC. /s/ Katie Fedosz, as Senior Assistant Secretary**

**2/10/2016**

—Signature of Reporting Person

Date

**MERCK SHARP & DOHME CORP. /s/ Katie Fedosz, as Assistant Secretary**

**2/10/2016**

—Signature of Reporting Person

Date

**MERCK SHARP & DOHME RESEARCH GMBH /s/ Katie Fedosz, as Attorney-in-Fact**

**2/10/2016**

—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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