

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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[] Check this box if no longer
subject to Section 16. Form 4 or
Form 5 obligations may
continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | |
|--|--|---|--|---|--|
| 1. Name and Address of Reporting Person * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| OYLER JOHN | | BeiGene, Ltd. [BGNE] | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | |
| C/O MOURANT GOVERNANCE SERVICES (CAYMAN), 94 SOLARIS AVENUE | | 11/15/2022 | | Chief Executive Officer | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| CAMANA BAY, GRAND CAYMAN, E9 KY1-1108 | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|-----------------|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Ordinary Shares | | | | | | | | 1745913 | D | |
| Ordinary Shares | | | | | | | | 481533 | I | See Footnote (1) |
| Ordinary Shares | | | | | | | | 7727927 | I | See Footnote (2) |
| Ordinary Shares | | | | | | | | 29114115 | I | See Footnote (3) |
| Ordinary Shares | | | | | | | | 9675000 | I | See Footnote (4) |
| Ordinary Shares | | | | | | | | 102188 | I | See Footnote (5) |
| American Depositary Shares (6) | 11/15/2022 | | S(7) | | 1400 | D | \$203.6383 (8) | 23600 | D | |
| American Depositary Shares (6) | 11/15/2022 | | S(7) | | 2333 | D | \$204.601 (9) | 21267 | D | |
| American Depositary Shares (6) | 11/15/2022 | | S(7) | | 4081 | D | \$205.6736 (10) | 17186 | D | |
| American Depositary Shares (6) | 11/15/2022 | | S(7) | | 4456 | D | \$206.5701 (11) | 12730 | D | |
| American Depositary Shares (6) | 11/15/2022 | | S(7) | | 7643 | D | \$207.6622 (12) | 5087 | D | |
| American Depositary Shares (6) | 11/15/2022 | | S(7) | | 4487 | D | \$208.5482 (13) | 600 | D | |
| American Depositary Shares (6) | 11/15/2022 | | S(7) | | 600 | D | \$209.8817 (14) | 0 | D | |
| American Depositary Shares (6) | 11/15/2022 | | S(15) | | 700 | D | \$204.2403 (16) | 4228 | I | See Footnote (1) |
| American Depositary Shares (6) | 11/15/2022 | | S(15) | | 884 | D | \$205.5234 (17) | 3344 | I | See Footnote (1) |
| American Depositary Shares (6) | 11/15/2022 | | S(15) | | 1009 | D | \$206.5129 (18) | 2335 | I | See Footnote (1) |
| American Depositary Shares (6) | 11/15/2022 | | S(15) | | 835 | D | \$207.622 (19) | 1500 | I | See Footnote (1) |
| American Depositary Shares (6) | 11/15/2022 | | S(15) | | 1400 | D | \$208.4457 (20) | 100 | I | See Footnote (1) |
| American Depositary Shares (6) | 11/15/2022 | | S(15) | | 100 | D | \$210.18 | 0 | I | See Footnote (1) |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

- (1) These securities are held by the P&O Trust, the beneficiaries of which include the Reporting Person's child and others, for which the Reporting Person disclaims beneficial ownership.
- (2) These securities are held in a grantor retained annuity trust, of which the Reporting Person's father is a trustee, for which the Reporting Person disclaims beneficial ownership.
- (3) These securities are held by Oyler Investment LLC, of which 99% of the limited liability company interest is owned by a grantor retained annuity trust, of which the Reporting Person's father is a trustee, for which the Reporting Person disclaims beneficial ownership.
- (4) These securities are held for the benefit of the Reporting Person in a Roth IRA PENSICO trust account.
- (5) These securities are held by The John Oyler Legacy Trust, of which the Reporting Person's father is a trustee, for the benefit of the Reporting Person's minor child, for which the Reporting Person disclaims beneficial ownership.
- (6) Each American Depositary Share represents 13 Ordinary Shares.
- (7) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 13, 2022.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$203.01 to \$203.99, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares sold at each separate price.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$204.11 to \$205.10, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares sold at each separate price.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$205.11 to \$206.10, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares sold at each separate price.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$206.11 to \$207.08, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares sold at each separate price.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$207.11 to \$208.10, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares sold at each separate price.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$208.12 to \$209.05, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares sold at each separate price.
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$209.41 to \$210.13, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares sold at each separate price.
- (15) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted on March 8, 2022.
- (16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$203.93 to \$204.67, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares sold at each separate price.
- (17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$205.00 to \$205.93, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares sold at each separate price.
- (18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$206.00 to \$206.99, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares sold at each separate price.
- (19) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$207.00 to \$207.97, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares sold at each separate price.
- (20) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$208.07 to \$208.95, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of American Depositary Shares sold at each separate price.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OYLER JOHN C/O MOURANT GOVERNANCE SERVICES (CAYMAN) 94 SOLARIS AVENUE CAMANA BAY, GRAND CAYMAN, E9 KY1-1108 | X | | Chief Executive Officer | |

Signatures

/s/ Qing Nian, as Attorney-in-Fact

11/17/2022

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.