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**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM S-1**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**BEIGENE, LTD.**

(Exact Name of Registrant as Specified in Its Charter)

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<b>Cayman Islands</b> (State or Other Jurisdiction of Incorporation or Organization)	<b>2834</b> (Primary Standard Industrial Classification Code Number)	<b>98-1209416</b> (I.R.S. Employer Identification Number)
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**c/o Mourant Ozannes Corporate Services (Cayman) Limited**  
94 Solaris Avenue, Camana Bay  
Grand Cayman KY1-1108  
Cayman Islands  
+1 (345) 949 4123  
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

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**C T Corporation System**  
111 Eighth Avenue  
New York, New York 10011  
(212) 894-8940  
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

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**Copies to:**

**Mitchell S. Bloom**  
Michael J. Kendall  
Edwin M. O'Connor  
Goodwin Procter LLP  
100 Northern Avenue  
Boston, MA 02210  
(617) 570-1000

**John V. Oyler**  
Chief Executive Officer and  
Chairman  
c/o Mourant Ozannes  
Corporate  
Services (Cayman) Limited  
94 Solaris Avenue, Camana  
Bay  
Grand Cayman KY1-1108  
Cayman Islands  
+1 (345) 949 4123

**Bruce K. Dallas**  
Davis Polk & Wardwell LLP  
1600 El Camino Real  
Menlo Park, California 94025  
(650) 752-2000

**Approximate date of commencement of proposed sale to the public:**  
**As soon as practicable after the effective date of this registration statement.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting 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

**CALCULATION OF REGISTRATION FEE**

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Title of Each Class of Securities to be Registered <sup>(1)</sup>	Proposed Maximum Aggregate Offering Price <sup>(2)(3)</sup>	Amount of Registration Fee
Ordinary Shares, par value \$0.0001 per share	\$28,750,000	\$3,333

- (1) American depositary shares, or ADSs, evidenced by American depositary receipts issuable upon deposit of the ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (File No. 333-209044). Each ADS represents 13 ordinary shares.
- (2) Includes (i) ordinary shares represented by ADSs that may be purchased by the underwriters pursuant to their option to purchase additional ADSs and (ii) all ordinary shares represented by ADSs initially offered or sold outside the United States that are thereafter resold from time to time in the United States.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended.

**This registration statement shall become effective upon filing with the Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.**

## **EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"). The contents of the Registration Statement on Form S-1 (File No. 333-214540) filed by BeiGene, Ltd. with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act, which was declared effective by the Commission on November 17, 2016, including the exhibits thereto, are incorporated by reference into this Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Hong Kong, on November 17, 2016.

### BEIGENE, LTD.

By: /s/ JOHN V. OYLER

Name: John V. Oyler  
Title: Chief Executive Officer and Chairman

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ JOHN V. OYLER</u> John V. Oyler	Chief Executive Officer, Chairman and Director (Principal Executive Officer)	November 17, 2016
<u>/s/ HOWARD LIANG</u> Howard Liang	Chief Financial Officer and Chief Strategy Officer (Principal Financial and Accounting Officer)	November 17, 2016
<u>*</u> Timothy Chen	Director	November 17, 2016
<u>*</u> Donald W. Glazer	Director	November 17, 2016
<u>*</u> Michael Goller	Director	November 17, 2016
<u>*</u> Ranjeev Krishana	Director	November 17, 2016
<u>*</u> Thomas Malley	Director	November 17, 2016
<u>*</u> Ke Tang	Director	November 17, 2016

Signature

Title

Date

\*

Director

November 17, 2016

\_\_\_\_\_  
Xiaodong Wang

\*

Director

November 17, 2016

\_\_\_\_\_  
Qingqing Yi

BeiGene USA, Inc.

By: /s/ JOHN V. OYLER

Authorized Representative in the

November 17, 2016

Name: John V. Oyler

United States

Title: Chief Executive Officer

\*By: /s/ JOHN V. OYLER

Attorney-in-Fact

November 17, 2016

John V. Oyler

## Exhibit Index

<u>Exhibit No.</u>	<u>Exhibit Title</u>
5.1	Opinion of Mourant Ozannes
23.1	Consent of Ernst & Young Hua Ming LLP
23.2	Consent of Mourant Ozannes (included in Exhibit 5.1)
24.1	Power of Attorney (incorporated by reference to Registration Statement on Form S-1 (File No. 333-214540) filed November 10, 2016)

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[EXPLANATORY NOTE AND INCORPORATION BY REFERENCE](#)

[SIGNATURES](#)

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London EC2N 1AR  
T +44 20 7796 7600  
F +44 20 7786 7699  
mourantozannes.com

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

17 November 2016

Dear Sirs and Mesdames,

**BeiGene, Ltd. ( the Company )**

We have acted as Cayman Islands legal advisers to the Company in connection with the Company's registration statement on Form S-1 (File No. 333-214540), including all amendments or supplements thereto (the **Registration Statement** ), filed with the Securities and Exchange Commission under the U.S. Securities Act of 1933, as amended to date and the related registration statement filed pursuant to Rule 462(b) of the U.S. Securities Act of 1933, as amended, (the **Rule 462(b) Registration Statement** ), relating to the offering (the **Offering** ) by the Company and certain shareholders of the Company (the **Selling Shareholders** ) of certain American Depositary Shares (the **ADSs** ) representing the Company's ordinary shares of par value US\$0.0001 each (the **Shares** ).

We are furnishing this opinion as Exhibit 5.1 to the Rule 462(b) Registration Statement.

#### **1. Documents Reviewed**

For the purposes of this opinion we have examined a copy of each of the following documents:

- (a) The certificate of incorporation of the Company dated 28 October 2010.
- (b) The Fourth Amended and Restated Memorandum and Articles of Association of the Company as adopted by a special resolution passed on 14 January 2016 and effective on 8 February 2016 (the **M&A** ).
- (c) The minutes of the meetings of the directors of the Company held on 14 January 2016 and 27 September 2016 (the **Directors' Resolutions** ).
- (d) The minutes of the extraordinary general meeting of the shareholders of the Company held on 14 January 2016 (the **Shareholders' Resolutions** and together with the Directors' Resolutions the **Resolutions** ).
- (e) A certificate from a Director of the Company addressed to this firm a copy of which is attached hereto (the **Director's Certificate** ).
- (f) A certificate of good standing dated 16 November 2016, issued by the Registrar of Companies in the Cayman Islands (the **Certificate of Good Standing** ).
- (g) The Registration Statement and the Rule 462(b) Registration Statement.



## 2. Assumptions

The following opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. In giving these opinions we have relied (without further verification) upon the completeness and accuracy of the Director's Certificate and the Certificate of Good Standing. We have also relied upon the following assumptions, which we have not independently verified:

- 2.1 Copy documents or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals.
- 2.2 The genuineness of all signatures and seals.
- 2.3 There is nothing under any law (other than the law of the Cayman Islands) which would or might affect the opinions set out below.

## 3. Opinion

Based upon the foregoing and subject to the qualifications set out below and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 The Company has been duly incorporated as an exempted company with limited liability and is validly existing and in good standing under the laws of the Cayman Islands.
- 3.2 The authorised share capital of the Company is US\$1,000,000 divided into 9,500,000,000 Ordinary Shares of a par value of US\$0.0001 each and 500,000,000 shares of a par value of US\$0.0001 each of such class or classes (however designated) as the board of directors may determine in accordance with the M&A.
- 3.3 The issue and allotment of the Shares to be sold by the Company have been duly authorised and when allotted, issued and paid for as contemplated in the Rule 462(b) Registration Statement, the Shares will be legally issued and allotted, fully paid and non-assessable. As a matter of Cayman Islands law, a share is only issued when it has been entered in the register of members (shareholders).
- 3.4 The Shares to be sold by the Selling Shareholders have been duly authorised and are legally issued and allotted, fully paid and non-assessable.
- 3.5 The statements under the caption **Taxation** in the prospectus forming part of the Rule 462(b) Registration Statement, to the extent that they constitute statements of Cayman Islands law, are accurate in all material respects and that such statements constitute our opinion.

## 4. Qualifications

Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions the subject of this opinion.

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 M&A, 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 hereby consent to the filing of this opinion as an exhibit to the Rule 462(b) Registration Statement and to the reference to our name under the headings **Enforceability of Civil Liabilities**, **Taxation** and **Legal Matters** and elsewhere in the Registration Statement. In giving such consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the Rules and Regulations of the Commission thereunder.

Yours faithfully

/s/ Mourant Ozannes

**Mourant Ozannes**

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QuickLinks

[Exhibit 5.1](#)

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**Exhibit 23.1**

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated March 29, 2016, with respect to the consolidated financial statements of BeiGene, Ltd. incorporated by reference in Amendment No. 1 to the Registration Statement (Form S-1 No. 333-214540) and related Prospectus of BeiGene, Ltd. for the registration of its ordinary shares in the form of American Depositary Shares.

/s/ Ernst & Young Hua Ming LLP  
Beijing, People's Republic of China  
November 17, 2016

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QuickLinks

[Exhibit 23.1](#)