

OYLER JOHN
Form 4
June 28, 2018

FORM 4

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

OMB APPROVAL

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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

(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)
06/26/2018

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Ordinary Shares ⁽¹⁾ | 06/26/2018 | | A | V Amount | 188,266 A \$ 0 | 17,453,322 | D |
| Ordinary Shares | | | | | 29,872,444 | I | See Footnote ⁽²⁾ |
| Ordinary Shares | | | | | 10,000,000 | I | See Footnote ⁽³⁾ |
| Ordinary Shares | | | | | 102,188 | I | See Footnote |

| | |
|-----------------|------------------|
| | (4) |
| Ordinary Shares | See Footnote (5) |
| 7,952,787 | I |

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

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Share Option (Right to Buy) | \$ 12.34 (6) | 06/26/2018 | | A | 1,310,088 (6) | (7) | 06/25/2028 | Ordinary Shares | 1,310,000 (6) |

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/ Scott A. Samuels, as
Attorney-in-Fact 06/28/2018
**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) Represents securities underlying restricted share units. 1/4th of the securities will vest on each anniversary of June 26, 2018, subject to continued service. Unvested securities are subject to accelerated vesting upon a change in control or certain termination events.

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- (2) 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.
- (3) These securities are held for the benefit of the Reporting Person in a Roth IRA PENSICO trust account.
- (4) 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.
- (5) 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.

(6) The number of securities underlying the option and the exercise price therefor are represented in ordinary shares. The exercise price is equal to 1/13 of the closing price of our American Depositary Shares ("ADSs") on the date of grant, as each ADS represents 13 ordinary shares.

(7) These securities vest over a four-year period as follows: 25% on June 26, 2019, and the remaining in 36 successive equal monthly installments, subject to continued service. Unvested shares are subject to accelerated vesting upon a change in control 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. 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.