

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.

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

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(Title of Class of Securities)  
07725L102\*\*

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(CUSIP Number)  
December 31, 2018

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(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.

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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  
Place of

4. 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  
in Row (9)  
10. 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

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(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.

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(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 Mourant 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 Mourant 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).

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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.  
Shared  
power to  
vote or to  
direct the  
vote:  
See Cover  
Pages  
Items 5-9.
  - (ii) Sole power  
to dispose  
or to direct  
the  
disposition  
of:  
See Cover  
Pages  
Items 5-9.
  - (iii) Shared  
power to  
dispose or  
to direct  
the  
disposition  
of:  
See Cover  
Pages
  - (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