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): April 5, 2021

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

Cayman Islands	**001-37686**	**98-1209416**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(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:

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	**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 registered or 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. o

Item 8.01. Other Events.

Amended Independent Director Compensation Policy

On April 5, 2021, upon recommendation of the Compensation Committee, the Board of Directors of BeiGene, Ltd. (the "Company" or "BeiGene") 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 $60,000, which is an increase of $10,000 from the existing annual retainer adopted in 2018, and additional fees for service as a member or chair of each committee of the Board of Directors on which they serve, ranging from $7,500 to $22,500 per year, as specified in the policy, which reflect increases of $1,500 or $2,500 from the existing fees adopted in 2018 for service as a member of each committee and no changes for service as a chair of each committee. The changes for the cash retainers, which are paid quarterly, are effective as of April 1, 2021.

Additionally, independent directors will be granted an initial equity award (the "Initial Grant") initially valued at $400,000 in connection with their initial election or appointment to the Board of Directors, pro-rated in the first year of service, and an annual equity award (the "Annual Grant") initially valued at $400,000 on the date of each annual meeting of shareholders, which reflect an increase from the existing $300,000 awards adopted in 2018. Each of the awards will consist of 50% share options ("Options") and 50% restricted share units ("RSUs"), compared to the existing policy of granting 100% share options; provided, however, that to the extent that a grant of RSUs is subject to shareholder approval pursuant to applicable listing rules (as is currently the case under the rules of the Hong Kong Stock Exchange), (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. As under the current policy, the equity awards will vest on the earlier of the first anniversary of date of grant or the date of the next annual meeting of shareholders, and in full upon death, disability or the occurrence of specified events in connection with a change of control of the Company. 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. 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 will be granted under the Company's 2016 Share Option and Incentive Plan (as may be amended from time to time, the "2016 Plan") and standard form of award agreements thereunder. In addition, under the terms of the 2016 Plan, the value of all equity awards and other cash compensation paid to each independent director for their service as an independent director may not exceed $1 million in any calendar year. The changes for Initial Grants are effective immediately and for Annual Grants will be effective for the awards to be made on the date of the 2021 Annual General Meeting of Shareholders.

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.

BeiGene Announces First Commercial Manufacturing Approval for Its State-of-the-Art Biologics Facility in Guangzhou, China

On April 7, 2021, the Company announced approval from the China National Medical Products Administration (NMPA) for BeiGene to begin manufacturing commercial supply of its approved anti-PD-1 antibody, tislelizumab, at its state-of-the-art biologics facility in Guangzhou, China. At over one million square feet (100,000 square meters) and 8,000 liters of biologics capacity approved for commercial supply, this wholly owned facility will immediately begin production of commercial supply of tislelizumab for the China market. An additional phase of construction currently in progress to bring total capacity to 64,000 liters is expected to be completed by the end of 2022. The full text of this press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

BeiGene Provides Update on Phase 2 Clinical Trial of Zanubrutinib in Patients with COVID-19-Related Pulmonary Distress

On April 8, 2021, the Company announced that the Phase 2 clinical trial evaluating BRUKINSA® (zanubrutinib) in patients hospitalized with respiratory symptoms of COVID-19, requiring supplemental oxygen without mechanical ventilation, did not meet the co-primary efficacy endpoints of respiratory failure-free survival or reduction in days on oxygen as compared to placebo. There were no new or additional safety signals for zanubrutinib identified in the trial. The full text of this press release is filed as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
10.1	BeiGene, Ltd. Independent Director Compensation Policy, as amended.
99.1	Press Release issued by BeiGene, Ltd. on April 7, 2021.
99.2	Press Release issued by BeiGene, Ltd. on April 8, 2021.
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

Exhibit Index

Exhibit No.	Description
10.1	BeiGene, Ltd. Independent Director Compensation Policy, as amended.
99.1	Press Release issued by BeiGene, Ltd. on April 7, 2021.
99.2	Press Release issued by BeiGene, Ltd. on April 8, 2021.
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: April 8, 2021

By: /s/ Scott A. Samuels
Name: Scott A. Samuels
Title: Senior Vice President, General Counsel

Exhibit 10.1

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	
For general availability and participation in meetings and conference calls of the Board. No additional compensation for attending individual Board meetings.	$60,000
Additional Annual Retainers for Committee Membership and Service as Chairperson	
Audit Committee Chairperson:	$22,500
Audit Committee member:	$12,500
Compensation Committee Chairperson:	$17,500
Compensation Committee member:	$10,000
Nominating and Corporate Governance Committee Chairperson:	$12,500
Nominating and Corporate Governance Committee member:	$7,500
Commercial and Medical Affairs Advisory Committee Chairperson:	$16,500
Commercial and Medical Affairs Advisory Committee member:	$9,000
Scientific Advisory Committee Chairperson:	$16,500
Scientific Advisory Committee member:	$9,000
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 acquiror 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 and April 5, 2021*

* Changes regarding the cash retainers will become effective on April 1, 2021.

Exhibit 99.1

BeiGene Announces First Commercial Manufacturing Approval for Its State-of-the-Art Biologics Facility in Guangzhou, China

Commercial supply of tislelizumab for China now expanded with wholly owned manufacturing site

BEIJING, China and CAMBRIDGE, Mass., April 7, 2021 -- BeiGene, Ltd. (NASDAQ: BGNE; HKEX: 06160), a commercial-stage biotechnology company focused on developing and commercializing innovative medicines worldwide, today announced approval from the China National Medical Products Administration (NMPA) for BeiGene to begin manufacturing commercial supply of its approved anti-PD-1 antibody, tislelizumab, at its state-of-the-art biologics facility in Guangzhou, China. At over one million square feet (100,000 square meters) and 8,000 liters of biologics capacity approved for commercial supply, this wholly owned facility will immediately begin production of commercial supply of tislelizumab for the China market. An additional phase of construction currently in progress to bring total capacity to 64,000 liters is expected to be completed by the end of 2022.

“We started building this large-scale, commercial biologics manufacturing facility in 2017 to meet our expected future demand. Since that time, tislelizumab has been approved in several indications in China, included in the National Reimbursement Drug List (NRDL), and licensed to Novartis in Europe, North America and Japan,” commented Xiaobin Wu, Ph.D., President, Chief Operating Officer, and General Manager of China at BeiGene. “With significantly expanded capacity for tislelizumab and for other biologics in our pipeline, we are continuing our strong commitment to the quality, safety, and compliance of our products.”

BeiGene’s Guangzhou manufacturing facility has been designed to operate in compliance with current Good Manufacturing Practice (cGMP) standards adopted by the U.S. Food & Drug Administration (FDA), the China National Medical Products Administration (NMPA), and the European Medicines Agency (EMA). The Guangzhou site is expected to be the first paperless biological manufacturing facility in China and integrates new technologies such as 3D modeling, digital twin, augmented interfaces, and artificial intelligence to improve quality and efficiency.

About Tislelizumab

Tislelizumab (BGB-A317) is a humanized IgG4 anti-PD-1 monoclonal antibody specifically designed to minimize binding to FcγR on macrophages. In pre-clinical studies, binding to FcγR on macrophages has been shown to compromise the anti-tumor activity of PD-1 antibodies through activation of antibody-dependent macrophage-mediated killing of T effector cells. Tislelizumab is the first drug from BeiGene’s immuno-oncology biologics program and is being developed internationally as a monotherapy and in combination with other therapies for the treatment of a broad array of both solid tumor and hematologic cancers.

The China National Medical Products Administration (NMPA) has granted tislelizumab full approval for first-line treatment of patients with advanced squamous non-small cell lung cancer (NSCLC) in combination with chemotherapy. Tislelizumab has also received conditional approval from the NMPA for the treatment of patients with classical Hodgkin’s lymphoma (cHL) who received at least two prior therapies, and for the treatment of patients with locally advanced or metastatic urothelial carcinoma (UC) with PD-L1 high expression whose disease progressed during or following platinum-containing chemotherapy or within 12 months of neoadjuvant or adjuvant treatment with platinum-containing chemotherapy. Full approval for these indications is contingent upon results from ongoing randomized, controlled confirmatory clinical trials.

In addition, three supplemental Biologics License Applications for tislelizumab have been accepted by the Center for Drug Evaluation (CDE) of the NMPA and are under review for first-line treatment of patients with advanced non-squamous NSCLC in combination with chemotherapy, for the second- or third-line treatment of patients with locally advanced or metastatic NSCLC who progressed on prior platinum-based chemotherapy, and for previously treated unresectable hepatocellular carcinoma.

Currently, 16 potentially registration-enabling clinical trials are being conducted in China and globally, including 13 Phase 3 trials and three pivotal Phase 2 trials.

In January 2021, BeiGene and Novartis entered into a collaboration and license agreement granting Novartis rights to develop, manufacture, and commercialize tislelizumab in North America, Europe, and Japan.

Tislelizumab is not approved for use outside of China.

About BeiGene

BeiGene is a global, commercial-stage biotechnology company focused on discovering, developing, manufacturing, and commercializing innovative medicines to improve treatment outcomes and access for patients worldwide. Our 5,400+ employees around the world are committed to expediting the development of a diverse pipeline of novel therapeutics. We currently market two internally discovered oncology medicines: BTK inhibitor BRUKINSA® (zanubrutinib) in the United States and China, and anti-PD-1 antibody tislelizumab in China. We also market or plan to market additional oncology products in China licensed from Amgen Inc.; Celgene Logistics Sàrl, a Bristol Myers Squibb (BMS) company; and EUSA Pharma; and have entered a collaboration with Novartis Pharma AG for Novartis to develop, manufacture and commercialize tislelizumab in North America, Europe, and Japan. To learn more about BeiGene, please visit www.beigene.com and follow us on Twitter at @BeiGeneUSA.

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 the expected completion, total capacity, and regulatory approval of the additional phase at BeiGene's Guangzhou biologics manufacturing facility. 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 and other services; BeiGene's limited experience in obtaining regulatory approvals and commercializing pharmaceutical products and its ability to obtain additional funding for operations and to complete the development of its drug candidates and achieve and maintain profitability; the impact of the COVID-19 pandemic on the BeiGene's clinical development, regulatory, commercial, and other operations, as well as those risks more fully discussed in the section entitled "Risk Factors" in BeiGene's most recent annual report on Form 10-K 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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Exhibit 99.2

BeiGene Provides Update on Phase 2 Clinical Trial of Zanubrutinib in Patients with COVID-19-Related Pulmonary Distress

Trial did not meet the co-primary efficacy endpoints; no new safety signals identified

CAMBRIDGE, Mass. and BEIJING, China, April 8, 2021 -- BeiGene, Ltd. (NASDAQ: BGNE; HKEX: 06160), a global biotechnology company focused on developing and commercializing innovative medicines worldwide, today announced that the Phase 2 trial evaluating BRUKINSA® (zanubrutinib) in patients hospitalized with respiratory symptoms of COVID-19, requiring supplemental oxygen without mechanical ventilation, did not meet the co-primary efficacy endpoints of respiratory failure-free survival or reduction in days on oxygen as compared to placebo. There were no new or additional safety signals for zanubrutinib identified in the trial.

“I am proud of the work by our teams at BeiGene and our research partners to further the understanding of the potential for BTK-inhibition against COVID-19-related respiratory distress. While the outcome of this Phase 2 trial is disappointing, I am heartened by the speed at which we mobilized to launch a clinical trial to explore if zanubrutinib might be able to help in the global fight against COVID-19,” said Jane Huang, M.D., Chief Medical Officer, Hematology, at BeiGene. “Our mission has been to explore ways we can help patients around the world, supported by scientific rigor and well-designed and executed trials like this.”

BeiGene expects to submit these data for scientific presentation or publication in the future.

About the BGB-3111-219 Trial of Zanubrutinib for Patients with COVID-19

BeiGene initiated patient enrollment in a Phase 2 trial in the U.S. evaluating zanubrutinib for the treatment of patients with COVID-19-related pulmonary distress (NCT04382586) in May 2020.

The trial enrolled 67 patients with COVID-19 disease who either required supplemental oxygen or mechanical ventilation. The trial was designed to assess quickly whether treatment with zanubrutinib could help hospitalized patients with COVID-19-related pulmonary distress. Non-mechanically ventilated patients were randomized to receive oral zanubrutinib at 320 mg once daily for 28 days plus supportive care, or placebo plus supportive care. An additional cohort of four patients on mechanical ventilation received zanubrutinib plus supportive care. The trial’s co-primary endpoints were respiratory failure-free survival rate at day 28 and reduction in days on oxygen in the randomized cohort.

About BRUKINSA® (zanubrutinib)

BRUKINSA (zanubrutinib) is a small molecule inhibitor of Bruton’s tyrosine kinase (BTK), discovered by BeiGene scientists. It is currently being evaluated globally in a broad pivotal clinical program as a monotherapy and in combination with other therapies to treat various B-cell malignancies.

About BeiGene

BeiGene is a global, commercial-stage biotechnology company focused on discovering, developing, manufacturing, and commercializing innovative medicines to improve treatment outcomes and access for patients worldwide. Our 5,400+ employees around the world are committed to expediting the development of a diverse pipeline of novel therapeutics. We currently market two internally discovered oncology medicines: BTK inhibitor BRUKINSA® (zanubrutinib) in the United States and China, and anti-PD-1 antibody tislelizumab in China. We also market or plan to market additional oncology products in China licensed from Amgen Inc.; Celgene Logistics Sàrl, a Bristol Myers Squibb (BMS) company; and EUSA Pharma; and have entered a collaboration with Novartis Pharma AG for Novartis to develop, manufacture, and commercialize tislelizumab in North America, Europe, and Japan. To learn more about BeiGene, please visit www.beigene.com and follow us on Twitter at @BeiGeneUSA.

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 expectation to submit the data for scientific presentation or publication in the future. 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 and other services; BeiGene’s limited experience in obtaining regulatory approvals and commercializing pharmaceutical products and its ability to obtain additional funding for operations and to complete the development and commercialization of its drug candidates and achieve and maintain profitability; the impact of the COVID-19 pandemic on the BeiGene’s clinical development, regulatory, commercial, and other operations, as well as those risks more fully discussed in the section entitled “Risk Factors” in BeiGene’s most recent annual report on Form 10-K 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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