

BeiGene, Ltd.
Form 4
July 10, 2017

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
OYLER JOHN

(Last) (First) (Middle)

**C/O MOURANT OZANNES
CORPORATE SERVICES,, 94
SOLARIS AVENUE, CAMANA
BAY**

(Street)

GRAND CAYMAN, E9 KY1-1108

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BeiGene, Ltd. [BGNE]

3. Date of Earliest Transaction
(Month/Day/Year)
07/06/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price (A) or (D) | | |
| American Depository Shares ⁽¹⁾ | 07/06/2017 | | S ⁽²⁾ | | 7,345 | D | |
| | | | | | \$ 60.6238 ⁽³⁾ | | 212,055 |
| American Depository Shares ⁽¹⁾ | 07/06/2017 | | S ⁽²⁾ | | 6,901 | D | |
| | | | | | \$ 61.4954 ⁽⁴⁾ | | 205,154 |
| American Depository Shares ⁽¹⁾ | 07/06/2017 | | S ⁽²⁾ | | 10,324 | D | |
| | | | | | \$ 62.5741 ⁽⁵⁾ | | 194,830 |

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| | | | | | | | | |
|---|------------|------------------|--------|---|----------------------------|------------|---|------------------------------|
| American Depositary Shares ⁽¹⁾ | 07/06/2017 | S ⁽²⁾ | 30,390 | D | \$ 63.6318 ⁽⁶⁾ | 164,440 | D | |
| American Depositary Shares ⁽¹⁾ | 07/06/2017 | S ⁽²⁾ | 44,695 | D | \$ 64.5091 ⁽⁷⁾ | 119,745 | D | |
| American Depositary Shares ⁽¹⁾ | 07/06/2017 | S ⁽²⁾ | 64,553 | D | \$ 65.4174 ⁽⁸⁾ | 55,192 | D | |
| American Depositary Shares ⁽¹⁾ | 07/06/2017 | S ⁽²⁾ | 51,821 | D | \$ 66.3487 ⁽⁹⁾ | 3,371 | D | |
| American Depositary Shares ⁽¹⁾ | 07/06/2017 | S ⁽²⁾ | 3,071 | D | \$ 67.3608 ⁽¹⁰⁾ | 300 | D | |
| American Depositary Shares ⁽¹⁾ | 07/06/2017 | S ⁽²⁾ | 300 | D | \$ 68.11 ⁽¹¹⁾ | 0 | D | |
| Ordinary Shares | | | | | | 21,230,525 | D | |
| Ordinary Shares | | | | | | 29,890,174 | I | See Footnote ⁽¹²⁾ |
| Ordinary Shares | | | | | | 10,000,000 | I | See Footnote ⁽¹³⁾ |
| Ordinary Shares | | | | | | 102,188 | I | See Footnote ⁽¹⁴⁾ |
| Ordinary Shares | | | | | | 7,962,663 | I | See Footnote ⁽¹⁵⁾ |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|

| Derivative Security | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | | Expiration Date | Title | Amount or Number of Shares |
|---------------------|---|---|------------------|-----|-----------------|-------|----------------------------|
| | Code | V | (A) | (D) | | | |

Reporting Owners

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

Signatures

/s/ Riley Lovendale, as Attorney-in-Fact 07/10/2017
 __Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Each American Depositary Share represents 13 Ordinary Shares.
- (2) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
 The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.00 to \$60.95, inclusive. The Reporting Person has provided 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.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.00 to \$61.99, inclusive. The Reporting Person has provided 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.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.00 to \$62.99, inclusive. The Reporting Person has provided 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.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.00 to \$63.99, inclusive. The Reporting Person has provided 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.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.00 to \$64.96, inclusive. The Reporting Person has provided 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.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.00 to \$64.96, inclusive. The Reporting Person has provided 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.

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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.

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.00 to \$65.99, inclusive. The Reporting Person has provided 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 \$66.00 to \$66.99, inclusive. The Reporting Person has provided 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 \$67.00 to \$67.98, inclusive. The Reporting Person has provided 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 \$68.00 to \$68.19, inclusive. The Reporting Person has provided 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) These securities are held by Oyler Investment LLC, of which 99% of the limited liability company interest owned by a grantor retain annuity trust, of which the Reporting Person's father is a trustee, for which the Reporting Person disclaims beneficial ownership.

(13) These securities are held for the benefit of the Reporting Person in a Roth IRA PENSCO trust account.

(14) 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.

(15) 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.

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

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