

BeiGene, Ltd.
Form 8-K
August 09, 2018

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event Reported): August 8, 2018

BEIGENE, LTD.

(Exact Name of Registrant as Specified in Charter)

Cayman Islands

(State or Other Jurisdiction of
Incorporation)

001-37686

(Commission File 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**

(Address of Principal Executive Offices) (Zip Code)

+1 (345) 949 4123

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

[
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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company [☐]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [☐]

Item 2.02. Results of Operations and Financial Condition.

On August 9, 2018, BeiGene, Ltd. (the “Company”) announced its financial results for the three and six months ended June 30, 2018. A copy of the press release is attached hereto as Exhibit 99.2 to this Current Report on Form 8-K.

Item 8.01. Other Events.

Closing of Underwritten Global Offering

On August 8, 2018, the Company issued a press release announcing the closing of its previously announced underwritten global offering of 65,600,000 of its ordinary shares, par value US\$0.0001 per share. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Business Updates

In its press release dated August 9, 2018, the Company also provided an update on second quarter 2018 and recent business highlights and expected milestones for the remainder of 2018. The information in the press release attached hereto as Exhibit 99.2 set forth under the headings “Recent Business Highlights and Upcoming Milestones” and “Forward-Looking Statements” is incorporated by reference into this Item 8.01 of this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
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99.1	Press release issued by BeiGene, Ltd. on August 8, 2018
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99.2	Press release issued by BeiGene, Ltd. on August 9, 2018
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The portions of Exhibit 99.2 incorporated by reference into Item 8.01 of this Current Report on Form 8-K are being filed pursuant to such item. The remaining portions of Exhibit 99.2 are being furnished pursuant to Item 2.02 of this Current Report on Form 8-K and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Exhibit Index

Exhibit No.	Description
99.1	<u>Press release issued by BeiGene, Ltd. on August 8, 2018</u>
99.2	<u>Press release issued by BeiGene, Ltd. on August 9, 2018</u>

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BEIGENE, LTD.

Date: August 9, 2018

By: /s/ Scott A. Samuels
Scott A. Samuels
Senior Vice President, General Counsel