

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 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Merck & Co., Inc.		(Month/Day/Year)	BeiGene, Ltd. [BGNE]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		02/02/2016		
2000 GALLOPING HILL ROAD			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
KENILWORTH,Â NJÂ 07033			(give title below)	(specify below)
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. 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)
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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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

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, NJ 07033	Â	Â X	Â	Â
Merck Sharp & Dohme Corp. ONE MERCK DRIVE WHITEHOUSE STATION, NJ 08889	Â	Â X	Â	Â
Merck Sharp & Dohme Research GmbH WEYSTRASSE 20 LUCERNE 6, V8 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 Fedosz, 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.

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### Remarks:

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

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

## Edgar Filing: BeiGene, Ltd. - Form 3

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