

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

FORM S-1
REGISTRATION STATEMENT
Under
The Securities Act of 1933

BEIGENE, LTD.

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or Other Jurisdiction of
Incorporation or Organization)

2834
(Primary Standard Industrial
Classification Code Number)

98-1209416
(I.R.S. Employer
Identification Number)

c/o Mourant Ozannes Corporate Services (Cayman) Limited
94 Solaris Avenue, Camana Bay
Grand Cayman KY1-1108
Cayman Islands
+ (345) 949 4123

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

C T Corporation System
111 Eighth Avenue
(212) 590-9070

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Mitchell S. Bloom
Michael J. Kendall
Edwin M. O'Connor
Goodwin Procter LLP
Exchange Place
Boston, MA 02109
(617) 570-1000

John V. Oyler
Chief Executive Officer and Chairman
c/o Mourant Ozannes Corporate Services (Cayman) Limited
94 Solaris Avenue, Camana Bay
Grand Cayman KY 1-1108
Cayman Islands
+1 (345) 949 4123

Bruce K. Dallas
Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, California 94025
(650) 752-2000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-207459

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer (Do not check if a smaller reporting company)

Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered(1)	Amount to be Registered(2)(3)	Proposed Maximum Aggregate Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(4)
Ordinary Shares, par value \$0.0001 per share	16,445,000	\$ 1.85	\$ 30,423,250	\$ 3,064

(1) American depositary shares, or ADSs, evidenced by American depositary receipts issuable upon deposit of the ordinary shares registered hereby have been registered under a separate registration statement on Form F-6. Each ADS represents 13 ordinary shares.

(2) Includes (i) ordinary shares represented by ADSs that may be purchased by the underwriters pursuant to their option to purchase additional ADSs and (ii) all ordinary shares represented by ADSs initially offered or sold outside the United States that are thereafter resold from time to time in the United States.

(3) Represents only the additional number of securities being registered. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-207459).

(4) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$152,116,250 on a Registration Statement on Form S-1 (File No. 333-207459), which was declared effective by the Securities and Exchange Commission on February 2, 2016. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price per share of \$1.85 is hereby registered, which includes securities issuable upon the exercise of the underwriters' option to purchase additional securities.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

Explanatory Note and Incorporation by Reference

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”). The contents of the Registration Statement on Form S-1 (File No. 333-207459) filed by BeiGene, Ltd. with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act, which was declared effective by the Commission on February 2, 2016, including the exhibits thereto, are incorporated by reference into this Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Grand Cayman, Cayman Islands, on February 2, 2016.

BEIGENE, LTD.

By: /s/ John V. Oyler
Name: John V. Oyler
Title: *Chief Executive Officer and Chairman*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John V. Oyler</u> John V. Oyler	Chief Executive Officer and Chairman (Principal Executive Officer)	February 2, 2016
<u>/s/ Howard Liang</u> Howard Liang	Chief Financial Officer and Chief Strategy Officer (Principal Financial and Accounting Officer)	February 2, 2016
<u>*</u> Michael Goller	Director	February 2, 2016
<u>*</u> Donald W. Glazer	Director	February 2, 2016
<u>*</u> Ranjeev Krishana	Director	February 2, 2016
<u>*</u> Ke Tang	Director	February 2, 2016
<u>*</u> Qingqing Yi	Director	February 2, 2016
<u>*</u> Thomas Malley	Director	February 2, 2016

Puglisi & Associates

By: *
Name: Donald J. Puglisi
Title: *Managing Director*

Authorized Representative in the United States

February 2, 2016

* By: /s/ John V. Oyler
John V. Oyler

Attorney-in-Fact

February 2, 2016

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Index</u>
5.1	Opinion of Mourant Ozannes
23.1	Consent of Ernst & Young Hua Ming LLP, Independent Registered Public Accounting Firm
23.2	Consent of Mourant Ozannes (included in Exhibit 5.1)
24.1*	Powers of Attorney
24.2*	Power of Attorney for Thomas Malley

* Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-207459), originally filed with the Securities and Exchange Commission on October 16, 2015 and incorporated by reference herein.

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mourantozannes.com

BeiGene, Ltd.
94 Solaris Avenue
Camana Bay
PO Box 1348
Grand Cayman, KY1-1108
Cayman Islands

2 February 2016

We have acted as Cayman Islands legal advisers to the Company in connection with the Company's registration statement on Form S-1, including all amendments or supplements thereto (the **Registration Statement**), filed with the Securities and Exchange Commission under the U.S. Securities Act of 1933, as amended to date and the related registration statement filed pursuant to Rule 462(b) of the U.S. Securities Act of 1933, as amended, (the **Rule 462(b) Registration Statement**), relating to the offering (the **Offering**) by the Company of certain American Depositary Shares (the **ADSs**) representing the Company's ordinary shares of par value US\$0.0001 each (the **Shares**).

We are furnishing this opinion as Exhibit 5.1 to the Rule 462(b) Registration Statement.

1. Documents Reviewed

For the purposes of this opinion we have examined a copy of each of the following documents:

- (a) The certificate of incorporation of the Company dated 28 October 2010.
- (b) The Third Amended and Restated Memorandum and Articles of Association of the Company as adopted on 20 April 2015 with effect from 20 April 2015 (the **Pre-IPO M&A**).
- (c) The Fourth Amended and Restated Memorandum and Articles of Association of the Company as adopted by a special resolution passed on 14 January 2016 and effective conditional upon and immediately prior to completion of the Company's initial public offering of the ADSs representing the Shares (the **IPO M&A**).
- (d) The minutes of the meeting of the directors of the Company held on 14 January 2016 (the **Directors' Resolutions**).
- (e) The minutes of the extraordinary general meeting of the shareholders of the Company held on 14 January 2016 (the **Shareholders' Resolutions** and together with the Directors' Resolutions the **Resolutions**).
- (f) A certificate from a Director of the Company addressed to this firm a copy of which is attached hereto (the **Director's Certificate**).
- (g) A certificate of good standing dated 2 February 2016, issued by the Registrar of Companies in the Cayman Islands (the **Certificate of Good Standing**).
- (h) The Registration Statement and the Rule 462(b) Registration Statement.

2. Assumptions

The following opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. In giving

Mourant Ozannes is a Cayman Islands partnership
A list of the partners is available at mourantozannes.com

these opinions we have relied (without further verification) upon the completeness and accuracy of the Director's Certificate and the Certificate of Good Standing. We have also relied upon the following assumptions, which we have not independently verified:

- 2.1 Copy documents or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals.
- 2.2 The genuineness of all signatures and seals.
- 2.3 There is nothing under any law (other than the law of the Cayman Islands) which would or might affect the opinions set out below.

3. Opinion

Based upon the foregoing and subject to the qualifications set out below and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 The Company has been duly incorporated as an exempted company with limited liability and is validly existing and in good standing under the laws of the Cayman Islands.
- 3.2 Immediately prior to the completion of the Company's initial public offering of the ADSs representing the Shares the authorised share capital of the Company will be US\$1,000,000 divided into 9,500,000,000 Ordinary Shares of a par value of US\$0.0001 each and 500,000,000 shares of a par value of US\$0.0001 each of such class or classes (however designated) as the board of directors may determine in accordance with the IPO M&A.
- 3.3 The issue and allotment of the Shares have been duly authorised and when allotted, issued and paid for as contemplated in the Rule 462(b) Registration Statement, the Shares will be legally issued and allotted, fully paid and non-assessable. As a matter of Cayman law, a share is only issued when it has been entered in the register of members (shareholders).
- 3.4 The statements under the caption **Taxation** in the prospectus forming part of the Rule 462(b) Registration Statement, to the extent that they constitute statements of Cayman Islands law, are accurate in all material respects and that such statements constitute our opinion.

4. Qualifications

Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions the subject of this opinion.

In this opinion the phrase **non-assessable** means, with respect to Shares in the Company, that a member shall not, solely by virtue of its status as a member, be liable for additional assessments or calls on the Shares by the Company or its creditors (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

We hereby consent to the filing of this opinion as an exhibit to the Rule 462(b) Registration Statement and to the reference to our name under the headings **Enforceability of Civil Liabilities**, **Taxation** and **Legal Matters** and elsewhere in the prospectus included in the Rule 462(b) Registration Statement. In giving such consent, we do not hereby admit that we

come within the category of persons whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the Rules and Regulations of the Commission thereunder.

Yours faithfully

/s/ Mourant Ozannes

Mourant Ozannes

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Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated August 28, 2015, with respect to the consolidated financial statements of BeiGene, Ltd. included in Amendment No. 5 to the Registration Statement (Form S-1 No. 333-207459) and related Prospectus of BeiGene, Ltd. for the registration of its ordinary shares in the form of American Depositary Shares.

/s/ Ernst & Young Hua Ming LLP
Beijing, People’s Republic of China
February 2, 2016
