

Liang Howard
Form 4
March 20, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Liang Howard

(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)
03/16/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
__X__ Officer (give title _____ Other (specify
below) below)
CFO & Chief Strategy Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount	(A) or (D)	Price		
American Depositary Shares <u>(1)</u>	03/16/2018		M		10,872	A	\$ 6.5 <u>(2)</u>	15,872	D
American Depositary Shares <u>(1)</u>	03/16/2018		S <u>(3)</u>		1,000	D	\$ 154.95	14,872	D
American Depositary Shares <u>(1)</u>	03/16/2018		S <u>(3)</u>		2,208	D	\$ 156.7458 <u>(4)</u>	12,664	D
	03/16/2018		S <u>(3)</u>		7,264	D		5,400	D

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American Depository Shares ⁽¹⁾					\$ 157.4105 ⁽⁵⁾		
Amerian Depository Shares ⁽¹⁾	03/16/2018	S ⁽³⁾	400	D	\$ 157.9775 ⁽⁶⁾	5,000	D
American Depository Shares ⁽¹⁾	03/19/2018	M	24,128	A	\$ 6.5 ⁽²⁾	29,128	D
American Depository Shares ⁽¹⁾	03/19/2018	S ⁽³⁾	500	D	\$ 158.448 ⁽⁷⁾	28,628	D
American Depository Shares ⁽¹⁾	03/19/2018	S ⁽³⁾	5,200	D	\$ 159.6234 ⁽⁸⁾	23,428	D
American Depository Shares ⁽¹⁾	03/19/2018	S ⁽³⁾	9,618	D	\$ 160.6001 ⁽⁹⁾	13,810	D
American Depository Shares ⁽¹⁾	03/19/2018	S ⁽³⁾	3,141	D	\$ 161.6239 ⁽¹⁰⁾	10,669	D
American Depository Shares ⁽¹⁾	03/19/2018	S ⁽³⁾	5,133	D	\$ 162.7864 ⁽¹¹⁾	5,536	D
American Depository Shares ⁽¹⁾	03/19/2018	S ⁽³⁾	4,636	D	\$ 163.4818 ⁽¹²⁾	900	D
American Depository Shares ⁽¹⁾	03/19/2018	S ⁽³⁾	900	D	\$ 164.3589 ⁽¹³⁾	0	D

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.

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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 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)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.5 ⁽¹⁴⁾	03/16/2018	M			141,336	⁽¹⁵⁾	07/01/2025	Ordinary Shares	141,336
Share Option (Right to Buy)	\$ 0.5 ⁽¹⁴⁾	03/19/2018	M			313,664	⁽¹⁵⁾	07/01/2025	Ordinary Shares	313,664

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Liang Howard C/O MOURANT OZANNES CORPORATE SERVICES 94 SOLARIS AVENUE CAMANA BAY, GRAND CAYMAN, E9 KY1-1108			CFO & Chief Strategy Officer	

Signatures

/s/ Scott A. Samuels, as
Attorney-in-Fact

03/20/2018

**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 ("ADS") represents 13 Ordinary Shares.
- (2) The exercise price is represented in ADSs.
- (3) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$155.95 to \$156.94, 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 ADSs 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 \$156.95 to \$157.93, 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 ADSs 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 \$157.97 to \$157.98, 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 ADSs 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 \$158.04 to \$158.86, 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 ADSs sold at each

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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 \$159.06 to \$160.05, 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 ADSs 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 \$160.07 to \$161.05, 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 ADSs 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 \$161.13 to \$162.05, 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 ADSs 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 \$162.15 to \$163.13, 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 ADSs 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 \$163.16 to \$164.15, 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 ADSs 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 \$164.16 to \$165.03, 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 ADSs sold at each separate price.
- (14) The number of securities underlying each option and the exercise price therefor are represented in ordinary shares.
- (15) These securities vest over a four-year period as follows: 25% on July 15, 2016, and the remaining in 36 successive equal monthly installments, subject to continued service. All unvested shares subject to this option are subject to accelerated vesting upon a sale event or certain termination events.

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

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