

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)
c/o Maurant Governance Services
(Cayman) Limited
94 Solaris Avenue, Camana Bay
Grand Cayman
Cayman Islands
(Address of Principal Executive Offices)

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

KY1-1108
(Zip Code)

2018 Employee Share Purchase Plan
2018 Inducement Equity Plan
(Full title of the plan)

C T Corporation System
111 Eighth Avenue
New York, New York 10011
(Name and address of agent for service)

(212) 590-9070
(Telephone number, including area code, of agent for service)

Copies to:

Scott A. Samuels
Senior Vice President, General Counsel
c/o Maurant Governance Services (Cayman) Limited
94 Solaris Avenue, Camana Bay
Grand Cayman KY1-1108
Cayman Islands
+1 (345) 949 4123

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	☒		Accelerated filer	☐
Non-accelerated filer	☐	(Do not check if a smaller reporting company)	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 the Securities Act. ☐

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered(1)	Amount to be Registered (2)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares, par value \$0.0001 per share	3,500,000(3)	\$ 13.18(4)	\$ 46,130,000	\$ 5,743.19
Ordinary Shares, par value \$0.0001 per share	12,000,000(5)	\$ 15.51(6)	\$ 186,120,000	\$ 23,171.94
Total	15,500,000		\$ 232,250,000	\$ 28,915.13

- (1) These shares may be represented by the American Depositary Shares (“*ADSs*”) of BeiGene, Ltd. (the “*Registrant*”). 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 that become issuable under the above-named plans by reason of any share dividend, share split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding Ordinary Shares. In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.
- (3) Represents 3,500,000 Ordinary Shares available for future issuance under the Registrant’s 2018 Employee Share Purchase Plan (the “*2018 ESPP*”).

- (4) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and (h) promulgated under the Securities Act based on 85% of the average of the high and low prices of the Registrant's ADSs as reported on the NASDAQ Global Select Market on June 5, 2018 divided by 13, the then Ordinary Share-to-ADS ratio. Pursuant to the 2018 ESPP, for each offering period, the purchase price of the Ordinary Shares reserved for issuance thereunder will be equal to 85% of the fair market value of the Ordinary Shares on either the first business day of the offering period or the last business day of the offering period, whichever is lower.
 - (5) Represents 12,000,000 Ordinary Shares available for future issuance under the Registrant's 2018 Inducement Equity Plan.
 - (6) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and (h) promulgated under the Securities Act based on the average of the high and low prices of the Registrant's ADSs as reported on the NASDAQ Global Select Market on June 5, 2018 divided by 13, the then Ordinary Share-to-ADS ratio.
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PART I.

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of this Registration Statement. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the U.S. Securities and Exchange Commission (the “*Commission*”) are incorporated by reference into this Registration Statement:

(a) The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2017, filed with the Commission on February 28, 2018 (File No. 001-37686), which contains audited financial statements for the Registrant’s latest fiscal year for which such statements have been filed;

(b) The Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2018;

(c) The Registrant’s Current Reports on Form 8-K filed with the Commission on January 2, 2018; January 8, 2018; January 11, 2018; January 16, 2018; January 18, 2018; January 31, 2018; February 6, 2018; February 9, 2018; February 28, 2018; April 4, 2018; April 10, 2018; April 16, 2018; May 4, 2018; May 9, 2018; May 18, 2018; and June 8, 2018;

(d) The information specifically incorporated by reference into the Registrant’s Annual Report from the Registrant’s definitive proxy statement on Schedule 14A, which was filed with the Commission on April 30, 2018; and

(e) The description of the Registrant’s Ordinary Shares and ADSs contained in the Registrant’s Registration Statement on Form 8-A filed with the Commission under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”) on January 29, 2016 (File No. 001-37686), including any amendment or report filed for the purpose of updating such description.

All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances will any information furnished under Items 2.02 or 7.01 of Form 8-K be deemed to be incorporated by reference unless such Form 8-K expressly provides to the contrary.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

As of the date of this Registration Statement, certain investment funds associated with, and partners of, Goodwin Procter LLP beneficially owned less than 1% of the Registrant's outstanding equity securities.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Cayman Islands law does not limit the extent to which a company's articles of association may provide indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as providing indemnification against civil fraud or the consequences of committing a crime. The Registrant's articles of association provide that each officer or director of the Registrant shall be indemnified out of the assets of the registrant against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by such directors or officer, other than by reason of such person's dishonesty, willful default or fraud, in or about the conduct of our company's business or affairs (including as a result of any mistake of judgment) or in the execution or discharge of his duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by such director or officer in defending (whether successfully or otherwise) any civil proceedings concerning our company or its affairs in any court whether in the Cayman Islands or elsewhere.

In addition, the Registrant has entered, and intends to continue to enter into, indemnification agreements, substantially in the form filed as Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-207459), as amended, originally filed with the Commission on October 16, 2015, with its directors and executive officers to indemnify such persons in connection with claims made by reason of their being such a director or executive officer.

The Registrant maintains liability insurance for the Registrant's directors and officers, including insurance against liability under the Securities Act of 1933, as amended.

Certain of the Registrant's non-executive directors may, through their relationships with their employers or partnerships, be insured and/or indemnified against certain liabilities in their capacity as members of the Registrant's board of directors.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

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.

ITEM 9. UNDERTAKINGS

1. The undersigned Registrant hereby undertakes:

- (a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

Exhibit Number	Description
4.1(1)	<u>Fourth Amended and Restated Memorandum and Articles of Association of the Registrant, as currently in effect</u>
4.2(2)	<u>Deposit Agreement, dated February 5, 2016, by and among the Registrant, Citibank, N.A. and holders of the American Depositary Receipts</u>
4.3(3)	<u>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 and Form of Depositary Receipt</u>
4.4(4)	<u>Letter Agreement, dated as of July 11, 2016, between the Registrant and Citibank, N.A.</u>
4.5(5)	<u>Form of Letter Agreement</u>
4.6(6)	<u>Specimen Certificate for Ordinary Shares</u>
4.7(7)	<u>Second Amended and Restated Investors' Rights Agreement, dated as of April 21, 2015, by and among the Registrant and certain shareholders named therein</u>
4.8(8)	<u>Amendment No. 1 to Second Amended and Restated Investors' Rights Agreement, dated January 26, 2016, by and among the Registrant and the investors named therein</u>
4.9(9)	<u>Registration Rights Agreement, dated as of November 16, 2016, by and among the Registrant and the investors named therein</u>
4.10(10)	<u>Share Subscription Agreement, dated July 5, 2017, by and between the Registrant and Celgene Switzerland LLC</u>
5.1*	<u>Opinion of Maurant Ozannes regarding the issue of ordinary shares being registered</u>
23.1*	<u>Consent of Ernst & Young Hua Ming LLP</u>
23.2*	<u>Consent of Maurant Ozannes (included in Exhibit 5.1)</u>
24.1*	<u>Power of Attorney (included on the signature page)</u>
99.1(11)	<u>BeiGene, Ltd. 2018 Employee Share Purchase Plan</u>
99.2(12)	<u>BeiGene, Ltd. 2018 Inducement Equity Plan</u>
99.3(13)	<u>Form of Non-Qualified Share Option Agreement under the BeiGene, Ltd. 2018 Inducement Equity Plan</u>
99.4(14)	<u>Form of Restricted Share Unit Award Agreement under the BeiGene, Ltd. 2018 Inducement Equity Plan</u>

* Filed herewith.

- (1) Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-37686), filed with the Commission on February 11, 2016, and incorporated herein by reference.
- (2) Filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K (File No. 001-37686), filed with the Commission on February 11, 2016, and incorporated herein by reference.
- (3) Filed as Exhibits 4.1 and 4.2 to the Registrant's Current Report on Form 8-K (File No. 001-37686), filed with the Commission on April 11, 2016, and incorporated herein by reference.
- (4) Filed as Exhibit 4.7 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37686), filed with the Commission on August 10, 2016, and incorporated herein by reference.
- (5) Filed as Exhibit 4.9 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37686), filed with the Commission on May 10, 2017, and incorporated herein by reference.
- (6) Filed as Exhibit 4.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-207459), filed

with the Commission on December 9, 2015, and incorporated herein by reference.

- (7) Filed as Exhibit 4.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-207459), filed with the Commission on October 16, 2015, and incorporated herein by reference.
- (8) Filed as Exhibit 10.21 to the Registrant's Registration Statement on Form S-1 (File No. 333-207459), filed with the Commission on January 27, 2016, and incorporated herein by reference.
- (9) Filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K (File No. 001-37686), filed with the Commission on November 17, 2016, and incorporated herein by reference.
- (10) Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-37686), filed with the Commission on July 6, 2017, and incorporated herein by reference.
- (11) Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-37686), filed with the Commission on June 8, 2018, and incorporated herein by reference.
- (12) Filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K (File No. 001-37686), filed with the Commission on June 8, 2018, and incorporated herein by reference.
- (13) Filed as Exhibit 10.3 to the Registrant's Current Report on Form 8-K (File No. 001-37686), filed with the Commission on June 8, 2018, and incorporated herein by reference.
- (14) Filed as Exhibit 10.4 to the Registrant's Current Report on Form 8-K (File No. 001-37686), filed with the Commission on June 8, 2018, and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Toronto, Canada on June 6, 2018.

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 in the United States of BeiGene, Ltd., hereby severally constitute and appoint John V. Oyler, Howard Liang and Scott A. Samuels, and each of them singly, our true and lawful attorneys-in-fact and agents, 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-in-fact and agents, 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-in-fact and agents, 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 indicated on June 8, 2018.

Signature	Title
<u>/s/ John V. Oyler</u> John V. Oyler	Chief Executive Officer and Chairman <i>(Principal Executive Officer)</i>
<u>/s/ Howard Liang</u> Howard Liang	Chief Financial Officer and Chief Strategy Officer <i>(Principal Financial and Accounting Officer)</i>
<u>/s/ Timothy Chen</u> Timothy Chen	Director
<u>/s/ Donald W. Glazer</u> Donald W. Glazer	Director
<u>/s/ Michael Goller</u> Michael Goller	Director
<u>/s/ Ranjeev Krishana</u> Ranjeev Krishana	Director
<u>/s/ Thomas Malley</u> Thomas Malley	Director
<u>/s/ Xiaodong Wang</u> Xiaodong Wang	Director
<u>/s/ Qingqing Yi</u> Qingqing Yi	Director
<u>/s/ Jing-Shyh Su</u> Jing-Shyh Su	Director

BeiGene USA, Inc.

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

Authorized Representative in the United States

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125 Old Broad Street
London EC2N 1AR

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mourantozannes.com

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

8 June 2018

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 an amount of Ordinary Shares of par value US\$0.0001 in the capital of the Company (the **Shares**) for issuance pursuant to the Company's 2018 Employee Share Purchase Plan and the 2018 Inducement Equity Plan (together, the **Option Plans**).

As Cayman Islands counsel to the Company, we have examined the corporate authorisations of the Company in connection with the establishment of the Option Plans, the registration of the Option Plans with the Commission and the issue of the Shares pursuant to the Option Plans by the Company and have assumed that the Shares have been and will be issued in accordance with the Option 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 Option 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 Option 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 Law (as amended) of the Cayman Islands, the register of members of a Cayman Islands company is by statute regarded as *prima facie* evidence of any matters which the Companies Law (as amended) 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).

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.

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

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
Mourant Ozannes

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2018 Employee Share Purchase Plan and the 2018 Inducement Equity Plan of BeiGene, Ltd. of our reports dated February 28, 2018, 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, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young Hua Ming LLP
Beijing, People's Republic of China
June 8, 2018
