

BAKER JULIAN
Form 4
August 06, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BAKER BROS. ADVISORS LP

(Last) (First) (Middle)

860 WASHINGTON STREET, 3RD
FLOOR

(Street)

NEW YORK, NY 10014

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BeiGene, Ltd. [BGNE]

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

08/02/2018

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)

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)
			Code	V	Amount	(A) or (D)	Price
American Depository Shares					7,102	D <u>(1)</u>	
American Depository Shares					7,102	D <u>(2)</u>	
American Depository Shares					1,210,573	I	See Footnotes <u>(4)</u> <u>(6)</u> <u>(8)</u>
American Depository					10,749,251	I	See Footnotes

Shares								(5)	(6)	(8)
Ordinary shares	08/02/2018	P	582,200	A	\$ 108 (7)	600,791	I	See		
								Footnotes (3) (4) (6) (7) (8) (9) (10)		
Ordinary shares	08/02/2018	P	5,231,900	A	\$ 108 (7)	5,250,491	I	See		
								Footnotes (3) (5) (6) (7) (8) (9) (10)		

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

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
BAKER BROS. ADVISORS LP 860 WASHINGTON STREET 3RD FLOOR NEW YORK, NY 10014	X	X		
667, L.P. 860 WASHINGTON STREET, 3RD FLOOR NEW YORK, NY 10014	X	X		
Baker Bros. Advisors (GP) LLC 860 WASHINGTON STREET	X	X		

3RD FLOOR
NEW YORK, NY 10014

Baker Brothers Life Sciences LP
860 WASHINGTON STREET
3RD FLOOR
NEW YORK, NY 10014

X X

BAKER FELIX
860 WASHINGTON STREET
3RD FLOOR
NEW YORK, NY 10014

X X

BAKER JULIAN
860 WASHINGTON STREET, 3RD FLOOR
NEW YORK, NY 10014

X X

Signatures

By: Baker Bros. Advisors LP, Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing

08/06/2018

__Signature of Reporting Person

Date

Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to 667, L.P., pursuant to authority granted by Baker Biotech Capital, L.P., GP to 667, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing

08/06/2018

__Signature of Reporting Person

Date

By: Baker Bros. Advisors (GP) LLC, Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing

08/06/2018

__Signature of Reporting Person

Date

Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to BAKER BROTHERS LIFE SCIENCES, L.P., pursuant to authority granted by Baker Brothers Life Sciences Capital, L.P., GP to Baker Brothers Life Sciences, L.P., Name: Scott L. Lessing, Title: President /s/

08/06/2018

__Signature of Reporting Person

Date

/s/ Felix J. Baker

08/06/2018

__Signature of Reporting Person

Date

/s/ Julian C. Baker

08/06/2018

__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) Reflects 7,102 American Depositary Shares ("ADS") of BeiGene, Ltd. (the "Issuer") held directly by Julian C. Baker received previously from an in-kind pro rata distribution without consideration.
- (2) Reflects 7,102 ADS of the Issuer held directly by Felix J. Baker received previously from an in-kind pro rata distribution without consideration.
- (3) Ordinary shares of the Issuer are convertible into ADS on a 13:1 basis.

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- (4) As a result of their ownership interest in Baker Biotech Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuer's Ordinary Shares or ADS, as applicable, reported in column 5 of Table I directly held by 667, L.P. ("667"), a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.
- (5) As a result of their ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuer's Ordinary Shares or ADS, as applicable, reported in column 5 of Table I directly held by Baker Brothers Life Sciences, L.P. ("Life Sciences", together with 667, the "Funds"), a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.
- (6) 6,533,124 and 73,162,011 Ordinary Shares of the Issuer held by 667 and Life Sciences, respectively were converted into 502,548 and 5,627,847 ADS held by 667 and Life Sciences, respectively, without consideration and without a change in pecuniary interest.
- (7) On August 2, 2018, 667 and Life Sciences purchased 582,200 and 5,231,900 Ordinary Shares of the Issuer, respectively in the Issuer's Hong Kong underwritten public offering at a price of HK\$108 per Ordinary Share. The Ordinary Shares will trade under the trading symbol 6160 HK.
- (8) Baker Bros. Advisors LP (the "Adviser") serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Baker Bros. Advisors (GP) LLC (the "Adviser GP") is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are principals of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds. The general partners of the Funds relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds. Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.
- (9) Includes beneficial ownership of 9,290 restricted share units ("RSU's) convertible solely into Ordinary Shares of the Issuer each previously granted to Michael Goller and Ranjeev Krishana, full-time employees of the Adviser in their capacity as directors of the Issuer. Michael Goller and Ranjeev Krishana serve on the Board of the Issuer as representatives of the Funds.
- (10) Pursuant to the policies of the Adviser, Michael Goller and Ranjeev Krishana do not have any right to any of the Issuer's securities issued as part of their service on the Board and the Funds are entitled to receive all the pecuniary interest in the securities issued. The Funds each own an indirect proportionate pecuniary interest in the RSU's and non-qualified share options convertible solely into Ordinary Shares of the Issuer ("Share Options") received as a result of their service on the Board. Solely as a result of Felix J. Baker's and Julian C. Baker's ownership interest in the general partners of the general partners of the Funds, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the RSU's and Share Options (i.e. no direct pecuniary interest).

Remarks:

Michael Goller and Ranjeev Krishana, full-time employees of Baker Bros. Advisors LP, are directors of BeiGene, Ltd. (the "Is

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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