

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Du Ying</u> (Last) (First) (Middle) C/O ZAI LAB LIMITED 4560 JINKE ROAD, BLDG 1, 4TH FLOOR (Street) PUDONG, F4 201210 SHANGHAI (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Zai Lab Ltd [ZLAB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairwoman & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 04/05/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	04/01/2021		G	V	16,000	D	\$0.00 ⁽²⁾	1,008,653	D	
Ordinary Shares	04/05/2021		s ⁽¹⁾		11,492	D	\$124.63 ⁽³⁾	997,161	D	
Ordinary Shares	04/05/2021		s ⁽¹⁾		20,494	D	\$125.7 ⁽⁴⁾	976,667	D	
Ordinary Shares	04/05/2021		s ⁽¹⁾		8,690	D	\$126.45 ⁽⁵⁾	967,977	D	
Ordinary Shares	04/05/2021		s ⁽¹⁾		4,510	D	\$127.69 ⁽⁶⁾	963,467	D	
Ordinary Shares	04/05/2021		s ⁽¹⁾		2,700	D	\$128.65 ⁽⁷⁾	960,767	D	
Ordinary Shares	04/05/2021		s ⁽¹⁾		1,817	D	\$129.63 ⁽⁸⁾	958,950	D	
Ordinary Shares	04/05/2021		s ⁽¹⁾		492	D	\$131.09 ⁽⁹⁾	958,458	D	
Ordinary Shares	04/05/2021		s ⁽¹⁾		589	D	\$132.42 ⁽¹⁰⁾	957,869	D	
Ordinary Shares	04/06/2021		s ⁽¹⁾		1,278	D	\$123.2 ⁽¹¹⁾	956,591	D	
Ordinary Shares	04/06/2021		s ⁽¹⁾		3,614	D	\$124.39 ⁽¹²⁾	952,977	D	
Ordinary Shares	04/06/2021		s ⁽¹⁾		860	D	\$125.25 ⁽¹³⁾	952,117	D	
Ordinary Shares	04/06/2021		s ⁽¹⁾		2,023	D	\$126.62 ⁽¹⁴⁾	950,094	D	
Ordinary Shares	04/06/2021		s ⁽¹⁾		19,444	D	\$127.55 ⁽¹⁵⁾	930,650	D	
Ordinary Shares	04/06/2021		s ⁽¹⁾		9,689	D	\$128.38 ⁽¹⁶⁾	920,961	D	
Ordinary Shares	04/06/2021		s ⁽¹⁾		1,484	D	\$129.21 ⁽¹⁷⁾	919,477	D	
Ordinary Shares	04/07/2021		s ⁽¹⁾		577	D	\$130.34 ⁽¹⁸⁾	918,900	D	
Ordinary Shares	04/07/2021		s ⁽¹⁾		1,720	D	\$131.83 ⁽¹⁹⁾	917,180	D	
Ordinary Shares	04/07/2021		s ⁽¹⁾		313	D	\$133.12 ⁽²⁰⁾	916,867	D	
Ordinary Shares	04/07/2021		s ⁽¹⁾		10,369	D	\$134.4 ⁽²¹⁾	906,498	D	
Ordinary Shares	04/07/2021		s ⁽¹⁾		8,017	D	\$135.17 ⁽²²⁾	898,481	D	
Ordinary Shares	04/07/2021		s ⁽¹⁾		940	D	\$135.94 ⁽²³⁾	897,541	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Explanation (Instr. 3)	2. Conversion or Exercise Date (Month/Day/Year)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Code	5. V	6. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8)	7. Exercise or Expiration Date (Month/Day/Year)	8. Title of Underlying Security (Instr. 3 and 4)	9. Amount of Securities	10. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
1. This transaction was automatically triggered pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.													
2. On April 1, 2021, the Reporting Person made a charitable gift of 16,000 Ordinary Shares of the Reporting Person.													
3. Reflects a weighted average sale price of \$124.63 per share, at prices ranging from \$124.10 to \$125.10 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.													
4. Reflects a weighted average sale price of \$125.70 per share, at prices ranging from \$126.12 to \$127.12 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.													
5. Reflects a weighted average sale price of \$126.63 per share, at prices ranging from \$126.12 to \$127.12 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.													
6. Reflects a weighted average sale price of \$127.69 per share, at prices ranging from \$127.16 to \$128.16 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.													
7. Reflects a weighted average sale price of \$128.65 per share, at prices ranging from \$128.19 to \$129.19 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.													
8. Reflects a weighted average sale price of \$129.63 per share, at prices ranging from \$129.20 to \$130.20 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.													
9. Reflects a weighted average sale price of \$131.09 per share, at prices ranging from \$131.09 to \$131.76 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.													
10. Reflects a weighted average sale price of \$132.42 per share, at prices ranging from \$132.41 to \$133.23 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.													
11. Reflects a weighted average sale price of \$123.20 per share, at prices ranging from \$122.79 to \$123.60 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.													
12. Reflects a weighted average sale price of \$124.39 per share, at prices ranging from \$123.89 to \$124.81 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.													
13. Reflects a weighted average sale price of \$125.25 per share, at prices ranging from \$124.92 to \$125.71 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.													
14. Reflects a weighted average sale price of \$126.62 per share, at prices ranging from \$125.93 to \$126.92 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.													
15. Reflects a weighted average sale price of \$127.55 per share, at prices ranging from \$126.94 to \$127.94 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.													
16. Reflects a weighted average sale price of \$128.38 per share, at prices ranging from \$127.95 to \$128.91 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.													
17. Reflects a weighted average sale price of \$129.21 per share, at prices ranging from \$129.02 to \$129.44 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.													
18. Reflects a weighted average sale price of \$130.34 per share, at prices ranging from \$130.15 to \$131.09 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.													
19. Reflects a weighted average sale price of \$131.83 per share, at prices ranging from \$131.31 to \$132.22 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.													
20. Reflects a weighted average sale price of \$133.12 per share, at prices ranging from \$132.78 to \$133.74 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.													
21. Reflects a weighted average sale price of \$134.40 per share, at prices ranging from \$133.81 to \$134.81 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.													
22. Reflects a weighted average sale price of \$135.17 per share, at prices ranging from \$134.83 to \$135.78 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.													
23. Reflects a weighted average sale price of \$135.94 per share, at prices ranging from \$135.84 to \$136.02 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.													

Remarks:

***The Power of Attorney given by Ms. Du was previously filed with the U.S. Securities and Exchange Commission on January 4, 2021 as an exhibit to the Form 3 filed by Ms. Du.

/s/ Bruce A. Blefeld Attorney-in-Fact
Date: 04/07/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.