
**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): **June 8, 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 13(a) of the Exchange Act. ☒

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

As previously disclosed by BeiGene, Ltd. (the “Company”) in Current Reports on Form 8-K, filed on April 26, 2017 and June 5, 2017, Ke Tang, a member of the Company’s Audit Committee of the Board of Directors (the “Board”), decided to not stand for re-election to the Board at the Company’s annual general meeting held on June 1, 2017. On June 2, 2017, the Company notified The NASDAQ Stock Market, Inc. (“NASDAQ”) of Mr. Tang’s departure from its Board and its Audit Committee. On June 8, 2017, NASDAQ notified the Company that the resignation of Mr. Tang caused the Company to no longer be compliant with NASDAQ’s audit committee requirements as set forth in Listing Rule 5605. Pursuant to Listing Rule 5605, the Company intends to appoint a new director to comply with the audit committee requirements within the cure period set forth in Listing Rule 5605(c)(4), which is the earlier of the Company’s next annual general shareholders’ meeting or June 1, 2018; or if the next annual general shareholders’ meeting is held before November 28, 2017, then no later than November 28, 2017.

* * *

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.

Date: June 12, 2017

BEIGENE, LTD.

By: /s/ Scott A. Samuels

Name: Scott A. Samuels

Title: Senior Vice President, General Counsel