

BeiGene, Ltd.
Form S-1MEF
November 17, 2016

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As filed with the United States Securities and Exchange Commission on November 17, 2016

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-1

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

BEIGENE, LTD.

(Exact Name of Registrant as Specified in Its Charter)

Cayman Islands
(State or Other Jurisdiction of
Incorporation or Organization)

2834
(Primary Standard Industrial
Classification Code Number)

98-1209416
(I.R.S. Employer
Identification Number)

c/o Maurant Ozannes Corporate Services (Cayman) Limited
94 Solaris Avenue, Camana Bay
Grand Cayman KY1-1108
Cayman Islands
+1 (345) 949 4123

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

C T Corporation System
111 Eighth Avenue
New York, New York 10011
(212) 894-8940

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Mitchell S. Bloom
Michael J. Kendall
Edwin M. O'Connor
Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
(617) 570-1000

John V. Oyler
Chief Executive Officer and
Chairman
c/o Maurant Ozannes
Corporate
Services (Cayman) Limited
94 Solaris Avenue, Camana
Bay
Grand Cayman KY1-1108
Cayman Islands

Bruce K. Dallas
Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, California 94025
(650) 752-2000

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**Approximate date of commencement of proposed sale to the public:
As soon as practicable after the effective date of this registration statement.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller Reporting Company

(Do not check if a
smaller reporting
company)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered ⁽¹⁾ | Proposed Maximum Aggregate Offering Price ⁽²⁾⁽³⁾ | Amount of Registration Fee |
|--|--|---|
| Ordinary Shares, par value \$0.0001 per share | \$28,750,000 | \$3,333 |

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- (1) American depositary shares, or ADSs, evidenced by American depositary receipts issuable upon deposit of the ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (File No. 333-209044). Each ADS represents 13 ordinary shares.
- (2) Includes (i) ordinary shares represented by ADSs that may be purchased by the underwriters pursuant to their option to purchase additional ADSs and (ii) all ordinary shares represented by ADSs initially offered or sold outside the United States that are thereafter resold from time to time in the United States.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended.

This registration statement shall become effective upon filing with the Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"). The contents of the Registration Statement on Form S-1 (File No. 333-214540) filed by BeiGene, Ltd. with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act, which was declared effective by the Commission on November 17, 2016, including the exhibits thereto, are incorporated by reference into this Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

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Signature

Title

Date

*

Xiaodong Wang

Director

November 17, 2016

*

Qingqing Yi

Director

November 17, 2016

BeiGene USA, Inc.

By: /s/ JOHN V. OYLER

Name: John V. Oyler
Title: Chief Executive Officer

Authorized Representative in the
United States

November 17, 2016

*By: /s/ JOHN V. OYLER

John V. Oyler

Attorney-in-Fact

November 17, 2016

II-2

Exhibit Index

| Exhibit No. | Exhibit Title |
|--------------------|---|
| 5.1 | Opinion of Mourant Ozannes |
| 23.1 | Consent of Ernst & Young Hua Ming LLP |
| 23.2 | Consent of Mourant Ozannes (included in Exhibit 5.1) |
| 24.1 | Power of Attorney (incorporated by reference to Registration Statement on Form S-1 (File No. 333-214540) filed November 10, 2016) |

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