

BeiGene, Ltd.
Form SC 13G
February 12, 2019

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

BeiGene, Ltd.

(Name of Issuer)
Ordinary Shares, par value \$0.0001 per share

(Title of Class of Securities)
07725L102**

(CUSIP Number)
December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**This CUSIP applies to the American Depositary Shares, each representing 13 Ordinary Shares.

CUSIP No. 07725L102

Names of

1. Reporting Persons
John V. Oyler

Check the
Appropriate Box if

2. a Member of a
Group (See
Instructions)

(a) ☐
(b) ☐

3. SEC Use Only

Citizenship or

4. Place of
Organization
United States

Number

of

Shares

Beneficially Owned

5. Sole Voting
Power
by 73,647,066
Each (1)

Reporting

Person

With

6. Shared
Voting
Power
0

7. Sole
Dispositive
Power
73,647,066
(1)

8. Shared
Dispositive
Power
0

Aggregate Amount
Beneficially
9. Owned by Each
Reporting Person
73,647,066 (1)

Check if the
Aggregate Amount
10. in Row (9)
Excludes Certain
Shares (See
Instructions) o

Percent of Class
Represented by
11. Amount in Row (9)
9.4% (2)

Type of Reporting
Person (See
12. Instructions)
IN

(1) Consists of (i) 16,270,707 ordinary shares held directly by Mr. Oyler; (ii) 10,000,000 ordinary shares held for the benefit of Mr. Oyler in a Roth IRA PENSCO trust account; (iii) 102,188 ordinary shares held by The John Oyler Legacy Trust, of which Mr. Oyler's father is a trustee, for the benefit of his minor child, for which Mr. Oyler disclaims beneficial ownership; (iv) 7,952,787 ordinary shares held in a grantor retained annuity trust, of which Mr. Oyler's father is a trustee, for which Mr. Oyler disclaims beneficial ownership; (v) 29,439,115 ordinary shares held by Oyler Investment LLC, 99% of the limited liability company interest owned by a grantor retained annuity trust, of which Mr. Oyler's father is a trustee, for which Mr. Oyler disclaims beneficial ownership; and (vi) 9,882,269 shares issuable to Mr. Oyler upon exercise of share options or restricted share units exercisable or vesting within 60 days after December 31, 2018.

(2) Based on 776,263,184 ordinary shares outstanding as of December 31, 2018, as reported by the Issuer to the Reporting Person.

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Item 1.

- (a) Name of Issuer
BeiGene, Ltd.
Address of Issuer's Principal Executive Offices
c/o Maurant Ozannes Corporate Services (Cayman) Limited
- (b) 94 Solaris Avenue, Camana Bay
Grand Cayman KY1-1108
Cayman Islands

Item 2.

- (a) Name of Person Filing
John V. Oyler
Address of Principal Business Office or, if none, Residence
c/o Maurant Ozannes Corporate Services (Cayman) Limited
- (b) 94 Solaris Avenue, Camana Bay
Grand Cayman KY1-1108
Cayman Islands
- (c) Citizenship
United States
- (d) Title of Class of Securities
Ordinary Shares, par value \$0.0001 per share
- (e) CUSIP Number
07725L102

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
This statement is not filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
73,647,066

Consists of

- (i)
16,270,707
ordinary
shares held
directly by
Mr. Oyler;
(ii)
10,000,000
ordinary
shares held
for the
benefit of
Mr. Oyler in
a Roth IRA
PENSCO
trust
account;
(iii) 102,188
ordinary
shares held
by The John
Oyler
Legacy
Trust, of
which Mr.
Oyler's
father is a
trustee, for
the benefit
of his minor
child, for
which Mr.
Oyler
disclaims

beneficial
ownership;
(iv)
7,952,787
ordinary
shares held
in a grantor
retained
annuity
trust, of
which Mr.
Oyler's
father is a
trustee, for
which Mr.
Oyler
disclaims
beneficial
ownership;
(v)
29,439,115
ordinary
shares held
by Oyler
Investment
LLC, 99%
of the
limited
liability
company
interest
owned by a
grantor
retained
annuity
trust, of
which Mr.
Oyler's
father is a
trustee, for
which Mr.
Oyler
disclaims
beneficial
ownership;
and (vi)
9,882,269
shares
issuable to
Mr. Oyler
upon

exercise of
share
options or
restricted
share units
exercisable
or vesting
within 60
days after
December
31, 2018.

Percent of

(b) class:

9.4%

Number of

(c) shares as to
which such

person has:

(i) Sole power
to vote or
to direct
the vote:

See Cover
Pages

Items 5-9.

(ii) Shared
power to
vote or to
direct the
vote:

See Cover
Pages

Items 5-9.

(iii) Sole power
to dispose
or to direct
the
disposition
of:

See Cover
Pages

Items 5-9.

(iv) Shared
power to
dispose or
to direct
the
disposition
of:

See Cover
Pages

Items 5-9.

INSTRUCTION. For computations regarding securities which represent a right to acquire an underlying security SEE ss.240.13d3(d)(1).

Ownership of Five
Item 5. Percent or Less of
a Class
Not applicable.

Ownership of
Item 6. More than Five
Percent on Behalf
of Another Person
Not applicable.

Identification and
Classification of
the Subsidiary
Item 7. Which Acquired
the Security Being
Reported on By
the Parent Holding
Company
Not applicable.

Identification and
Classification of
Item 8. Members of the
Group
Not applicable.

Notice of
Item 9. Dissolution of
Group
Not applicable.

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Item 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2019 JOHN V. OYLER

By: /s/ John V.
 Oyler
Name: John V.
 Oyler