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): November 14, 2024

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 communication	ations pursuant to Rule 425 under the Securities Act (17 CFR 23)	0.425)
☐ Soliciting material	pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.1	4a-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 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 $\S 230.405$) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR $\S 240.12b-2$). Emerging growth company \square

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. \Box

Item 8.01. Other Events.

On November 14, 2024, BeiGene USA, Inc. and BeiGene Switzerland GmbH (collectively, "BeiGene"), each a subsidiary of BeiGene, Ltd. (the "Company"), entered into a settlement agreement (the "Settlement Agreement") with MSN Pharmaceuticals, Inc. and MSN Laboratories Private Ltd. (collectively "MSN") resolving patent litigation related to the Company's product, BRUKINSA® (zanubrutinib). The patent litigation was brought by BeiGene against MSN in response to MSN's filing of an Abbreviated New Drug Application ("ANDA") with the U.S. Food and Drug Administration ("U.S. FDA"), seeking approval to market a generic version of BRUKINSA and challenging certain BRUKINSA Orange Book patents for invalidity, unenforceability and/or non-infringement. The composition of matter patent for BRUKINSA, expiring in April 2034, was not challenged by MSN in the litigation. As a result of the Settlement Agreement, BeiGene granted MSN the right to sell a generic version of BRUKINSA in the United States no earlier than June 15, 2037, subject to potential acceleration or extension under circumstances customary for settlement of this type. Pursuant to the Settlement Agreement, the parties have filed a joint stipulation to dismiss the suit with the court. As required by law, BeiGene and MSN will submit the Settlement Agreement to the U.S. Federal Trade Commission and the U.S. Department of Justice.

BeiGene and Sandoz Inc. ("Sandoz") have previously filed a joint stipulation to dismiss the patent litigation brought by BeiGene against Sandoz in response to Sandoz's filing of an ANDA with the U.S. FDA, seeking approval to market a generic version of BRUKINSA and challenging certain BRUKINSA Orange Book patents for invalidity, unenforceability and/or non-infringement. The suit was thereafter dismissed by the United States District Court for the District of New Jersey.

The settlement with MSN and the dismissal of the Sandoz litigation resolve all patent litigation brought by BeiGene against the companies that filed ANDAs seeking approval to market generic versions of BRUKINSA.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

Exhibit Index

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The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

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: November 19, 2024 By: /s/ Chan Lee

Name: Chan Lee

Title: Senior Vice President, General Counsel