BeiGene, Ltd.
Form 424B5
January 18, 2018

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Filed pursuant to Rule 424(b)(5)
Registration No. 333-218301

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered[(1)]	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee[(2)]
Ordinary Shares, par value $0.0001 per share[(3)]	102,970,400	$7.77	$800,080,008	$99,610

(1) Includes 6,435,650 ordinary shares, par value $0.0001 per share, in the form of American Depositary Shares, or ADSs, which may be purchased by the underwriters upon exercise of the underwriters' option to purchase additional ADSs.

(2) Calculated in accordance with Rules 456(b) and 457(r) of the Securities Act of 1933, as amended.

(3) All ordinary shares will be represented by ADSs, evidenced by American depositary receipts issuable upon deposit of the ordinary shares registered hereby, which have been registered under a separate registration statement on Form F-6 (File No. 333-209044). Each ADS represents 13 ordinary shares.

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PROSPECTUS SUPPLEMENT
(To prospectus dated May 26, 2017)

7,425,750 American Depositary Shares

(Representing 96,534,750 Ordinary Shares)

BeiGene, Ltd.

We are offering 7,425,750 American Depositary Shares, or ADSs, of BeiGene, Ltd. with an aggregate offering price of $750 million. Each ADS represents 13 ordinary shares, $0.0001 par value per share.

The ADSs are listed on the NASDAQ Global Select Market, or NASDAQ, under the symbol "BGNE". The last reported sale price of the ADSs on the NASDAQ on January 17, 2018 was $102.63 per ADS.

Investing in the ADSs involves a high degree of risk. See "Risk Factors" beginning on page S-11 to read about factors you should consider before buying the ADSs.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

PRICE: $101.00 PER ADS

	Per ADS	Total
Public offering price	$ 101.0000	$ 750,000,750
Underwriting discounts[(1)]	$ 5.3025	$ 39,375,039
Proceeds, before expenses, to us	$ 95.6975	$ 710,625,711

(1) We refer you to "Underwriting" beginning on page S-23 of this prospectus supplement for additional information regarding total underwriting compensation.

We have granted the underwriters the right to purchase up to an additional 495,050 ADSs from us within 30 days of the date of this prospectus supplement at the public offering price, less underwriting discounts and commissions.

Two of our existing affiliates, including investors affiliated with Baker Bros. Advisors and Hillhouse Capital Management, Ltd., have agreed to purchase an aggregate of 3,555,675 ADSs in this offering on the same terms as other investors. See "The Offering."

The underwriters expect to deliver the ADSs against payment in New York, New York on January 22, 2018.

Goldman Sachs & Co. LLC **Morgan Stanley** **Cowen** **Leerink Partners**

William Blair

January 17, 2018

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PROSPECTUS SUPPLEMENT

PROSPECTUS

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement adds to and updates information contained in and incorporated by reference into the accompanying prospectus on Form S-3 (File No. 333-218301) dated May 26, 2017 relating to our ordinary shares and ADSs (which we refer to as the accompanying prospectus).

Neither we nor the underwriters have authorized any person to provide you with information different from that contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus or any free writing prospectuses prepared by us or on our behalf or to which we may have referred you in connection with this offering. We take no responsibility for, and can provide no assurance as to the reliability of, any other information others may give you. This prospectus supplement and the accompanying prospectus are not an offer to sell, nor are they seeking an offer to buy, these securities in any state or jurisdiction where the offer or sale is not permitted. The information in, or incorporated by reference into this prospectus supplement or the accompanying prospectus speaks only as of the date of the prospectus supplement or the accompanying prospectus unless the information specifically indicates that another date applies, regardless of the time of delivery of this prospectus supplement or the accompanying prospectus or of any sale of the securities offered hereby. If the information in this prospectus supplement differs from the information contained in the accompanying prospectus or the documents incorporated by reference herein or therein, you should rely on the information contained in this prospectus supplement. However, if any statement in one of these documents is inconsistent with a statement in another document having a later date for example, a document incorporated by reference in this prospectus supplement or the accompanying prospectus the statement in the document having the later date modifies or supersedes the earlier statement.

This prospectus supplement and the accompanying prospectus contain or incorporate by reference market data and industry forecasts that were obtained from third parties and industry publications. These data involve a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. We have not independently verified any third-party information. While we believe the market position, market opportunity and market size information included in this prospectus is generally reliable, such information is inherently imprecise.

No action is being taken in any jurisdiction outside the United States to permit a public offering of the ADSs or possession or distribution of this prospectus supplement or the accompanying prospectus in that jurisdiction. Persons who come into possession of this prospectus supplement or the accompanying prospectus in jurisdictions outside the United States are required to inform themselves about and to observe any restrictions as to this offering and the distribution of the prospectus applicable to that jurisdiction.

The representations, warranties and covenants made by us in any agreement that is filed as an exhibit to any document that is incorporated by reference in this prospectus supplement and the accompanying prospectus were made solely for the benefit of the parties to such agreement, including, in some cases, for the purpose of allocating risk among the parties to such agreements, and should not be deemed to be a representation, warranty or covenant to you. Moreover, such representations, warranties or covenants were accurate only as of the date when made. Accordingly, such representations, warranties and covenants should not be relied on as accurately representing the current state of our affairs.

We own various applications and unregistered trademarks and service marks, including BeiGene, and our corporate logo appearing in or incorporated by reference into this prospectus supplement or the accompanying prospectus. All other trade names, trademarks and service marks of other companies appearing in this prospectus supplement or the accompanying prospectus are the property of their respective holders. Solely for convenience, the trademarks and

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trade names in this prospectus supplement or the accompanying prospectus may be referred to without the ® and symbols, but such references should not be construed as any indicator that their respective owners will not assert, to the fullest extent under applicable law, their rights thereto. We do not intend to use or display other companies' trademarks and trade names to imply a relationship with, or endorsement or sponsorship of us by, any other companies.

Unless otherwise mentioned or unless the context requires otherwise, throughout this prospectus supplement, the words "BeiGene," "BGNE," "we," "us," "our," the "company" or similar references refer to BeiGene, Ltd. and its subsidiaries.

All references in this prospectus to "$," "US$," "U.S.$," "U.S. dollars," "dollars" and "USD" mean U.S. dollars and all references to "¥" and "RMB," mean Renminbi, unless otherwise noted. All references to "PRC" or "China" in this prospectus refer to the People's Republic of China.

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FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus, including the documents incorporated herein and therein by reference, contain forward-looking statements that involve substantial risks and uncertainties. All statements other than statements of historical facts contained in this prospectus supplement and the accompanying prospectus, including the documents that are incorporated herein and therein by reference, including statements regarding our strategy, future operations, future financial position, future revenue, projected costs, prospects, plans, objectives of management and expected growth, are forward-looking statements. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

The words "anticipate," "believe," "expect," "intend," "may," "plan," "predict," "project," "target," "potential," "will," "would," could," "should," "continue" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These forward-looking statements include, among other things, statements about:

- the initiation, timing, progress and results of our preclinical studies and clinical trials, and our research and development programs;
- our ability to advance our drug candidates into, and successfully complete, clinical trials;
- the ability of our drug candidates to be granted or maintain Category 1 designation with the Chinese Food and Drug Administration, or CFDA;
- our reliance on the success of our clinical-stage drug candidates, including zanubrutinib, tislelizumab and pamiparib and certain other drug candidates, as monotherapies and in combination with our drug candidates and third-party agents;
- the timing or likelihood of regulatory filings and approvals;
- the commercialization of our drugs and drug candidates, if approved;
- our ability to further develop sales and marketing capabilities;
- the pricing and reimbursement of our drugs and drug candidates, if approved;
- the implementation of our business model, strategic plans for our business, drugs, drug candidates and technology;
- the scope of protection we (or our licensors) are able to establish and maintain for intellectual property rights covering our drugs, drug candidates and technology;
- our ability to operate our business without infringing, misappropriating or otherwise violating the intellectual property rights and proprietary technology of third parties;
- cost associated with enforcing or defending intellectual property infringement, misappropriation or violation; product liability; and other claims;

regulatory developments in the United States, China, the United Kingdom, the European Union and other jurisdictions;

the accuracy of our estimates regarding expenses, future revenues, capital requirements and our need for additional financing;

the potential benefits of strategic collaboration and licensing agreements and our ability to enter into strategic arrangements;

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- our ability to maintain and establish collaborations or licensing arrangements;
- our reliance on third parties to conduct drug development, manufacturing and other services;
- the rate and degree of market acceptance and reimbursement of our drugs and drug candidates, if approved;
- developments relating to our competitors and our industry, including competing therapies;
- the size of the potential markets for our drugs and drug candidates and our ability to serve those markets;
- our ability to effectively manage and anticipate growth;
- our ability to attract and retain qualified employees and key personnel;
- statements regarding future revenue, hiring plans, expenses, capital expenditures, capital requirements and share performance;
- our expected use of proceeds of this offering;
- the future trading price of the ADSs and impact of securities analysts' reports on these prices;
- whether we may be a "passive foreign investment company" in 2018 and future taxable years, which may have adverse U.S. federal income tax consequences for U.S. shareholders; and
- other risks and uncertainties, including those listed under the caption "Risk Factors" in this prospectus supplement and the accompanying prospectus and the documents incorporated herein and therein by reference.

These forward-looking statements are only predictions, and we may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, so you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our business, financial condition and operating results. We have included important factors in the cautionary statements included in this prospectus supplement and the accompanying prospectus, particularly under the caption "Risk Factors," including the risks described in the documents incorporated herein by reference, including our most recent Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, or our September 2017 Quarterly Report, which could cause actual future results or events to differ materially from the forward-looking statements that we make. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments we may make.

You should read this prospectus supplement and the accompanying prospectus, including the documents that we incorporate herein and therein by reference, with the understanding that our actual future results may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements.

This prospectus supplement and the accompanying prospectus, including the documents incorporated herein and therein by reference, include statistical and other industry and market data that we obtained from industry publications and research, surveys and studies conducted by third parties. Industry publications and third-party research, surveys and studies generally indicate that their information has been obtained from

sources believed to be reliable, although they do not guarantee the accuracy or completeness of such information. While we believe these industry publications and third party research, surveys and studies are reliable, you are cautioned not to give undue weight to this information.

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SUMMARY

This summary highlights selected information about us and the ADSs that we are offering. It may not contain all of the information that may be important to you. Before investing in the ADSs, you should read this entire prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein and therein carefully for a more complete understanding of our business and this offering, including our consolidated financial statements, and the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included and incorporated by reference in this prospectus supplement and the accompanying prospectus.

Company Overview

We are a commercial-stage biopharmaceutical company rooted in China that is dedicated to becoming a global leader in the discovery, development and commercialization of innovative, molecularly targeted and immuno-oncology drugs for the treatment of cancer.

We have three internally-developed late-stage clinical drug candidates:

Zanubrutinib (BGB-3111) an investigational small molecule inhibitor of Bruton's tyrosine kinase, or BTK, that is currently being evaluated in a broad registrational clinical program globally and in China as a monotherapy and in combination with other therapies to treat various lymphomas;

Tislelizumab (BGB-A317) an investigational humanized monoclonal antibody against the immune checkpoint receptor PD-1 that is currently being evaluated in a broad registrational clinical program globally and in China as a monotherapy and in combination with other therapies to treat various solid and hematological cancers; and

Pamiparib (BGB-290) an investigational small molecule inhibitor of PARP1 and PARP2 that is being evaluated as a potential monotherapy and in combination for various solid tumors. It is currently in a pivotal clinical trial in China and is expected to enter late-stage development globally in 2018.

In 2017, we entered into a strategic collaboration with Celgene Corporation, or Celgene, in which we granted Celgene exclusive rights to develop and commercialize tislelizumab for solid tumors in the United States, Europe, Japan, and the rest of the world outside of Asia. We retained rights to tislelizumab for solid tumors in Asia (ex-Japan) and for hematological malignancies and internal combinations globally.

In addition, Celgene granted us an exclusive license to market its approved cancer therapies ABRAXANE®, REVLIMID®, and VIDAZA® in China excluding Hong Kong, Macau and Taiwan and also transferred its commercial operations and personnel in China to us in connection with our acquisition of 100% of the equity interests of Celgene Pharmaceutical (Shanghai) Co., Ltd., which has allowed us to generate product revenue in China since September 2017 and which we expect to expand in preparation for the potential launch of our internally developed drug candidates and our other in-licensed drug candidates in China.

As of January 1, 2018, we have a global team of over 850 employees, including more than 400 scientists and clinicians, in China, the United States and Australia. Our offices are located in Beijing; Shanghai; Cambridge, MA; Fort Lee, NJ; and the San Francisco Bay Area, CA; including a research and development center in Beijing, manufacturing sites in Suzhou and Guangzhou, and commercial operations in Shanghai.

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The following table summarizes the status of our product portfolio and pipeline as of the date of this prospectus supplement:

Abbreviations: WM = Waldenstrom's macroglobulinemia; CLL = chronic lymphocytic leukemia; MCL = mantle cell lymphoma; FL = follicular lymphoma; NSCLC = non-small cell lung cancer; HCC = hepatocellular carcinoma; MM = multiple myeloma; HL = Hodgkin's lymphoma; NHL = non-Hodgkin's lymphoma; DLBCL = diffuse large B-cell lymphoma; MDS = Myelodysplastic syndrome; AML = acute myeloid leukemia; UC = urothelial carcinoma; CMMoL = chronic myelomonocytic leukemia; 1L/2L/3L = first, second or third line; R/R = relapsed/refractory; ND = newly diagnosed.

* Some indications will not require a non-pivotal Phase 2 clinical trial prior to beginning pivotal Phase 2 or 3 clinical trials.

** Confirmatory clinical trials post-approval are required for accelerated approvals.

1 Celgene has the right to develop and commercialize tislelizumab in solid tumors in the United States, European Union, Japan and the rest-of-world outside of Asia.

2 Limited collaboration with Merck KGaA.

3 Partnership with Mirati Therapeutics, Inc.

Recent Developments

On January 9, 2018, we announced that we had entered into a commercial supply agreement with Boehringer Ingelheim Biopharmaceuticals (China) Ltd., or BI, for tislelizumab, which will be manufactured at BI's facility in Shanghai.

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On January 8, 2018, we announced that we had entered into an exclusive license agreement with Mirati Therapeutics, Inc., or Mirati, for the development, manufacturing and commercialization of Mirati's investigational tyrosine kinase inhibitor sitravatinib in Asia (excluding Japan), Australia, and New Zealand.

We expect that as of December 31, 2017, our cash and cash equivalents and short-term investments were between $835 million and $840 million. Our independent registered public accountants have not audited, reviewed or performed any procedures with respect to this financial data and accordingly do not express an opinion or any other form of assurance with respect thereto. This amount could change as a result of further review.

Risks Associated With Our Business

Our business is subject to a number of risks of which you should be aware before making an investment decision. These risks are discussed more fully in the "Risk Factors" section of this prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein and therein and under "Risk Factors" in our September 2017 Quarterly Report. These risks include, but are not limited to, the following:

We are a globally focused biopharmaceutical company and have a limited operating history, which may make it difficult to evaluate our current business and predict our future performance.

We have a history of incurring net losses and anticipate that we will continue to incur net losses for the foreseeable future.

We will need to obtain additional financing to fund our operations, and if we are unable to obtain such financing, we may be unable to complete the development and commercialization of our primary drug candidates.

We depend substantially on the success of our drug candidates, particularly zanubrutinib, tislelizumab and pamiparib, which are in clinical development as monotherapies and in combination. Clinical trials of our drug candidates may not be successful. If we are unable to commercialize our drug candidates, or experience significant delays in doing so, our business will be materially harmed.

If we are not able to obtain, or experience delays in obtaining, required regulatory approvals, we will not be able to commercialize our drug candidates, and our ability to generate revenue will be materially impaired.

Even if any of our drug candidates receives regulatory approval, they may fail to achieve the degree of market acceptance by physicians, patients, third-party payors and others in the medical community necessary for commercial success.

If we are unable to obtain and maintain patent protection for our technology and drugs, our competitors could develop and commercialize technology and drugs similar or identical to ours, and our ability to successfully commercialize our technology and drugs may be adversely affected.

We rely on third parties to conduct our preclinical studies and clinical trials and manufacture our drugs and drug candidates. If these third parties do not successfully carry out their contractual duties or meet expected deadlines, we may not be able to obtain regulatory approval for or commercialize our drugs and drug candidates and our business could be substantially harmed.

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We have entered into collaborations and may form or seek collaborations or strategic alliances or enter into additional licensing arrangements in the future, and we may not realize the benefits of such alliances or licensing arrangements.

Our global collaboration with Celgene and the associated acquisition of Celgene's commercial operations in China could disrupt our business and harm our financial condition if we are not able to successfully integrate the acquired business into ours, and the expected benefits of the acquisition may not materialize.

We will need to increase the size and capabilities of our organization, and we may experience difficulties in managing our growth.

Changes in the political and economic policies of the PRC government may materially and adversely affect our business, financial condition and results of operations and may result in our inability to sustain our growth and expansion strategies.

Company and Other Information

We are an exempted company incorporated in the Cayman Islands with limited liability on October 28, 2010. Any company that is registered in the Cayman Islands but conducts business mainly outside of the Cayman Islands may apply to be registered as an exempted company. The principal executive office of our research and development operations is located at No. 30 Science Park Road, Zhong-Guan-Cun Life Science Park, Changping District, Beijing 102206, People's Republic of China. Our telephone number at this address is +86 10 58958000. Our current registered office in the Cayman Islands is located at the offices of Mourant Ozannes Corporate Services (Cayman) Limited, 94 Solaris Avenue, Camana Bay, Grand Cayman KY1-1108, Cayman Islands. Our website address is *www.beigene.com*. We do not incorporate the information on or accessible through our website into this prospectus supplement, and you should not consider any information on, or that can be accessed through, our website as part of this prospectus supplement. The ADSs are listed on the NASDAQ under the symbol "BGNE".

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THE OFFERING

The Offering:	We are offering 7,425,750 ADSs in this offering.
Ordinary Shares Outstanding Immediately After This Offering:	686,307,080 shares (or 692,742,730 shares if the underwriters exercise their option to purchase additional ADSs in full).
Option to Purchase Additional ADSs:	We have granted a 30-day option to the underwriters to purchase up to an additional 495,050 ADSs.
American Depositary Shares:	Each ADS represents 13 ordinary shares. You will have the rights of an ADS holder as provided in the deposit agreement among us, the depositary and all holders and beneficial owners of ADSs issued thereunder. To better understand the terms of the ADSs, you should carefully read the section in the accompanying prospectus titled "Description of Securities," which is incorporated by reference into this prospectus supplement, and the deposit agreement referred to therein. Investors in the ADSs will be able to trade our securities and receive distributions on them to the extent described in the section in the accompanying prospectus titled "Description of Securities."
Depositary:	Citibank, N.A.
Use of Proceeds:	We estimate that we will receive net proceeds from this offering of approximately $710.2 million (or approximately $757.6 million if the underwriters exercise their option to purchase additional ADSs in full), after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us. We expect to use the net proceeds from this offering for working capital and other general corporate purposes, including research and development activities. See "Use of Proceeds" for additional information.
Risk Factors:	You should carefully read "Risk Factors" beginning on page S-11 and the other information included in this prospectus supplement and the accompanying prospectus, including our September 2017 Quarterly Report and the other documents incorporated by reference herein and therein, for a discussion of risks that you should consider before deciding to invest in the ADSs.
NASDAQ Trading Symbol:	"BGNE"

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Agreements to Purchase: Two of our existing affiliates, including investors affiliated with Baker Bros. Advisors and Hillhouse Capital Management, Ltd., have agreed to purchase an aggregate of 3,555,675 ADSs in this offering on the same terms as other investors. The underwriters will receive the same underwriting discounts on the ADSs purchased by these investors as they will on any other ADSs sold to the public in this offering.

The number of ordinary shares to be outstanding after this offering is based on 589,772,330 ordinary shares outstanding as of September 30, 2017, including 1,106,250 issued but unvested restricted shares, and excludes:

- 22,346,848 shares issuable upon the exercise of options outstanding as of September 30, 2017 pursuant to our 2011 Option Plan, as amended, or the 2011 Plan, at a weighted-average exercise price of $0.39 per share;
- 93,261,902 shares issuable upon the exercise of options outstanding as of September 30, 2017 pursuant to our 2016 Share Option and Incentive Plan, or the 2016 Plan, at a weighted-average exercise price of $3.20 per share;
- 1,212,411 shares issuable upon the vesting of restricted share units outstanding as of September 30, 2017 pursuant to our 2016 Plan;
- 164,532 shares reserved for future issuance under our 2016 Plan as of September 30, 2017; and
- 15,200,667 shares issuable upon the exercise of options granted prior to our initial public offering outside our 2011 Plan or 2016 Plan as of September 30, 2017, at an exercise price of $0.50 per share.

Unless otherwise indicated, all information in this prospectus supplement reflects or assumes the following:

- no issuance or exercise of share options or issuance or vesting of restricted share units after September 30, 2017; and
- no exercise by the underwriters of their option to purchase additional ADSs in this offering.

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RISK FACTORS

Investing in the ADSs involves a high degree of risk. You should carefully consider the following risks and all other information contained in or incorporated by reference into this prospectus supplement or the accompanying prospectus, including the risks and uncertainties discussed under "Risk Factors" in our September 2017 Quarterly Report, as updated by the risks described under "Risk Factors" in the accompanying prospectus and as further updated by the risks described below, as well as in other documents that we subsequently file with the SEC that are incorporated by reference into this prospectus supplement. See also "Where You Can Find More Information."

Risks Related to the American Depositary Shares and This Offering

The price of the ADSs historically has been volatile, which may affect the price at which you could sell the ADSs.

The market price for the ADSs has varied between a high price of $118.95 on October 10, 2017 and a low price of $31.00 on January 12, 2017 in the 12-month period ending on January 12, 2018. This volatility may affect the price at which you could sell the ADSs. The ADS price is likely to continue to be volatile and subject to significant price and volume fluctuations in response to market and other factors, including the other factors discussed in these "Risk Factors" and under "Risk Factors" in our September 2017 Quarterly Report and our subsequent periodic reports; variations in our quarterly operating results from our expectations or those of securities analysts or investors; downward revisions in securities analysts' estimates; and announcement by us or our competitors of significant acquisitions, strategic partnerships, joint ventures or capital commitments.

We have broad discretion in the use of the net proceeds from this offering and may not use them effectively.

Our management will have broad discretion in the application of the net proceeds that we receive from this offering, including applications for working capital, possible acquisitions and other general corporate purposes, and we may spend or invest these proceeds in a way with which our shareholders disagree. The failure by our management to apply these funds effectively could harm our business and financial condition. Pending their use, we may invest the net proceeds from this offering in a manner that does not produce income or that loses value. These investments may not yield a favorable return to our investors.

As the public offering price is substantially higher than our net tangible book value per ordinary share, you will incur immediate and substantial dilution.

If you purchase ADSs in this offering, you will pay more for your ADSs than the amount paid by existing holders for their ordinary shares or ADSs on a per ADS basis. As a result, you will experience immediate and substantial dilution of $73.25 per ADS (assuming no exercise of outstanding options to acquire ordinary shares, no vesting of outstanding restricted share units, and no exercise of the underwriters' option to purchase additional ADSs), representing the difference between our pro forma as adjusted net tangible book value per ADS as of September 30, 2017, after giving effect to this offering, and the public offering price of $101.00 per ADS. In addition, you will experience further dilution to the extent that our ordinary shares are issued upon the exercise of share options or vesting of restricted share units. All of the ordinary shares issuable upon the exercise of currently outstanding share options will be issued at a purchase price on a per ADS basis that is less than the public offering price per ADS in this offering. For a further description of the dilution that you will experience immediately after this offering, see the section of this prospectus supplement titled "Dilution."

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Future sales of the ADSs in the public market could cause the ADS price to fall.

The ADS price could decline as a result of sales of a large number of the ADSs or the perception that these sales could occur. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate.

Upon completion of this offering, assuming the underwriters do not exercise their option to purchase additional shares, approximately 82.6% of our outstanding ordinary shares immediately after this offering will not be subject to lock-up agreements and may be freely converted into ADSs and sold to the public after this offering from time to time. In connection with this offering, our directors and executive officers, certain trusts and parties affiliated with such directors and officers and certain holders of our shares, who collectively held 119,938,970 ordinary shares as of January 12, 2018 (including shares held in the form of ADSs), have signed lock-up agreements which, subject to certain exceptions, prevent them from selling any of our ordinary shares or ADSs, or any securities convertible into or exercisable or exchangeable for ordinary shares or ADSs for a period of not less than 90 days from the date of this prospectus supplement without the prior written consent of each of the representatives. Certain trusts and parties affiliated with our directors and officers, who collectively held 144,387,671 ordinary shares as of January 12, 2018 (including shares held in the form of ADSs), have not signed lock-up agreements. The representatives may, in their sole discretion and at any time, without notice release some or all of the shares or ADSs subject to lock-up agreements prior to the expiration of the 90-day period. See "Underwriting" for a discussion of certain transfer restrictions. When determining whether or not to release shares or ADSs from the lock-up agreements, the representatives may consider, among other factors, the shareholder's reasons for requesting the release, the number of shares or ADSs for which the release is being requested and market conditions at the time. All ADSs representing our ordinary shares sold in this offering will be freely transferable by persons other than our "affiliates" without restriction or additional registration under the Securities Act. The ordinary shares outstanding after this offering will be available for sale, upon the expiration of the 90-day lock-up period described above beginning from the date of this prospectus supplement (if applicable to such holder), subject to volume and other restrictions as applicable under Rule 144 and Rule 701 under the Securities Act. Any or all of these shares may be released prior to the expiration of the applicable lock-up period at the discretion of one of the designated representatives. To the extent shares are released before the expiration of the applicable lock-up period and sold into the market, the market price of the ADSs could decline significantly.

Furthermore, we have or plan to register the offer and sale of all ordinary shares that we have issued and may issue in the future under our equity compensation plans, including upon the exercise of share options and vesting of restricted share units. Subject to the lock-up agreements described above, these ordinary shares can be freely sold in the public market upon issuance. If these additional ordinary shares are sold, or if it is perceived that they will be sold, in the public market, the trading price of our ADSs could decline.

As of September 30, 2017, we had 589,772,330 ordinary shares outstanding, of which 394,563,689 ordinary shares were held in the form of 30,351,053 ADSs. Of this amount, 32,746,416 ordinary shares issued to Celgene Switzerland LLC at the closing of the Celgene transactions are subject to a one-year lock-up until August 31, 2018.

On May 26, 2017, we filed a registration statement on Form S-3 on behalf of certain shareholders, registering 299,279,370 ordinary shares in the form of 23,021,490 ADSs to be resold by the selling shareholders identified therein and in any related prospectus supplement from time to time. As of September 30, 2017, the holder of approximately 224,372 of our then-outstanding ordinary shares, had rights, subject to some conditions, to include its ordinary shares in registration

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statements we may file for ourselves or other shareholders. We have also agreed to grant certain registration rights with respect to the shares issued to Celgene Switzerland in the event that the shares not eligible for sale under Rule 144.

In addition, in the future, we may issue additional ordinary shares or other equity or debt securities convertible into ordinary shares in connection with a financing, acquisition, licensing or collaboration, litigation settlement, employee arrangements or otherwise. Any such issuance could result in substantial dilution to our existing shareholders and could cause the ADS price to decline.

The market price of ADSs may be adversely affected by market conditions affecting the stock markets in general, including price and trading fluctuations on the NASDAQ.

Market conditions may result in volatility in the level of, and fluctuations in, market prices of stocks generally and, in turn, the ADSs and sales of substantial amounts of the ADSs or ordinary shares in the market, in each case being unrelated or disproportionate to changes in our operating performance. The overall economy has recently contributed to the volatility of the markets, which may have an effect on the market price of the ADSs.

We may be a passive foreign investment company in future taxable years, which may have adverse U.S. federal income tax consequences for U.S. shareholders.

U.S. investors should be aware that we determined that we were a passive foreign investment company, within the meaning of Section 1297 of the Internal Revenue Code of 1986, as amended, or PFIC, for 2016. Based on the composition of our assets and income in 2017, we believe we were not a PFIC for 2017 and based on the expected composition of our assets and income, we do not expect to be a PFIC for 2018. However, as our PFIC status must be determined annually with respect to each taxable year and will depend on the composition and character of our assets and income and the value of our assets (which may be determined, in part, by reference to the market value of our ADSs, which may be volatile) over the course of such taxable year and as we currently hold and expect to continue to hold a substantial amount of cash and cash equivalents, we may be a PFIC in any taxable year. If we are a PFIC for any taxable year during a U.S. shareholder's holding period of the ADSs or ordinary shares, then, regardless of whether we cease to meet the threshold requirements for PFIC status, such U.S. shareholder generally will be required to treat any gain realized upon a disposition of the ADSs or ordinary shares, or any "excess distribution" received on the ADSs or ordinary shares, as ordinary income earned over the U.S. shareholder's holding period for the ADSs or ordinary shares, and to pay the applicable taxes on such ordinary income along with an interest charge at the rate applicable to underpayments of tax on a portion of the resulting tax liability. In addition, the U.S. shareholder would be subject to the same adverse U.S. federal income tax consequences on (i) certain distributions by any of our subsidiaries treated as PFICs ("lower-tier PFICs"), and (ii) a disposition of shares of a lower-tier PFIC, in each case as if the U.S. shareholder owned the shares of the relevant lower-tier PFIC directly, even though the U.S. shareholder has not received the proceeds of those distributions or dispositions. For further information, U.S. shareholders should read the discussion under "Taxation Material United States Federal Income Tax Considerations Passive Foreign Investment Company" in the accompanying prospectus. Each U.S. shareholder should consult its own tax advisors regarding the PFIC rules and the U.S. federal income tax consequences of the acquisition, ownership and disposition of the ADSs or ordinary shares.

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Risks Related to Obtaining Regulatory Approval for Our Drug Candidates

Our drug candidates may cause undesirable adverse events or have other properties that could interrupt, delay or halt clinical trials, delay or prevent regulatory approval, limit the commercial profile of an approved label, or result in significant negative consequences following any regulatory approval.

Undesirable adverse events, or AEs, caused by our drug candidates could cause us or regulatory authorities to interrupt, delay or halt clinical trials and could result in a more restrictive label or the delay or denial of regulatory approval by the FDA, CFDA, EMA or other comparable regulatory authority. Results of our trials could reveal a high and unacceptable severity or prevalence of AEs. In such an event, our trials could be suspended or terminated and the FDA, CFDA, EMA or other comparable regulatory authorities could order us to cease further development of, or deny approval of, our drug candidates for any or all targeted indications.

Treatment-related serious adverse events, or SAEs, that have been reported in our monotherapy clinical trials include but not are limited to the following: (i) for BGB-3111, petechiae (spots that appear on the skin as a result of bleeding), purpura (subcutaneous bleeding), bruising, other serious hemorrhage (grade 3 hemorrhage or central nervous system hemorrhage of any grade), atrial fibrillation, diarrhea, haemothorax, colitis, febrile neutropenia, neutropenia, anemia, thrombocytopenia, pneumonia, renal hematoma, urinary tract infection, pneumonitis, leukocytosis, lymphocytosis, toxic epidermal necrolysis, septic shock, cardiac arrest and headache; (ii) for BGB-A317, colitis, hypotension, diarrhea, diabetes mellitus, diabetic ketoacidosis, dyspnea, hypoxia, pneumonitis, fatigue, alanine aminotransferase, or ALT, increase, aspartate aminotransferase, or AST, increase, gamma-glutamyl transferase, or GGT, increase, autoimmune pancreatitis, back pain, dermatitis, hyperglycaemia, hyperthyroidism, nausea, proteinuria, stomatitis, bilirubin increase, leukopenia, neutropenia, pyrexia, mucosal inflammation and hepatitis; (iii) for BGB-290, anemia, neutropenia, nausea, vomiting, thrombocytopenia, diarrhea, fatigue, neutropenia and acute myeloid leukemia / myelodysplastic syndrome; and (iv) for BGB-283, thrombocytopenia, fatigue, nausea, anemia, neutropenia, vomiting, hepatitis, ALT increase, AST increase, GGT increase, pyrexia, decreased appetite, hypophosphataemia, hand-foot syndrome, hypertension, weight decrease, lymphopenia, leukopenia, and constipation. Some of these events have led to patient death.

In addition, treatment-related SAEs that have been reported in our combination clinical trials include but are not limited to the following: (i) for the BGB-3111 and obinutuzumab combination, neutropenia, thrombocytopenia, pneumonia, infusion-related reaction, and serious hemorrhage, including one report of a grade 3 intracranial hemorrhage SAE, which is possibly drug related, in one Diffuse Large B-Cell Lymphoma patient that caused the patient's treatment with BGB-3111 to be interrupted; (ii) for the BGB-3111 and BGB-A317 combination, haemolytic anaemia, pneumonia, pneumonitis, anemia, autoimmune encephalitis, dyspnea, ALT increase, GGT increase, infusion-related reaction, peripheral edema, pyrexia, thrombocytopenia, limb abscess, ulcerative keratitis, catheter site hemorrhage, hemolytic transfusion reaction, nausea, lymph gland infection and eczema; and (iii) for the BGB-290 and BGB-A317 combination, nausea, vomiting, hepatitis, ALT increase, AST increase, GGT increase, fatigue, anemia, liver injury, hypophysitis, and neutropenia. Some of these events have led to patient death.

Drug-related AEs or SAEs could affect patient recruitment or the ability of enrolled subjects to complete the trial, and could result in potential product liability claims. Any of these occurrences may harm our reputation, business, financial condition and prospects significantly.

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Additionally, if we or others identify undesirable side effects caused by our drugs or any future approved drug candidates, a number of potentially significant negative consequences could result, including:

- we may suspend marketing of the drug;
- regulatory authorities may withdraw approvals or revoke licenses of the drug;
- regulatory authorities may require additional warnings on the label;
- we may be required to develop a REMS for the drug, as is the case with REVLIMID®, or, if a REMS is already in place, to incorporate additional requirements under the REMS, or to develop a similar strategy as required by a comparable regulatory authority;
- we may be required to conduct post-market studies;
- we could be sued and held liable for harm caused to subjects or patients; and
- our reputation may suffer.

Any of these events could prevent us from achieving or maintaining market acceptance of the particular drug or drug candidate, and could significantly harm our business, results of operations and prospects.

Further, combination therapy, such as using our wholly-owned drug candidates as well as third-party products, involves unique AEs that could be exacerbated compared to AEs from monotherapies. These types of AEs could be caused by our drug candidates and could also cause us or regulatory authorities to interrupt, delay or halt clinical trials and could result in a more restrictive label or the delay or denial of regulatory approval by the FDA, CFDA, EMA or other comparable regulatory authority. Results of our trials could reveal a high and unacceptable severity or prevalence of AEs.

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USE OF PROCEEDS

We estimate that the net proceeds to us from the sale of ADSs that we are selling in this offering will be approximately $710.2 million, after deducting underwriting discounts and commissions and estimated offering expenses payable by us. If the underwriters exercise their option to purchase an additional 495,050 ADSs in full, we estimate that our net proceeds will be approximately $757.6 million, after deducting underwriting discounts and commissions and estimated offering expenses payable by us.

We intend to use the net proceeds from this offering to fund our ongoing research and clinical development efforts, including our ongoing and planned registrational trials for zanubrutinib, tislelizumab and pamiparib, both in China and globally; our other ongoing and planned clinical trials; regulatory filing and registration of our late-stage drug candidates; expansion of commercial operations in China and preparation for launch of our drug candidates globally; business development activities; and working capital and other general corporate purposes. We expect to significantly increase our clinical development and other expenses in 2018 as compared to 2017 in support of the planned expansion of our clinical development programs and potential regulatory filings for our lead drug candidates.

We may also use a portion of the net proceeds of this offering for the acquisition or licensing, as the case may be, of additional technologies, drugs or drug candidates, other assets or businesses, or for other strategic investments or opportunities, although we have no current understandings, agreements or commitments to do so at this time.

This expected use of the net proceeds from this offering represents our intentions based upon our current plans and business conditions. As of the date of this prospectus supplement, we cannot predict with certainty all of the particular uses set forth above. The amounts and timing of our actual expenditures and the extent of clinical development may vary significantly depending on numerous factors, including the progress of our development efforts, the status of and results from preclinical studies and any ongoing clinical trials or clinical trials we may commence in the future, as well as any collaborations that we may enter into with third parties for our drug candidates and any unforeseen cash needs. As a result, our management will retain broad discretion over the allocation of the net proceeds from this offering and may change the allocation of use of these proceeds among the uses described above. An investor will not have the opportunity to evaluate the economic, financial or other information on which we base our decisions on how to use the proceeds.

Pending our use of the net proceeds from this offering, we intend to invest the net proceeds in a variety of capital preservation investments, including short-term, investment-grade, interest-bearing instruments, or hold the net proceeds as cash.

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MARKET INFORMATION

The ADSs have been publicly traded on the NASDAQ under the symbol "BGNE" since our initial public offering on February 3, 2016, which was completed at a price to the public of $24.00 per ADS. Prior to that date, there was no public trading market for the ADSs. The following table sets forth the high and low intraday sale prices per ADS on the NASDAQ for the periods indicated.

	Per ADS	
Period	High	Low
Fiscal Year Ended December 31, 2016		
First quarter (beginning February 3, 2016)	$ 35.55	$ 22.51
Second quarter	$ 33.31	$ 26.01