

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) |
| 2000 GALLOPING HILL ROAD | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| KENILWORTH,Â NJÂ 07033 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | 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) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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.

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