

BeiGene, Ltd.

Form 4

September 21, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Glazer Donald W.

(Last) (First) (Middle)

C/O MOURANT OZANNES  
CORPORATE SERVICES, 94  
SOLARIS AVENUE

(Street)

CAMANA BAY, 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)

09/19/2016

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)

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 Beneficial Ownership (Instr. 4)
American Depository Shares (each represent 13 Ordinary Shar)	09/19/2016		S <sup>(1)</sup>	40,791	D \$ 31.56 (2)	151,516	I See footnote (3)
American Depository Shares (each	09/19/2016		S <sup>(1)</sup>	1,900	D \$ 32.17 (4)	149,616	I See footnote (3)

represent 13  
Ordinary  
Shar)

American  
Depository  
Shares

(each	09/20/2016	S <sup>(1)</sup>	8,243	D	\$	31.01	141,373	I	See
represent 13					(5)				footnote
Ordinary									(3)
Shar)									

American  
Depository  
Shares

(each	09/21/2016	S <sup>(1)</sup>	16,318	D	\$	31.19	125,055	I	See
represent 13					(6)				footnote
Ordinary									(3)
Shar)									

Ordinary  
Shares

9 I See  
footnote  
(7)

Ordinary	07/07/2016	G	V	250,000	D	\$ 0	(8)	4,882,000	D
Shares									

Ordinary	07/14/2016	G	V	3	D	\$ 0	(9)	4,881,997	D
Shares									

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

**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.**

SEC 1474  
(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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Glazer Donald W. C/O MOURANT OZANNES CORPORATE SERVICES 94 SOLARIS AVENUE CAMANA BAY, GRAND CAYMAN, E9 KY1-1108			X	

## Signatures

/s/ Howard Liang, as  
attorney-in-fact

09/21/2016

\_\_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) This 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 American Depositary Shares were sold in multiple transactions at prices ranging from \$31.00 to \$32.00, 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 within the range.

(3) These American Depositary Shares are held for the benefit of the Reporting Person in a Roth IRA account at Fidelity Management Trust Company.

The price reported in column 4 is a weighted average price. These American Depositary Shares were sold in multiple transactions at prices ranging from \$32.01 to \$32.30, 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 within the range.

(5) The price reported in column 4 is a weighted average price. These American Depositary Shares were sold in multiple transactions at prices ranging from \$31.00 to \$31.13, 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 within the range.

(6) The price reported in column 4 is a weighted average price. These American Depositary Shares were sold in multiple transactions at prices ranging from \$31.00 to \$31.50, 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 within the range.

(7) These shares are held for the benefit of the Reporting Person in a Roth IRA PENSICO trust account.

(8) Bona fide gift of shares which is exempt from Section 16(b) of the Exchange Act pursuant to Rule 16b-5.

(9) Bona fide gift of shares which is exempt from Section 16(b) of the Exchange Act pursuant to Rule 16b-5.

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.