

BeiGene, Ltd.

Form 4

February 10, 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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Merck & Co., Inc.

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
2000 GALLOPING HILL ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/08/2016

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

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

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 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)	(A) or (D)	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)
Ordinary Shares	02/08/2016		C	18,518,519	A	<u>(1)</u> 18,518,519	I <u>(2)</u>	Via wholly owned subsidiary, MSDRG <u>(2)</u>
Ordinary Shares	02/08/2016		C	5,128,205	A	<u>(3)</u> 5,128,205	I <u>(2)</u>	Via wholly owned subsidiary, MSDRG <u>(2)</u>
Ordinary Shares	02/08/2016		J <sup>(4)</sup>	7,942,314	A	<u>(4)</u> 7,942,314	I <u>(2)</u>	Via wholly owned subsidiary, MSDRG <u>(2)</u>

# Edgar Filing: BeiGene, Ltd. - Form 4

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount o Number o Shares
Series A Preferred Shares	<u>(1)</u>	02/08/2016		C	18,518,519	<u>(1)</u> <u>(1)</u>	Ordinary Shares 18,518,519
Series A-2 Preferred Shares <u>(2)</u>	<u>(1)</u>	02/08/2016		C	5,128,205	<u>(3)</u> <u>(3)</u>	Ordinary Shares 5,128,205

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Merck & Co., Inc. 2000 GALLOPING HILL ROAD KENILWORTH, NJ 07033		X		
Merck Sharp & Dohme Corp. ONE MERCK DRIVE WHITEHOUSE STATION, NJ 08889		X		
Merck Sharp & Dohme Research GmbH WEYSTRASSE 20 LUCERNE 6, V8 CH-6000		X		

## Signatures

MERCK & CO., INC. /s/ Katie Fedosz, as Senior Assistant Secretary 02/10/2016  
 \*\*Signature of Reporting Person Date

MERCK SHARP & DOHME CORP. /s/ Katie Fedosz, as Assistant Secretary 02/10/2016

\_\_Signature of Reporting Person

Date

MERCK SHARP & DOHME RESEARCH GMBH /s/ Katie Fedosz, as  
Attorney-in-Fact

02/10/2016

\_\_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) The Series A Preferred Shares (the "Series A Shares") of the Issuer automatically converted into Ordinary Shares of the Issuer on a 1-to-1 basis upon the closing of the initial public offering of the Issuer on February 8, 2016. The Series A Shares did not have an expiration date.
  - (2) The Series A Preferred Shares and Series A-2 Preferred Shares were, and the Ordinary Shares received from the conversion thereof are, owned directly by Merck Sharp & Dohme Research GmbH ("MSDRG"), 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) The Series A-2 Preferred Shares (the "Series A-2 Shares") of the Issuer automatically converted into Ordinary Shares of the Issuer on a 1-to-1 basis upon the closing of the initial public offering of the Issuer on February 8, 2016. The Series A-2 Shares did not have an expiration date.
  - (4) The 7,942,314 Ordinary Shares were issued to MSDRG in exchange for the cancellation of MSDRG's promissory note plus accrued and unpaid interest thereon (together, \$14,693,281)(the "Note Exchange Amount") upon the closing of the initial public offering of the Issuer. The number of shares issued was determined by dividing the Note Exchange Amount by the initial public offering share price of \$1.85.

### Remarks:

Ms. Katie Fedosz is signing as Attorney-in-Fact pursuant to power of attorney dated January 27, 2016 granted by Merck Sharp

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.