
**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): **March 7, 2017**

BEIGENE, LTD.

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction
of incorporation)

001-37686
(Commission File Number)

98-1209416
(I.R.S. Employer Identification No.)

c/o Maurant Ozannes Corporate 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 communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-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))
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Item 1.01 Entry into a Material Definitive Agreement

Equity Joint Venture Contract

On March 7, 2017, BeiGene (Hong Kong) Co., Limited (“BeiGene HK”), a wholly owned subsidiary of BeiGene, Ltd. (the “Company”), entered into an equity joint venture contract (the “JV Agreement”) with Guangzhou GET Technology Development Co., Ltd. (“GET”) relating to the formation of BeiGene Biologics Co., Ltd. (the “JV Company”), a Sino-foreign equity joint venture enterprise incorporated under the laws of the People’s Republic of China (“PRC”), to research, develop and produce biologics products in the PRC.

BeiGene HK will make an initial cash capital contribution of RMB200 million and a subsequent contribution of one or more biologics assets in exchange for a 95% equity interest in the JV Company. GET will provide a total of RMB1 billion cash to the JV Company including a 5% equity interest in the JV Company and a shareholder loan (the “Shareholder Loan”) to the JV Company. The Shareholder Loan may be convertible, either partially or in full, to an additional mid-single digit percentage equity interest in the JV Company, or paid upon the maturity of the loan. See disclosures under caption “Capital Increase Agreement” and “Shareholder Loan Contract” for additional details of these agreements.

The JV Company will establish a manufacturing factory (the “Factory”) in Guangzhou through a wholly-owned subsidiary (the “Factory Sub”) to manufacture biologics, with a registered capital of RMB1 billion. The Factory Sub expects to acquire at least 100,000 square meters of land for the Factory in the Sino-Singapore Guangzhou Knowledge City and borrow RMB1 billion commercial bank loan for the purpose of the construction and operation of the Factory.

The JV Company will be governed by a five-member board of directors (the “JV Board”), four of whom will be appointed by BeiGene HK and one by GET. The initial term for JV Board members is five years, followed by three-year terms. The chairman of the JV Board will be appointed by BeiGene HK. During the period when the Shareholder Loan is still a convertible loan, certain matters may only be approved by unanimous vote of the JV Board and each of BeiGene HK and GET will also appoint one supervisor, whose primary duty is to, pursuant to the PRC Company Law, examine the financial affairs of the JV Company and the conduct of the JV Board and management.

The JV Agreement contains certain restrictions on the transfer of equity interest in the JV Company, including rights of first refusal for proposed transfers to third parties.

The JV Company has a 50-year term, subject to extension. The JV Agreement may be terminated by written agreement between the parties. Either party may terminate the JV Agreement unilaterally in the event that (1) the update of the JV Company’s business license as a result of the transaction contemplated under the Capital Increase Agreement is not completed by May 31, 2017; (2) the other party fails to contribute the registered capital within a certain period of time; (3) the other party’s breach leading to the failure of the debt-to-equity conversion and/or BeiGene HK’s contribution of a certain biologic asset, or assets; or (4) the other party is in liquidation or bankruptcy proceeding. Additionally, BeiGene HK may terminate the JV Agreement unilaterally in the event that (1) GET fails to provide the Shareholder Loan; (2) GET violates the equity transfer restrictions; (3) a change of control of GET results in the control of GET by a competitor; or (4) material breaches by a GET affiliate of investment agreement provisions that provide for certain subsidies and benefits. In the event that BeiGene HK unilaterally terminates the JV Agreement pursuant to certain termination provisions, BeiGene HK has the right to purchase all of GET’s equity interest in the JV Company at the market price.

Capital Increase Agreement

In conjunction with the JV Agreement, on March 7, 2017, the JV Company entered into a capital increase agreement with BeiGene HK and GET (the “Capital Increase Agreement”), to govern the capital contributions to the JV Company. BeiGene HK will contribute RMB200 million cash capital contribution over a three-year period commencing March 31, 2017. GET will contribute its full cash contribution on March 31, 2017. The Capital Increase Agreement may be terminated by written agreement among the parties. Any party may terminate the Capital Increase Agreement unilaterally in the event that (1) the update of the JV Company’s business license as a result of the transaction contemplated under the Capital Increase Agreement is not completed by May 31, 2017; or (2) a material breach is not cured within a certain period of time.

Shareholder Loan Contract

In conjunction with the JV Agreement, on March 7, 2017, the JV Company entered into a shareholder loan contract (the “Shareholder Loan Contract”) with GET relating to a loan of no more than RMB1 billion from GET to the JV Company with an interest rate of 8% per annum. The term of the Shareholder Loan is 72 calendar months, commencing from the actual draw down date indicated in the receipt of the Shareholder Loan. No accrued interest is due and payable prior to the repayment of the principal or the debt-to-equity conversion. GET will provide the Shareholder Loan to the JV Company in one lump-sum payment not later than March 31, 2017. The Shareholder Loan may be prepaid or converted in full or partially into a mid-single digit percentage equity interest in the JV Company prior to its maturity date pursuant to the terms of the JV Agreement upon the achievement of certain regulatory milestones. The Shareholder Loan can only be used for the JV Company, including the construction and operation of the Factory and research and development and clinical trials to be carried out by the JV Company. If the JV Company does not use the Shareholder Loan proceeds for the specified purposes, GET may be entitled to certain liquidated damages. In the event of an early termination of the JV Agreement, the Shareholder Loan will become due and payable at the time of termination of the JV Agreement.

Commercial Loan(s)

The Factory Sub expects to borrow RMB1 billion in the form of a commercial loan(s) and expects to receive certain interest subsidies for commercial loan interest payment(s), subject to limitation.

The foregoing descriptions of the terms of the various agreements do not purport to be complete and are qualified in their entirety by reference to the full text of such agreements, which the Company intends to file as exhibits to a subsequent periodic report.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

Please see the disclosure set forth under Item 1.01 under the captions Shareholder Loan Contract and Commercial Loan(s), which is incorporated by reference into this Item 2.03.

Item 7.01 Regulation FD Disclosure.

On March 7, 2017, the Company issued a press release announcing joint venture transaction described under Item 1.01. A copy of the press release is furnished as Exhibit 99.1 hereto and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section 11 and 12(a)(2) of the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued on March 7, 2017, furnished herewith

SIGNATURES

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: March 7, 2017

By: /s/ Howard Liang
Name: Howard Liang
Title: Chief Financial Officer and Chief Strategy Officer

Exhibit Index

Exhibit No.	Description
99.1	Press Release issued on March 7, 2017, furnished herewith



BeiGene and Guangzhou Development District Establish Joint Venture to Build Biologics Manufacturing Facility

- State-of-the-Art Facility to Break Ground in 2017
- Expected Direct Investments Total RMB2.2 Billion (\$330 million)
- Funding Includes Support for Clinical Development in China

BEIJING AND GUANGZHOU, March 7, 2017, BeiGene, Ltd. (NASDAQ:BGNE) and Guangzhou Development District (GDD) today announced that BeiGene (Hong Kong) Co., Ltd. (BeiGene HK), a wholly owned subsidiary of BeiGene, Ltd. and GDD and its affiliate Guangzhou GET Technology Development Co., Ltd (GET) have entered into a definitive agreement to establish a state-of-the-art commercial-scale biologics manufacturing facility in Guangzhou, Guangdong Province, China. The joint venture (JV), BeiGene Biologics Co., Ltd. (BeiGene Biologics), will also provide funding for research and development of biologic drug candidates in China. Total direct investments are expected to be RMB2.2 billion (\$330 million).

“We are very pleased to announce our joint venture with the Guangzhou Development District. Biologics represent an important part of BeiGene’s overall R&D and manufacturing capabilities. This joint venture will enable BeiGene to keep pace with a growing demand for the development and use of biologics in China and global markets,” commented Xiaodong Wang, Ph.D., Co-Founder, Director, and Chairman of the Scientific Advisory Board of BeiGene.

“ It is our strategic priority to secure high-quality large-scale manufacturing capacity based on the increasing biologics opportunity we envision in China and global markets. We believe the joint venture will provide a valuable asset for our long-term growth,” commented John V. Oyler, Co-Founder, Chief Executive Officer, and Chairman of the Board of BeiGene.

“We attach great importance to this project and believe that the successful introduction of BeiGene Biologics will transform Guangzhou Development District into a center for the innovative biopharmaceutical industry, promote the development of the biotechnology industry in the region, and provide a powerful driving force for economic transformation and upgrade. The government will provide strong support in funding, management service, and creating a good business environment,” commented the Administrative Committee of Guangzhou Municipal Government and Guangzhou Development District.

Under the terms of the agreement, the cash contributions to BeiGene Biologics (the JV Company) consist of RMB200 million (\$30 million) from BeiGene HK and a total of RMB 1 billion (\$150 million) from GET, including cash in equity investment of the JV Company and a shareholder loan, which may be convertible into equity of the JV Company. For additional funding, the manufacturing factory subsidiary of the JV Company is expected to secure commercial loans of RMB1 billion (\$150 million).

About BeiGene

BeiGene is a global, clinical-stage, research-based biotechnology company focused on molecularly targeted and immuno-oncology cancer therapeutics. With a team of over 300 scientists, clinicians and staff in mainland China, the United States, Australia and Taiwan, BeiGene is advancing a pipeline consisting of novel oral small molecules and monoclonal antibodies for cancer. BeiGene is working to create combination solutions aimed to have both a meaningful and lasting impact on cancer patients.

About Guangzhou Development District

Guangzhou Development District (GDD) is one of the first 14 national economic and technological development zones approved by the State Council in 1984. GDD's comprehensive strength ranks in the top three among the National Development

Zones. GDD mainly focuses on the development of R&D services, life and health science, inspection and other knowledge-intensive industries.

About Guangzhou GET Technology Development Co., Ltd.

Guangzhou GET Technologies Development Co., Ltd., established in 1998, is a wholly state-owned subsidiary of Guangzhou GET Holding Corporation Ltd., incorporated under the authority of the Administrative Committee of G DD. GET Technologies Development represents the GDD in performing the functions of an investor and focuses on equity investments in advanced and potential high-tech projects. GET Technologies Development now invests in three companies, including LG Display China Co., Ltd., Guangzhou Entrepreneur Park for Overseas Chinese Scholars, and Guangzhou GET Property Management Co., Ltd..

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and other federal securities laws, including statements regarding the strategic partnership, the anticipated development and capacity of the JV Company and manufacturing facility and the potential financing sources of the JV Company. Actual results may differ materially from those indicated in the forward-looking statements as a result of various important factors, including BeiGene's ability to demonstrate the efficacy and safety of its drug candidates; the clinical results for its drug candidates, which may not support further development; actions of regulatory agencies, which may affect the initiation, timing and progress of clinical trials; BeiGene's ability to achieve market acceptance in the medical community necessary for commercial success; BeiGene's ability to obtain and maintain protection of intellectual property for its technology and drugs; BeiGene's reliance on third parties to conduct preclinical studies and clinical trials; BeiGene's limited operating history

and BeiGene's ability to obtain additional funding for operations and to complete the development and commercialization of its drug candidates, as well as those risks more fully discussed in the section entitled "Risk Factors" in BeiGene's most recent quarterly report on Form 10-Q, as well as discussions of potential risks, uncertainties, and other important factors in BeiGene's subsequent filings with the U.S. Securities and Exchange Commission. All information in this press release is as of the date of this press release, and BeiGene undertakes no duty to update such information unless required by law.

Investor/Media Contact

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