

**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 27, 2023

BEIGENE, LTD.
(Exact Name of Registrant as Specified in Charter)

001-37686
(Commission File Number)

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

Cayman Islands
(State or Other Jurisdiction of Incorporation)

c/o Mourant Governance 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American Depositary Shares, each representing 13 Ordinary Shares, par value \$0.0001 per share Ordinary Shares, par value \$0.0001 per share*	BCNE 06160	The NASDAQ Global Select Market The Stock Exchange of Hong Kong Limited

*Included in connection with the registration of the American Depositary Shares with the Securities and Exchange Commission. The ordinary shares are not listed for trading in the United States but are listed for trading on The Stock Exchange of Hong Kong Limited.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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 8.01 Other Events.*Amended Independent Director Compensation Policy*

On March 27, 2023, upon recommendation of the Compensation Committee, the Board of Directors of BeiGene, Ltd. (the "Company") approved amendments to the Company's Independent Director Compensation Policy (the "Amended Independent Director Compensation Policy"). Under the Amended Independent Director Compensation Policy, independent directors will be paid an annual cash retainer of \$65,000, which reflects a \$5,000 increase from the existing annual retainer adopted in 2022, and additional fees for service as a member or chair of each committee of the Board of Directors on which they serve, ranging from \$9,000 to \$35,000 per year, as specified in the policy, which reflect increases of \$2,000, \$3,000 or \$10,000 from the existing fees adopted in 2022 for service as a chairperson of each committee and increases of \$1,000, \$1,500 or \$5,000 from the existing fees adopted in 2022 for service as a member of each committee. The changes for the cash retainers, which are paid quarterly, are effective as of April 1, 2023. There are no changes in the amount or composition of the equity award compared to the policy adopted in 2022.

A complete copy of the Amended Independent Director Compensation Policy is filed as Exhibit 10.1 and is incorporated herein by reference. The above summary of the terms of the Amended Independent Director Compensation Policy does not purport to be complete and is qualified in its entirety by reference to such exhibit.

Item 9.01. Financial Statements and Exhibits.(d) Exhibits

Exhibit No.	Description
10.1	Amended Independent Director Compensation Policy
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

Exhibit Index

Exhibit No.	Description
10.1	Amended Independent Director Compensation Policy
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

SIGNATURE

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 29, 2023

By: /s/ Chan Lee
Name: Chan Lee
Title: Senior Vice President, General Counsel

BEIGENE, LTD.

INDEPENDENT DIRECTOR COMPENSATION POLICY

The purpose of this Independent Director Compensation Policy (this "Policy") of BeiGene, Ltd. (the "Company") is to provide a total compensation package that enables the Company to attract and retain, on a long-term basis, high-caliber directors who meet the general independence requirements under NASDAQ Rule 5605(a)(2) and Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. In furtherance of this purpose, all members of the Board of Directors (the "Board") of the Company who are independent directors under NASDAQ Rule 5605(a)(2) shall be paid compensation for services provided to the Company as set forth below:

Cash Retainers

Annual Retainer for Board Membership	
<i>For general availability and participation in meetings and conference calls of the Board. No additional compensation for attending individual Board meetings.</i>	\$65,000
Additional Annual Retainers for Committee Membership and Service as Chairperson	
Audit Committee Chairperson:	\$35,000
Audit Committee member:	\$17,500
Compensation Committee Chairperson:	\$30,000
Compensation Committee member:	\$15,000
Nominating and Corporate Governance Committee Chairperson:	\$18,000
Nominating and Corporate Governance Committee member:	\$9,000
Commercial and Medical Affairs Advisory Committee Chairperson:	\$20,000
Commercial and Medical Affairs Advisory Committee member:	\$10,000
Scientific Advisory Committee Chairperson:	\$20,000
Scientific Advisory Committee member:	\$10,000
No additional compensation for attending individual committee meetings.	

All cash retainers will be paid quarterly, in arrears, or upon the earlier resignation or removal of the independent director. Cash retainers owing to independent directors shall be annualized, meaning that independent directors who join the Board during the calendar year, such amounts shall be pro-rated based on the number of calendar days served by such director.

Equity Retainers

Upon initial election or appointment to the Board: An initial equity grant (the "Initial Grant") on the date of such election or appointment (the "grant date" for the Initial Grant) with an initial value of \$400,000 on the grant date, pro-rated based on the number of calendar days to be served from the grant date until the first anniversary of the most recent Annual Meeting.

Annual equity grants: On the date of the Company's Annual Meeting of Shareholders (the "Annual Meeting"), each continuing independent member of the Board who is eligible to receive awards under this Plan will receive an annual equity grant (the "Annual Grant") with an initial value of \$400,000 on the date of grant.

Terms and Conditions of Initial Grant and Annual Grant: Each of the Initial Grant and the Annual Grant (together, the “Equity Awards”) shall consist of 50% share options (“Options”) and 50% restricted share units (“RSUs”); *provided, however,* that to the extent that a grant of RSUs is subject to shareholder approval pursuant to applicable listing rules, (i) the Initial Grant shall consist of 100% Options and (ii) the Annual Grant shall include RSUs only upon shareholder approval and, in the absence of such shareholder approval, the Annual Grant shall consist of 100% Options. The number of Options awarded will be the applicable grant value divided by the per share option value on the date of grant determined in accordance with the Company’s standard option valuation practices; and the number of RSUs awarded will be the applicable grant value divided by the fair market value per share of the Company’s shares on the date of grant. The Options will have an exercise price equal to the higher of (i) the fair market value per share of the Company’s shares on the date of grant, and (ii) the average fair market value per share of the Company’s shares for the five trading days immediately preceding the date of grant. The Equity Awards shall be governed by, and subject to the terms and conditions of, the Company’s 2016 Share Option and Incentive Plan (as may be amended from time to time) and standard form of grant agreements in effect on the date of grant. In addition, the Equity Awards shall vest in full (i.e., in a single installment) upon the earlier to occur of the first anniversary of the date of grant or the date of the next Annual Meeting; provided, however, that all vesting shall cease if the director resigns from the Board or otherwise ceases to serve as a director other than as set forth below or the Board determines that the circumstances warrant continuation of vesting. In addition, all Options shall be exercisable for three years following cessation of service, and all Equity Awards shall accelerate in full upon (i) death, (ii) disability, (iii) termination of service in connection with a change of control of the Company, or (iv) upon a change of control of the Company if the director’s service continues and the awards are not assumed by the acquirer at the time of the change of control. Subject to specific terms and conditions designed for compliance with applicable tax and other regulations, directors generally may elect to defer settlement of their RSUs until six months following the date that the director ceases to serve as a director.

Limitations on Independent Director Compensation

Cash and equity compensation payable to independent directors under this Policy shall be subject to any limits, terms and conditions set forth in any Company policy or equity incentive plan or as otherwise adopted by the Board from time to time.

Expenses

The Company shall reimburse all reasonable out-of-pocket expenses incurred by independent directors in attending Board and committee meetings.

ADOPTED: November 16, 2016

EFFECTIVE: November 16, 2016

AMENDED: June 6, 2018, June 5, 2019, April 13, 2020, April 5, 2021*, February 17, 2022* and March 27, 2023*

* Changes regarding the cash retainers will become effective on April 1.