

BeiGene, Ltd.

Form 3

February 02, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

Merck & Co., Inc.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/02/2016

3. Issuer Name and Ticker or Trading Symbol
BeiGene, Ltd. [BGNE]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

2000 GALLOPING HILL ROAD

(Street)

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person

KENILWORTH, NJ 07033

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

| | | | | | | | |
|-----------------------------|-------|-------|-----------------|------------|--------|---|------------------|
| Series A Preferred Shares | Â (1) | Â (1) | Ordinary Shares | 18,518,519 | \$ (1) | I | See Footnote (2) |
| Series A-2 Preferred Shares | Â (3) | Â (3) | Ordinary Shares | 5,128,205 | \$ (3) | I | See Footnote (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Merck & Co., Inc. 2000 GALLOPING HILL ROAD KENILWORTH,Â NJÂ 07033 | Â | Â X | Â | Â |
| Merck Sharp & Dohme Corp. ONE MERCK DRIVE WHITEHOUSE STATION,Â NJÂ 08889 | Â | Â X | Â | Â |
| Merck Sharp & Dohme Research GmbH WEYSTRASSE 20 LUCERNE 6,Â V8Â CH-6000 | Â | Â X | Â | Â |

Signatures

Merck Sharp & Dohme Research GmbH /s/ Katie Fedosz, as Attorney-in-Fact 02/02/2016

__Signature of Reporting Person

Date

Merck Sharp & Dohme Corp. /s/ Katie Fedosz, as Assistant Secretary 02/02/2016

__Signature of Reporting Person

Date

Merck & Co., Inc. /s/ Katie Fedoszk, as Senior Assistant Secretary 02/02/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) These securities consist of Series A Preferred Shares (the "Series A Shares") of the Issuer, which are convertible at any time into the Issuer's Ordinary Shares and will automatically convert into Ordinary Shares of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer. The Series A Shares do not have an expiration date.

(2) These shares are owned directly by Merck Sharp & Dohme Research GmbH, which is a wholly owned subsidiary of Merck Sharp & Dohme Corp. ("MSD"), which is a wholly owned subsidiary of Merck & Co., Inc. ("Merck"). MSD and Merck are indirect beneficial owners of the reported securities.

(3) These securities consist of the Series A-2 Shares of the Issuer, which are convertible at any time into the Issuer's Ordinary Shares and will automatically convert into Ordinary Shares of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer. The Series A-2 Shares do not have an expiration date.

Â

Remarks:

Ms.Â KatieÂ FedoszÂ isÂ signingÂ asÂ Attorney-in-FactÂ pursuantÂ toÂ powerÂ ofÂ attorneyÂ datedÂ JanuaryÂ 27,Â 20

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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