
**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): July 17, 2024

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

Cayman Islands (State or Other Jurisdiction of Incorporation) **001-37686** (Commission File Number) **98-1209416** (I.R.S. Employer Identification Number)

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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
American Depositary Shares, each representing 13 Ordinary Shares, par value \$0.0001 per share	BGNE	The NASDAQ Global Select Market
Ordinary Shares, par value \$0.0001 per share*	06160	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 18, 2024, BeiGene, Ltd. (the “Company”) announced the appointment of Aaron Rosenberg as the Chief Financial Officer (“CFO”) and the principal financial officer of the Company, effective as of July 22, 2024 (the “Effective Date”).

Mr. Rosenberg, 48, served as Senior Vice President and Corporate Treasurer at Merck & Co., Inc., from July 2021 to July 2024, responsible for capital markets, treasury operations, pension and risk management. Prior to that, he served in a variety of leadership roles of increasing scale since joining Merck in June 2003. This included Senior Vice President of Corporate Strategy and Planning, and Vice President, Finance Lead of Merck Animal Health. During his tenure at Merck, he was responsible for corporate strategy development, strategic and financial planning, financial operations and management, among others. Mr. Rosenberg is a CFA® charterholder and holds a B.S. in Finance from University of Florida and an M.B.A. from the Leonard N. Stern School of Business at the New York University.

Rosenberg Offer Letter

The Company entered into an offer letter with Mr. Rosenberg for the position of Chief Financial Officer effective as of the Effective Date. Mr. Rosenberg will receive a base salary of US\$620,000 and is eligible for an annual bonus with a target of 60% of his base salary, based on performance as determined by the Company.

Subject to the approval by the Company’s board of directors or the compensation committee of the board of directors, the Company will grant Mr. Rosenberg equity awards with an initial value of US\$5,000,000 on the date of grant, consisting of 1/3 restricted share units (“RSUs”), 1/3 share options and 1/3 performance share units (“PSUs”). RSUs shall vest over four years, with 25% of the shares vesting on the first anniversary of the last day of the month in which his employment starts and the remaining shares vesting in three equal annual installments measured from the initial vesting date, subject to continued service. The options shall vest over four years, with 25% of the shares vesting on the first anniversary of the last day of the month in which his employment starts and the remaining shares vesting in 36 equal successive monthly installments upon his completion of each month of service over the three-year period measured from the initial vesting date, subject to continued service. The PSUs shall vest at the end of the three-year performance period once the total revenue number for the third year is finalized to the extent the performance metrics are met upon determination by the board of directors or the compensation committee, subject to continued service.

Mr. Rosenberg’s employment has no specified term and can be terminated at will by either party. Upon termination by the Company without “cause” or by Mr. Rosenberg with “good reason” (each as defined in the offer letter), he would receive 12 months of his base salary in effect as of the date of termination, up to 12 months of COBRA coverage, and acceleration of the vesting of his initial RSUs and initial share options by 12 months (or full acceleration of the vesting of his initial RSUs, initial share options and any subsequent equity awards if such termination occurs within 12 months following a “change in control” and full acceleration of the vesting of the PSUs if such termination occurs within 18 months following a “change in control” (as defined in the offer letter)), subject to execution of a general release of claims.

Mr. Rosenberg will execute the Company’s standard form of indemnification agreement.

There are no other arrangements or understandings between Mr. Rosenberg and any other persons pursuant to which Mr. Rosenberg was appointed as CFO of the Company. There are no family relationships between Mr. Rosenberg and any director or executive officer of the Company, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The foregoing summary of the offer letter is subject to, and qualified in its entirety by, the full text of such letter, which will be filed as an exhibit to a subsequent periodic report filed with the SEC.

Wang Separation and Transition Agreement

On July 17, 2024, Julia Wang, the Company’s current CFO, resigned as CFO effective July 19, 2024. Ms. Wang is expected to serve as Senior Advisor until August 31, 2024 to assist with the CFO transition.

On July 17, 2024, the Company and Ms. Wang entered into a separation and transition agreement. Pursuant to the agreement and subject to her signing a further release upon her separation date as Senior Advisor, Ms. Wang will receive a cash payment of US\$930,000 (reflecting 18 months base salary), and US\$559,500 (reflecting 18 months of the target bonus and premiums for dental coverage). In addition, Ms. Wang will receive 18 months of accelerated vesting of the RSUs and share options that were granted to her on or before December 31, 2023, and an extension of the deadline to exercise all vested share options to 18 months after Ms. Wang’s separation date.

Ms. Wang’s resignation is not the result of any dispute or disagreement with the Company, its board of directors, or its management, or any matter relating to the Company’s operations, policies or practices.

The foregoing summary of the separation and transition agreement is subject to, and qualified in its entirety by, the full text of such agreement, which will be filed as an exhibit to a subsequent periodic report filed with the SEC.

Item 7.01. Regulation FD Disclosure.

On July 18, 2024, the Company issued a press release relating to the matters described above. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information furnished under Item 7.01 of this Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release titled “BeiGene Announces Appointment of Aaron Rosenberg as Chief Financial Officer” issued by BeiGene, Ltd. on July 18, 2024
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

Exhibit Index

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99.1	Press release titled “BeiGene Announces Appointment of Aaron Rosenberg as Chief Financial Officer” issued by BeiGene, Ltd. on July 18, 2024
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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: July 18, 2024

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

BeiGene Announces Appointment of Aaron Rosenberg as Chief Financial Officer

SAN MATEO, Calif. – (BUSINESS WIRE) – BeiGene, Ltd. (NASDAQ: BGNE; HKEX: 06160; SSE: 688235), a global oncology company, today announced the appointment of Aaron Rosenberg as Chief Financial Officer, effective July 22. Mr. Rosenberg will succeed Julia Wang, who is departing to pursue external opportunities and will stay with the Company through August to support the transition.

“We are thrilled to welcome Aaron amid a transformational year for BeiGene as we became a top 15 global oncology innovator by revenue with sustained progress to profitability and one of the most prolific and innovative pipelines in our industry including a plan to have at least 10 new molecular entities this year. Aaron’s financial leadership and impressive track record at Merck & Co. will be invaluable as we continue to responsibly scale our business and look to reinforce our global leadership in hematology as well as build future franchises in other highly prevalent cancers, including lung, breast and gastrointestinal,” said John V. Oyler, Co-Founder, Chairman and CEO of BeiGene. “We extend our deep gratitude to Julia for her many significant contributions including scaling our financial capabilities to support our growth from 4,000 to over 10,000 employees across five continents, contributing to the launch of BRUKINSA[®], which is one of the most successful global drug launches in oncology, raising billions of dollars in capital from the global equity markets and helping drive financial excellence to improve operational efficiency. We wish Julia well in her future endeavors.”

Mr. Rosenberg is a global finance executive with more than 20 years of experience at Merck & Co., Inc, known as Merck Sharp & Dohme outside of the United States and Canada. He was most recently Senior Vice President and Corporate Treasurer of Merck from 2021.

“I’m honored to join BeiGene at an inflection point in the Company’s growth with the opportunity to further strengthen this resilient global financial organization,” said Mr. Rosenberg. “I deeply believe in BeiGene’s mission to develop and deliver innovative cancer medicines to more patients around the world, and I’m excited to be a part of this growing company and its experienced leadership team.”

Prior to his role as Corporate Treasurer, Mr. Rosenberg served as Senior Vice President of Corporate Strategy and Planning at Merck from 2018 to 2021 with responsibilities including leading the enterprise-wide business transformation team and acting as Head of Financial Planning & Analysis. Mr. Rosenberg was Vice President and Finance Lead of Merck Animal Health from 2015 to 2018, leading a global team of 120 colleagues. He joined Merck in 2003 in ascending leadership roles in the global finance organization.

Mr. Rosenberg received a Bachelor of Science in Finance from the Warrington College of Business at the University of Florida and a Master of Business Administration from the Leonard N. Stern School of Business at New York University.

About BeiGene

BeiGene is a global oncology company that is discovering and developing innovative treatments that are more affordable and accessible to cancer patients worldwide. With a broad portfolio, we are expediting development of our diverse pipeline of novel therapeutics through our internal capabilities and collaborations. We are committed to radically improving access to medicines for far more patients who need them. Our growing global team of more than 10,000 colleagues spans five continents. To learn more about BeiGene, please visit www.beigene.com and follow us on LinkedIn, X (formerly known as Twitter), Facebook and Instagram.

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 BeiGene's planned number of new molecular entities this year; BeiGene's sustained progress towards profitability; BeiGene's ability to responsibly scale business and build future franchises in other highly prevalent cancers; and BeiGene's plans, commitments, aspirations and goals under the caption "About BeiGene". 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 or marketing approval; actions of regulatory agencies, which may affect the initiation, timing and progress of clinical trials and marketing approval; BeiGene's ability to achieve commercial success for its marketed medicines and drug candidates, if approved; BeiGene's ability to obtain and maintain protection of intellectual property for its medicines and technology; BeiGene's reliance on third parties to conduct drug development, manufacturing, commercialization, and other services; BeiGene's limited experience in obtaining regulatory approvals and commercializing pharmaceutical products; BeiGene's ability to obtain additional funding for operations and to complete the development of its drug candidates and achieve and maintain profitability; and 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.

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