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

FORM S-8

**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)

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

c/o Maurant Governance Services (Cayman) Limited
94 Solaris Avenue, Camana Bay
Grand Cayman KY1-1108
Cayman Islands
(Address, including zip code, of Principal Executive Offices)

Third Amended and Restated 2016 Share Option and Incentive Plan
Fourth Amended and Restated 2018 Employee Share Purchase Plan
(Full title of the plan)

Cogency Global Inc.
122 East 42nd Street, 18th Floor
New York, New York 10168
(Name and address of agent for service)

(800) 221-0102
(Telephone number, including area code, of agent for service)

Copy to:
Chan Lee
Senior Vice President, General Counsel
c/o BeiGene USA, Inc.
55 Cambridge Parkway
Suite 700W
Cambridge, MA 02142
(781) 801-1800

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

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

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 7(a)(2)(B) of Securities Act.

REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement on Form S-8 registers an additional 92,820,000 ordinary shares under BeiGene, Ltd.'s (the "Registrant") Third Amended and Restated 2016 Share Option and Incentive Plan (the "2016 Equity Plan"), approved by the Registrant's shareholders on June 5, 2024, representing an increase of 92,820,000 ordinary shares to the number of shares authorized under the Registrant's Second Amended and Restated 2016 Share Option and Incentive Plan. The additional shares are of the same class as other securities relating to the 2016 Equity Plan for which the Registrant's Registration Statements on Form S-8 (Registration Nos. 333-209410, 333-216885, 333-223319, 333-228786, 333-241697 and 333-266639) filed on [February 5, 2016](#); [March 22, 2017](#); [February 28, 2018](#); [December 13, 2018](#); [August 6, 2020](#); and [August 8, 2022](#), respectively, are effective. The information contained in those registration statements is hereby incorporated by reference pursuant to General Instruction E.

This Registration Statement on Form S-8 registers an additional 5,070,000 ordinary shares under the Registrant's Fourth Amended and Restated 2018 Employee Share Purchase Plan (the "2018 ESPP"), approved by the Registrant's shareholders on June 5, 2024, representing an increase of 5,070,000 ordinary shares to the number of shares authorized under the Registrant's Third Amended and Restated 2018 Employee Share Purchase Plan. The additional shares are of the same class as other securities relating to the 2018 ESPP for which the Registrant's Registration Statements on Form S-8 (Registration Nos. 333-225543 and 333-228786) filed on [June 8, 2018](#) and [December 13, 2018](#), respectively, are effective. The information contained in the registration statement is hereby incorporated by reference pursuant to General Instruction E.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS

See the Exhibit Index below for a list of exhibits filed as a part of, or incorporated by reference into, this Registration Statement, which Exhibit Index is incorporated herein by reference.

Exhibit No.	Exhibit Description	Filed/ Furnished Herewith	Incorporated by Reference Herein from Form or Schedule	Filing Date	SEC File/ Reg. Number
4.1	Seventh Amended and Restated Memorandum and Articles of Association of the Registrant, as currently in effect		8-K (Exhibit 3.1)	6/15/2023	001-37686
4.2	.1 Deposit Agreement dated February 5, 2016 by and among the Registrant, the Depository and holders of the American Depositary Receipts		8-K (Exhibit 4.1)	2/11/2016	001-37686
	.2 Amendment No. 1 to Deposit Agreement, dated April 11, 2016, by and among the Registrant, Citibank, N.A. and holders of the American Depositary Receipts		8-K (Exhibit 4.1)	4/11/2016	001-37686
	.3 Letter Agreement, dated as of July 11, 2016, between the Registrant and Citibank, N.A.		10-Q (Exhibit 4.7)	8/10/2016	001-37686
	.4 Form of Letter Agreement between the Registrant and Citibank, N.A.		10-Q (Exhibit 4.9)	5/10/2017	001-37686
4.3	Specimen Certificate for Ordinary Shares		S-1 (Exhibit 4.3)	12/9/2015	333-207459
4.4	Form of American Depositary Receipt (included in Exhibit 4.2.1)				
4.5	.1 Registration Rights Agreement, dated as of November 16, 2016, by and among the Registrant and the investors named therein		8-K (Exhibit 4.1)	11/17/2016	001-37686
	.2 Amendment No. 1 to Registration Rights Agreement, dated December 1, 2020, between the Registrant and the Investors		8-K (Exhibit 10.1)	12/2/2020	001-37686
	.3 Amendment No. 2 to Registration Rights Agreement, dated May 3, 2023, between the Registrant and the Investors		10-Q (Exhibit 10.3)	5/4/2023	001-37686

Exhibit No.	Exhibit Description	Filed/ Furnished Herewith	Incorporated by Reference Herein from Form or Schedule	Filing Date	SEC File/ Reg. Number
4.6	<u>.1# Share Purchase Agreement, dated October 31, 2019, by and between the Registrant and Amgen Inc.</u>		<u>10-K</u> (Exhibit 10.9)	<u>3/2/2020</u>	<u>001-37686</u>
	<u>.2 Amendment No. 1 to Share Purchase Agreement, dated December 6, 2019, by and between the Registrant and Amgen Inc.</u>		<u>10-K</u> (Exhibit 10.10)	<u>3/2/2020</u>	<u>001-37686</u>
	<u>.3 Restated Amendment No. 2 to Share Purchase Agreement, dated September 24, 2020, by and between the Registrant and Amgen Inc.</u>		<u>8-K</u> (Exhibit 10.1)	<u>9/24/2020</u>	<u>001-37686</u>
	<u>.4 Amendment No. 3 to Share Purchase Agreement, dated January 30, 2023, by and between the Registrant and Amgen Inc.</u>		<u>10-K</u> (Exhibit 10.4.4)	<u>2/27/2023</u>	<u>001-37686</u>
5.1	<u>Opinion of Mourant Ozannes (Cayman) LLP regarding the issue of ordinary shares being registered.</u>	X			
23.1	<u>Consent of Ernst & Young LLP</u>	X			
23.2	<u>Consent of Ernst & Young Hua Ming LLP</u>	X			
23.3	<u>Consent of Mourant Ozannes (Cayman) LLP (included in Exhibit 5.1).</u>	X			
24.1	<u>Power of Attorney (included on the signature page).</u>	X			
99.1†	<u>Third Amended and Restated 2016 Share Option and Incentive Plan</u>		<u>8-K</u> (Exhibit 10.1)	<u>6/5/2024</u>	<u>001-37686</u>
99.2†	<u>Fourth Amended and Restated 2018 Employee Share Purchase Plan</u>		<u>8-K</u> (Exhibit 10.2)	<u>6/5/2024</u>	<u>001-37686</u>
107	<u>Filing Fee Table</u>	X			

† Indicates a management contract or any compensatory plan, contract or arrangement.

Certain portions of the exhibit have been omitted by means of redacting a portion of the text and replacing it with "[...***...]". BeiGene, Ltd. (the Registrant) has determined that the omitted information (i) is not material and (ii) would be competitively harmful if publicly disclosed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Cayman Islands, on June 5, 2024.

BEIGENE, LTD.

By: /s/ JOHN V. OYLER

Name: John V. Oyler

Title: Chief Executive Officer and Chairman

POWER OF ATTORNEY

We, the undersigned directors, officers and/or authorized representative of BeiGene, Ltd., hereby severally constitute and appoint John V. Oyler, Julia Wang and Chan Lee, and each of them singly, our true and lawful attorneys, with full power to any of them, and to each of them singly, to sign for us and in our names in the capacities indicated below the registration statement on Form S-8 filed herewith, and any and all pre-effective and post-effective amendments to said registration statement, under the Securities Act of 1933, as amended, in connection with the registration under the Securities Act of 1933, as amended, of equity securities of BeiGene, Ltd., and to file or cause to be filed the same, with all exhibits thereto and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as each of them might or could do in person, and hereby ratifying and confirming all that said attorneys, and each of them, or their substitute or substitutes, shall do or cause to be done by virtue of this Power of Attorney.

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

Signature	Title	Date
<u>/s/ JOHN V. OYLER</u> John V. Oyler	Chief Executive Officer and Chairman <i>(Principal Executive Officer)</i>	June 5, 2024
<u>/s/ JULIA WANG</u> Julia Wang	Chief Financial Officer <i>(Principal Financial Officer)</i>	June 5, 2024
<u>/s/ TITUS BALL</u> Titus Ball	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	June 5, 2024
<u>/s/ OLIVIER BRANDICOURT</u> Olivier Brandicourt	Director	June 5, 2024
<u>/s/ MARGARET DUGAN</u> Margaret Dugan	Director	June 5, 2024
<u>/s/ DONALD W. GLAZER</u> Donald W. Glazer	Director	June 5, 2024
<u>/s/ MICHAEL GOLLER</u> Michael Goller	Director	June 5, 2024
<u>/s/ ANTHONY C. HOOPER</u> Anthony C. Hooper	Director	June 5, 2024
<u>/s/ RANJEEV KRISHANA</u> Ranjeev Krishana	Director	June 5, 2024
<u>/s/ ALESSANDRO RIVA</u> Alessandro Riva	Director	June 5, 2024
<u>/s/ CORAZON (CORSEE) D. SANDERS</u> Corazon (Corsee) D. Sanders	Director	June 5, 2024
<u>/s/ XIAODONG WANG</u> Xiaodong Wang	Director	June 5, 2024
<u>/s/ QINGQING YI</u> Qingqing Yi	Director	June 5, 2024
BeiGene USA, Inc.	Authorized Representative in the United States	June 5, 2024
By: <u>/s/ CHAN LEE</u> Name: Chan Lee Title: Senior Vice President, General Counsel		



Mourant Ozannes (Cayman) LLP
94 Solaris Avenue
Camana Bay
PO Box 1348
Grand Cayman KY1-1108
Cayman Islands

T +1 345 949 4123
F +1 345 949 4647

BeiGene, Ltd.

c/o Mourant Governance Services (Cayman) Limited
94 Solaris Avenue, Camana Bay
Grand Cayman KY1-1108
Cayman Islands

5 June 2024

Dear Sirs,

BeiGene, Ltd. (the Company)

We have acted as Cayman Islands legal advisers to the Company and have examined the registration statement on Form S-8 (the **Registration Statement**), to be filed by the Company with the Securities and Exchange Commission (the **Commission**) relating to the registration under the Securities Act of 1933, as amended, of:

- (a) an additional 92,820,000 Ordinary Shares of par value US\$0.0001 in the capital of the Company (the **2016 Equity Plan Shares**) for issuance pursuant to the Company's Third Amended and Restated 2016 Share Option and Incentive Plan, approved by the Company's shareholders on 5 June 2024 (the **2016 Equity Plan**); and
- (b) an additional 5,070,000 Ordinary Shares of par value US\$0.0001 in the capital of the Company (together with the 2016 Equity Plan Shares, the **Shares**) for issuance pursuant to the Company's Fourth Amended and Restated 2018 Employee Share Purchase Plan, approved by the Company's shareholders on 5 June 2024 (together with the 2016 Equity Plan, the **Plans** and each a **Plan**).

As Cayman Islands counsel to the Company, we have examined the corporate authorisations of the Company in connection with the establishment of each Plan, the registration of each Plan with the Commission and the issue of the Shares pursuant to the Plans by the Company and have assumed that the Shares have been and will be issued in accordance with the Plans and the resolutions authorising their issue. Furthermore, we have assumed that the resolutions upon which we have relied were passed by the directors of the Company and/or the shareholders of the Company in the manner provided for in the articles of association of the Company which were in full force and effect at the time that the authorisations were given and that those authorisations have not been in any way amended, revoked or superseded and are in full force and effect.

It is our opinion that the Shares to be issued by the Company have been duly and validly authorised, and when issued, sold and paid for in the manner described in the Plans in accordance with the resolutions adopted by the board of directors of the Company (or any committee to whom the board of directors have delegated their powers with respect to administration of the Plans) and when appropriate entries have been made in the register of members of the Company, will be legally issued and credited as fully paid and non-assessable.

This opinion is subject to the qualification that under the Companies Act (as amended) of the Cayman Islands (the **Companies Act**), the register of members of a Cayman Islands company is by statute regarded as *prima facie* evidence of any matters which the Companies Act directs or authorises to be inserted therein. A third party interest in the Shares in question would not appear. An entry in the register of members may yield to a court order for rectification (for example, in the event of fraud or manifest error).

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 and subject to the Company's articles of association, 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).

Mourant Ozannes (Cayman) LLP is registered as a limited liability partnership in the Cayman Islands with registration number 601078

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto. In giving such consent, we do not consider that we are "**experts**" within the meaning of such term as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Yours faithfully

/s/ Mourant Ozannes (Cayman) LLP

Mourant Ozannes (Cayman) LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the BeiGene, Ltd. Third Amended and Restated 2016 Share Option and Incentive Plan and the Fourth Amended and Restated 2018 Employee Share Purchase Plan of our reports dated February 26, 2024, with respect to the consolidated financial statements of BeiGene, Ltd., and the effectiveness of internal control over financial reporting of BeiGene, Ltd. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Boston, Massachusetts
June 5, 2024

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Third Amended and Restated 2016 Share Option and Incentive Plan and the Fourth Amended and Restated 2018 Employee Share Purchase Plan of BeiGene, Ltd. of our report dated February 28, 2022 (except for the effects on the consolidated financial statements of the correction of an error, as to which the date is February 27, 2023), with respect to the consolidated financial statements of BeiGene, Ltd. for the year ended December 31, 2021, included in its Annual Report (Form 10-K) for the year ended December 31, 2023 filed with the Securities and Exchange Commission.

/s/ Ernst & Young Hua Ming LLP
Beijing, People's Republic of China
June 5, 2024

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)

BEIGENE, LTD.

(Exact name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽²⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary Shares, par value \$0.0001 per share ⁽¹⁾	Other	92,820,000 ⁽³⁾	\$11.62 ⁽⁵⁾	\$1,078,568,400	0.00014760	\$159,196.70
Equity	Ordinary Shares, par value \$0.0001 per share ⁽¹⁾	Other	5,070,000 ⁽⁴⁾	\$9.87 ⁽⁶⁾	\$50,040,900	0.00014760	\$7,386.04
Total Offering Amounts					\$1,128,609,300		\$166,582.74
Total Fee Offsets							—
Net Fee Due							\$166,582.74

- (1) These shares may be represented by the Registrant's American Depositary Shares ("ADSs"). Each ADS represents 13 Ordinary Shares. ADSs issuable upon deposit of the Ordinary Shares registered hereby were registered pursuant to a separate Registration Statement on Form F-6 (File No. 333-209044).
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional Ordinary Shares of the Registrant which become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant's outstanding Ordinary Shares.
- (3) Represents an increase of 92,820,000 Ordinary Shares under the Registrant's Third Amended and Restated 2016 Share Option and Incentive Plan, effective June 5, 2024 (the "2016 Plan"). Ordinary Shares available for issuance under the 2016 Plan were previously registered on Registration Statements on Form S-8 filed with the Securities and Exchange Commission on February 5, 2016 (File No. 333-209410), March 22, 2017 (File No. 333-216885), February 28, 2018 (File No. 333-223319), December 13, 2018 (File No. 333-228786), August 6, 2020 (File No. 333-241697), and August 8, 2022 (File No. 333-266639).
- (4) Represents an increase of 5,070,000 Ordinary Shares under the Registrant's Fourth Amended and Restated 2018 Employee Share Purchase Plan, effective June 5, 2024 (the "2018 ESPP"). Ordinary Shares available for issuance under the 2018 ESPP were previously registered on Registration Statements on Form S-8 filed with the Securities and Exchange Commission on June 8, 2018 (File No. 333-225543) and December 13, 2018 (File No. 333-228786).
- (5) Estimated in accordance with Rule 457(c) and (h) under the Securities Act, solely for the purpose of calculating the registration fee on basis of \$151.00, the average of the high (\$155.05) and low (\$146.94) prices of the Registrant's ADSs, as quoted on the Nasdaq Global Select Market on May 31, 2024, divided by 13, the then Ordinary Share-to-ADS ratio.
- (6) Estimated in accordance with Rule 457(c) and (h) under the Securities Act, solely for the purpose of calculating the registration fee on basis of \$128.35, which is 85% of the average of the high (\$155.05) and low (\$146.94) prices of the Registrant's ADSs, as quoted on the Nasdaq Global Select Market on May 31, 2024, divided by 13, the then Ordinary Share-to-ADS ratio. Pursuant to the 2018 ESPP, shares are purchased at a price equal to 85% of the fair market value of our ordinary shares on either the first business day of the offering period or the last business day of the offering period, whichever is lower.