

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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 * Wu Xiaobin <small>(Last) (First) (Middle)</small> C/O MOURANT GOVERNANCE SERVICES (CAYMAN), 94 SOLARIS AVENUE <small>(Street)</small> CAMANA BAY, GRAND CAYMAN, E9 KY1-1108 <small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol BeiGene, Ltd. [BGNE] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">6/5/2024</p> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President, COO & GM China 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

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 ⁽¹⁾ | 6/5/2024 | | A | | 253,409 | A | \$0 | 1,268,849 ⁽²⁾ | D | |
| American Depositary Shares ⁽³⁾ | | | | | | | | 12,365 | D | |
| American Depositary Shares ⁽³⁾ | | | | | | | | 4,000 | I | By Wife |
| RMB Shares ⁽⁴⁾ | | | | | | | | 0 ⁽⁵⁾⁽⁶⁾ | I | See Footnote ⁽⁶⁾ |

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 | Title | Amount or Number of Shares | | | | |
| Share Option (Right to Buy) | \$12.23 ⁽⁷⁾ | 6/5/2024 | | A | | 477,386 ⁽⁷⁾ | | ⁽⁸⁾ | 6/4/2034 | Ordinary Shares | 477,386 | \$0 | 477,386 | D | |

Explanation of Responses:

- (1) Represents securities underlying restricted share units. 1/4th of the securities will vest on each anniversary of June 5, 2024, subject to continued service. Unvested securities are subject to accelerated vesting upon certain termination events.
- (2) Includes 1,443 ordinary shares acquired pursuant to the Company's Third Amended and Restated 2018 Employee Share Purchase Plan.
- (3) Each American Depositary Share represents 13 Ordinary Shares.
- (4) The term "RMB Shares" is used herein to represent the ordinary shares, par value \$0.0001 per share, of the Issuer, issued directly by the Issuer in the Issuer's initial public offering on the Science and Technology Innovation Board (the "STAR Market") of the Shanghai Stock Exchange (the "STAR Offering"), to permitted investors in Renminbi ("RMB") within the People's Republic of China ("PRC") in accordance with the rules of the STAR Market.
- (5) The Issuer established an employee participation program ("RMB Shares Employee Participation Plan"), which allows certain executive officers and qualified employees of the Issuer's subsidiaries in the PRC to indirectly participate in the STAR Offering and purchase certain RMB Shares from the Issuer through an asset management plan administrated by China International Capital Corporation Limited in a transaction that is exempt under Rule 16b-3. The

RMB Share Employee Participation Plan purchased an aggregate of 2,069,546 RMB Shares directly from the Issuer in the STAR Offering at the initial public offering price of RMB192.6 per RMB Share (or \$30.1295 based on an assumed exchange rate of \$1.00 = RMB6.3924).

- (6) The Reporting Person, as an individual participant in the RMB Shares Employee Participation Plan, has contributed RMB15 million to the RMB Shares Employee Participation Plan. The Reporting Person may be deemed to have indirect economic interest in an indeterminable portion of the RMB Shares held by the RMB Shares Employee Participation Plan but does not have voting or dispositive power over any of such shares. The Reporting Person disclaims Section 16 beneficial ownership of the RMB Shares held by the RMB Shares Employee Participation Plan, except to the extent, if any, of his pecuniary interest therein. This report shall not be deemed an admission that the Reporting Person is the beneficial owner of such RMB Shares for Section 16 or any other purpose.
- (7) The number of securities underlying each option and the exercise price therefor are represented in ordinary shares.
- (8) These securities vest over a four-year period as follows: 25% on the first anniversary of June 5, 2024, and the remaining in 36 successive equal monthly installments, subject to continued service. Unvested shares are subject to accelerated vesting upon certain termination events.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wu Xiaobin C/O MOURANT GOVERNANCE SERVICES (CAYMAN) 94 SOLARIS AVENUE CAMANA BAY, GRAND CAYMAN, E9 KY1-1108 | | | President, COO & GM China | |

Signatures

/s/ Qing Nian, as Attorney-in-Fact

6/7/2024

**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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