

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

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**FORM S-1**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**BEIGENE, LTD.**

(Exact Name of Registrant as Specified in Its Charter)

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**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)

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**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)

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**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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+1 (345) 949 4123

**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

<b>Title of Each Class of Securities to be Registered</b> <sup>(1)</sup>	<b>Proposed Maximum Aggregate Offering Price</b> <sup>(2)(3)</sup>	<b>Amount of Registration Fee</b>
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.**

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**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  
\_\_\_\_\_  
Authorized Representative in the

November 17, 2016

Name: John V. Oyler  
Title: Chief Executive Officer  
United States

\*By: /s/ JOHN V. OYLER  
\_\_\_\_\_  
Attorney-in-Fact

November 17, 2016

John V. Oyler

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**Exhibit Index**

<b>Exhibit No.</b>	<b>Exhibit Title</b>
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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