

**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)

**Not applicable**  
(I.R.S. Employer  
Identification Number)

**c/o Mourant Ozannes Corporate Services (Cayman) Limited  
94 Solaris Avenue, Camana Bay  
Grant 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)

**2011 Option Plan**  
(Full title of the plans)

**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)

**Copies to:**

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

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**

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	258,113(3)	\$ 0.16(4)	\$ 41,299	\$ 4.79

- (1) These shares may be represented by the Registrant's American Depositary Shares, or ADSs. 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 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional Ordinary Shares which become issuable under the above-named plan 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.

- (3) Represents 258,113 Ordinary Shares subject to outstanding awards under the 2011 Option Plan (the “2011 Plan”). To the extent Ordinary Shares that are subject to awards under the 2011 Plan are forfeited, cancelled, repurchased, expired or otherwise terminated (other than by exercise) from and after the effective date of the 2016 Share Option and Incentive Plan (the “2016 Plan”), such shares will be available for future issuance under the 2016 Plan.
  - (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act. For the 258,113 Ordinary Shares reserved for issuance upon the exercise of outstanding awards granted under the 2011 Plan, the Proposed Maximum Offering Price Per Share is \$0.16 per share, which is the weighted average exercise price of these awards granted under the 2011 Plan.
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**REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E to Form S-8, this Registration Statement is being filed for the purpose of registering an additional 258,113 of the Registrant's Ordinary Shares to be issued pursuant to the Registrant's 2011 Option Plan, which are the same class as those securities previously registered on the effective Form S-8 filed with the U.S. Securities and Exchange Commission on February 5, 2016 (File No. 333-209410), and the contents of that Registration Statement are hereby incorporated by reference into this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 8. EXHIBITS**

See the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this Registration Statement, which Exhibit Index is 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 Hong Kong on October 11, 2016.

**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 and Howard Liang, and each of them singly, our true and lawful attorneys, 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, 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, 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John V. Oyler</u> John V. Oyler	Chief Executive Officer and Chairman (Principal Executive Officer)	October 11, 2016
<u>/s/ Howard Liang</u> Howard Liang	Chief Financial Officer and Chief Strategy Officer (Principal Financial and Accounting Officer)	October 11, 2016
<u>/s/ Timothy Chen</u> Timothy Chen	Director	October 11, 2016

<u>/s/ Donald W. Glazer</u> Donald W. Glazer	Director	October 11, 2016
<u>/s/ Michael Goller</u> Michael Goller	Director	October 11, 2016
<u>/s/ Ranjeev Krishana</u> Ranjeev Krishana	Director	October 11, 2016
<u>/s/ Thomas Malley</u> Thomas Malley	Director	October 11, 2016
<u>/s/ Ke Tang</u> Ke Tang	Director	October 11, 2016
<u>/s/ Xiaodong Wang</u> Xiaodong Wang	Director	October 11, 2016
<u>/s/ Qingqing Yi</u> Qingqing Yi	Director	October 11, 2016

BeiGene USA, Inc.

By: <u>/s/ John V. Oyler</u> Name: John V. Oyler Title: <i>Chief Executive Officer</i>	Authorized Representative in the United States	October 11, 2016
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## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1(1)	Fourth Amended and Restated Memorandum and Articles of Association of the Registrant, as amended and currently in effect
4.2(2)	Deposit Agreement dated February 5, 2016 by and among the Registrant, the Depository and holders of the American Depositary Receipts
4.3(3)	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 American Depositary Receipt
4.4(4)	Specimen Certificate for Ordinary Shares
4.5(5)	Second Amended and Restated Investors' Rights Agreement, dated as of April 21, 2015, by and among the Registrant and certain shareholders named therein
4.6(6)	Amendment No. 1 to Second Amended and Restated Investors' Rights Agreement, dated January 26, 2016, by and among the Registrant and certain shareholders named therein
5.1	Opinion of Mourant Ozannes regarding the issue of ordinary shares being registered
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 (included on the signature page)
99.1(7)	2011 Option Plan, as amended and form of option agreement thereunder
99.2(8)	2016 Share Option and Incentive Plan and forms of agreements thereunder

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- (1) F filed as Exhibit 3.1 to Registrant's Current Report on Form 8-K (File No. 001-37686), filed with the U.S. Securities and Exchange Commission on February 11, 2016, and incorporated herein by reference.
  - (2) F filed as Exhibits 4.1 to Registrant's Current Report on Form 8-K (File No. 001-37686), filed with the U.S. Securities and Exchange Commission on February 11, 2016, and incorporated herein by reference.
  - (3) Filed as Exhibit 4.1 and 4.2 to Registrant's Current Report on Form 8-K (File No. 001-37686), filed with the U.S. Securities and Exchange Commission on April 11, 2016, and incorporated herein by reference.
  - (4) Filed as Exhibit 4.3 of the Registrant's Registration Statement on Form S-1 (File No. 333-207459), filed with the U.S. Securities and Exchange Commission on December 9, 2015, and incorporated herein by reference.
  - (5) Filed as Exhibit 4.4 of the Registrant's Registration Statement on Form S-1 (File No. 333-207459), filed with the U.S. Securities and Exchange Commission on October 16, 2015, and incorporated herein by reference.
  - (6) Filed as Exhibit 10.21 of the Registrant's Registration Statement on Form S-1 (File No. 333-207459), filed the U.S. Securities and Exchange Commission on January 27, 2016, and incorporated herein by reference.
  - (7) Filed as Exhibit 10.1 to Registrant's Registration Statement on Form S-1 (File No. 333-207459), filed with the U.S. Securities and Exchange Commission on October 16, 2015, and incorporated herein by reference.

(8) Filed as Exhibit 10.2 to Registrant's Registration Statement on Form S-1 (File No. 333-207459), filed with the U.S. Securities and Exchange Commission on January 19, 2016, and incorporated herein by reference.

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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

11 October 2016

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 2011 Option Plan (together the **Option Plan** ).

As Cayman Islands counsel to the Company, we have examined the corporate authorisations of the Company in connection establishment of the Option Plan, the registration of the Option Plan with the Commission and the issue of the Shares pursuant to the Option Plan by the Company and have assumed that the Shares have been and will be issued in accordance with the Option Plan 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 Plan 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 Plan) 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. In giving such consent, we do not consider that we are "**experts**" within the meaning of such

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

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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**

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2011 Option Plan of BeiGene, Ltd. of our report dated March 29, 2016, with respect to the consolidated financial statements of BeiGene, Ltd. included in its Annual Report (Form 10-K) for the year ended December 31, 2015, filed with the Securities and Exchange Commission.

/s/ Ernst & Young Hua Ming LLP  
Beijing, People's Republic of China  
October 11, 2016

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