

BeiGene, Ltd.
Form SC 13G
September 01, 2017

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

BeiGene, Ltd.

(Name of Issuer)

Ordinary Shares, \$0.0001 par value

(Title of Class of Securities)

07725L102

(CUSIP Number)

August 31, 2017

(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 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).

SCHEDULE 13G

CUSIP No. 07725L102

Name of reporting person:

1
CELGENE SWITZERLAND LLC

Check the appropriate box if a member of a group*

2(a) " (b) x

SEC use only
3

Citizenship or place of organization

4
Delaware, U.S.A.

Sole voting power

5

Number of -0-
shares Shared voting power

6
beneficially 32,746,416

owned by Sole dispositive power

each 7

reporting -0-
person 8 Shared dispositive power

with 32,746,416

Aggregate amount beneficially owned by each reporting person

9

32,746,416

Check box if the aggregate amount in Row (9) excludes certain shares* "

10

Percent of class represented by amount in Row (9)

11

5.6% (1)

Type of reporting person*

12

OO

The percentage ownership interest is determined based on 588,500,515 Ordinary Shares outstanding, which includes (i) 555,754,099 Ordinary Shares outstanding as of August 16, 2017, as reported by BeiGene, Ltd. in a final prospectus dated August 10, 2017 relating to an offering of American Depositary Shares filed with the (1) Securities and Exchange Commission (the "SEC") on August 11, 2017 and a Current Report on Form 8-K confirming the closing of such offering, including the exercise in full of the underwriters' option to purchase additional shares, filed with the SEC on August 18, 2017 and (ii) 32,746,416 Ordinary Shares issued by BeiGene, Ltd. to Celgene under a Share Subscription Agreement.

*SEE INSTRUCTIONS BEFORE FILLING OUT.

CUSIP No. 07725L102

Name of reporting person:

1 CELGENE CORPORATION

Tax ID No.: 22-2711928

Check the appropriate box if a member of a group*

2(a) ☐ (b) ☒

SEC use only

3

Citizenship or place of organization

4

Delaware, U.S.A.

Sole voting power

5

Number of -0-

Shared voting power

shares

6

beneficially

32,746,416

owned by

Sole dispositive power

each

7

reporting

-0-

8 Shared dispositive power

person

with

32,746,416

Aggregate amount beneficially owned by each reporting person

9

32,746,416

Check box if the aggregate amount in Row (9) excludes certain shares* "

10

Percent of class represented by amount in Row (9)

11

5.6% (1)

Type of reporting person*

12

CO

(1) The percentage ownership interest is determined based on 588,500,515 Ordinary Shares outstanding, which includes (i) 555,754,099 Ordinary Shares outstanding as of August 16, 2017, as reported by BeiGene, Ltd. in a final prospectus dated August 10, 2017 relating to an offering of American Depositary Shares filed with the SEC on August 11, 2017 and a Current Report on Form 8-K confirming the closing of such offering, including the exercise in full of the underwriters' option to purchase additional shares, filed with the SEC on August 18, 2017 and (ii) 32,746,416 Ordinary Shares issued by BeiGene, Ltd. to Celgene under a Share Subscription Agreement.

*SEE INSTRUCTIONS BEFORE FILLING OUT.

Item 1(a). Name of Issuer:

BeiGene, Ltd.

Item 1(b). Address of Issuer's Principal Executive Offices:

c/o Maurant Ozannes Corporate Services (Cayman) Limited

94 Solaris Avenue

Camana Bay, Grand Cayman KY1-1108, Cayman Islands

Item 2(a). Name of Persons Filing:

Celgene Switzerland LLC

Celgene Corporation

Item 2(b). Address of Principal Business Office or, if none, Residence:

Celgene Switzerland LLC

Aon House

30 Woodbourne Ave

Pembroke, HM 08

Bermuda

Celgene Corporation

86 Morris Avenue

Summit, New Jersey 07901

Item 2(c). Citizenship:

Delaware, U.S.A.

Item 2(d). Title of Class of Securities:

Ordinary Shares, \$0.0001 par value

Item 2(e). CUSIP Number:

07725L102

Item 3. **If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is**
a:

- (a) ☐ Broker or dealer registered under section 15 of the Exchange Act.
- (b) ☐ Bank as defined in section 3(a)(6) of the Exchange Act.
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Exchange Act.
- (d) ☐ Investment company registered under section 8 of the Investment Company Act.
- (e) ☐ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) ☐ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) ☐ .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act.
- (j) ☐ A non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J).
- (k) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

32,746,416 Ordinary Shares of the Issuer

(b) Percent of class: 5.6%

The percentage ownership interest is determined based on 588,500,515 Ordinary Shares outstanding, which includes (i) 555,754,099 Ordinary Shares outstanding as of August 16, 2017, as reported by BeiGene, Ltd. in a final prospectus dated August 10, 2017 relating to an offering of American Depositary Shares filed with the SEC on August 11, 2017 and a Current Report on Form 8-K confirming the closing of such offering, including the exercise in full of the underwriters' option to purchase additional shares, filed with the SEC on August 18, 2017 and (ii) 32,746,416 Ordinary Shares issued by BeiGene, Ltd. to Celgene under a Share Subscription Agreement.

(c) Number of shares as to which such person has:

Sole power to vote or to direct the vote:

(i)
0

Shared power to vote or to direct the vote:

(ii)
32,746,416 Ordinary Shares of the Issuer

Sole power to dispose or to direct the disposition of:

(iii)
0

Shared power to dispose or to direct the disposition of:

- (iv)
32,746,416 Ordinary Shares of the Issuer

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any

transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: August 31, 2017 CELGENE SWITZERLAND
LLC

By:/s/ Kevin Mello
Name: Kevin Mello
Title: Manager

Date: August 31, 2017 CELGENE CORPORATION

By:/s/ Thomas M. Perone
Name: Thomas M. Perone
Title: Assistant Secretary