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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Zai Lab Limited

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

98-1144595
(I.R.S Employer
Identification No.)

4560 Jinke Road
Bldg. 1, 4F, Pudong, Shanghai, China
(Address of Principal Executive Offices)

201210
(Zip Code)

2017 Equity Incentive Plan
(Full title of the plan)

F. Ty Edmondson
314 Main Street, 4th Floor
Cambridge, MA 02142
Telephone: +1 (786) 250-1886
(Name, address, and telephone number, including area code, of agent for service)

Copy to:

Thomas J. Danielski
Ropes & Gray
Prudential Tower
800 Boylston Street
Boston, MA 02199-3600
Telephone: (617) 951-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(2)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Ordinary Shares, \$0.00006 par value per share(1)	3,520,966 shares(3)	\$146.62(4)	\$516,244,034.92	\$56,322.23

- (1) These shares may be represented by the Registrant’s American depositary shares (“ADS”). The Registrant’s ADSs issuable upon deposit of the Ordinary Shares registered hereby have been registered under a separate registration statement on Form F-6 (File No. 333-220256).
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also covers such additional Ordinary Shares as may issued to prevent dilution from stock splits, stock dividends and similar transactions.
- (3) Represents 3,520,966 Ordinary Shares that were automatically added to the shares authorized for issuance under the registrant’s 2017 Equity Incentive Plan (the “2017 Plan”) pursuant to an “evergreen” provision contained in the 2017 Plan. The “evergreen” provision provides that on each January 1st from January 1, 2018 through January 1, 2027, the number of Ordinary Shares available for issuance under the 2017 Plan will automatically increase annually in an amount equal to the lesser of 4% of outstanding shares of the registrant’s Ordinary Shares as of the close of business on the immediately preceding December 31st or the number of shares determined by the Registrant’s board of directors. These shares may be represented by the Registrant’s ADS. The Registrant’s ADSs issuable upon deposit of the Ordinary Shares registered hereby have been registered under a separate registration statement on Form F-6 (File No. 333-220256).
- (4) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) based on the average high and low prices of the registrant’s ADSs as reported by the NASDAQ Global Market on August 4, 2021, a date that is within five business days prior to the date on which this Registration Statement is being filed, to be \$149.43 and \$143.81, respectively.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed to register an additional 3,520,966 shares under the Registrant's 2017 Equity Incentive Plan. Pursuant to Instruction E to Form S-8, the Registrant incorporates by reference, except to the extent supplemented, amended or superseded by the information set forth herein, into this Registration Statement the entire contents of its Registration Statement on Form S-8 (File No. 333-221616) filed with the Securities and Exchange Commission on November 16, 2017 and its Registration Statement on Form S-8 (File No. 333-239223) filed with the Securities and Exchange Commission on June 17, 2020.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

The Exhibits listed on the accompanying Exhibit Index are filed as a part of, or incorporated by reference into, this registration statement.

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
3.1	Fifth Amended and Restated Memorandum Association of Zai Lab Limited (incorporated by reference to Exhibit 3.1 to our Annual Report on Form 10-K (File No. 001-38205) filed with the SEC on March 1, 2021)
3.2	Fifth Amended and Restated Articles of Association of Zai Lab Limited (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K (File No. 001-38205) filed with the SEC on June 24, 2021)
4.1*	Registrant's Specimen Certificate for Ordinary Shares
4.2	Form of American Depositary Receipt (incorporated by reference to Exhibit 4.1 to Amendment No. 2 to our Registration Statement on Form F-1 (File No. 333-219980) filed with the SEC on September 1, 2017)
4.3	Form of Deposit Agreement (incorporated by reference to Exhibit 4.1 to Amendment No. 2 to our Registration Statement on Form F-1 (File No. 333-219980) filed with the SEC on September 1, 2017)
5.1*	Opinion of Travers Thorp Alberga regarding the validity of the ordinary shares being registered.
10.1+	Zai Lab Limited 2017 Equity Incentive Plan (incorporated by reference to Exhibit 10.22 to Amendment No. 2 to our Registration Statement on Form F-1 (File No. 333-219980) filed with the SEC on September 1, 2017)
23.1*	Consent of Deloitte Touche Tohmatsu Certified Public Accountants LLP, an independent registered accounting firm, regarding the consolidated financial statements of Zai Lab Limited.
23.2*	Consent of Travers Thorp Alberga (included in Exhibit 5.1).
24.1*	Power of attorney (included on the signature page of this registration statement under the caption "Power of Attorney").

+ Indicates management contract or compensatory plan, contract or arrangement.

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Shanghai, on August 9, 2021.

ZAI LAB LIMITED

By: /s/ Samantha (Ying) Du
Name: Samantha (Ying) Du
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Samantha Du, Billy Cho and F. Ty Edmondson, and each of them singly, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution and re-substitution, for and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them singly, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/Samantha (Ying) Du</u> Samantha (Ying) Du	Chief Executive Officer, Chairman of the Board of Directors (Principal Executive Officer)	August 9, 2021
<u>/s/Billy Cho</u> Billy Cho	Chief Financial Officer (Principal Financial and Accounting Officer)	August 9, 2021
<u>/s/Kai-Xian Chen</u> Kai-Xian Chen	Director	August 9, 2021
<u>/s/John Diekman</u> John Diekman	Director	August 9, 2021
<u>/s/Nisa Leung</u> Nisa Leung	Director	August 9, 2021
<u>/s/William Lis</u> William Lis	Director	August 9, 2021
<u>/s/Peter Wirth</u> Peter Wirth	Director	August 9, 2021
<u>/s/Leon O. Moulder, Jr.</u> Leon O. Moulder, Jr.	Director	August 9, 2021

ZAI LAB LIMITED

Number
[]

Ordinary Shares
-[]-

Incorporated under the laws of the Cayman Islands
Share capital is **US\$30,000** divided into **500,000,000** Shares of **US\$0.00006** par value each

THIS IS TO CERTIFY THAT [] is the registered holder of [] Ordinary Shares in the above-named Company subject to the Fifth Amended and Restated Memorandum and Articles of Association thereof.

EXECUTED on behalf of the said Company on the [] day of [] 2021 by:



Office: +852 2801 6066
Mobile: +852 9718 8740
Email: rthorp@tta.lawyer

Zai Lab Limited
4560 Jinke Road
Bldg. 1, 4F, Pudong, Shanghai,
People's Republic of China

9 August 2021

Dear Sirs

Zai Lab Limited

We have examined the Registration Statement on Form S-8 to be filed by Zai Lab Limited, a Cayman Islands exempted company incorporated with limited liability (the "**Registrant**"), with the Securities and Exchange Commission (the "**Registration Statement**"), relating to the registration under the Securities Act of 1933, as amended, of an amount of ordinary shares of the Registrant (the "**Shares**") for issuance pursuant to the Zai Lab Limited 2017 Equity Incentive Plan (the "**Plan**").

As Cayman Islands counsel to the Registrant, we have examined the corporate authorisations of the Registrant in connection with the Plan and the issue of the Shares by the Registrant and have assumed that the Shares will be issued in accordance with the Plan and the resolutions authorizing the issue.

It is our opinion that the Shares to be issued by the Registrant have been duly and validly authorised, and when issued, sold and paid for in the manner described in the Plan and in accordance with the relevant resolutions adopted by the Board of Directors of the Registrant (or any committee to whom the Board of Directors have delegated their powers with respect to administration of the Plan) and when appropriate entries have been made in the Register of Members of the Registrant, will be legally issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto.

Yours faithfully

/s/ TRAVERS THORP ALBERGA
TRAVERS THORP ALBERGA

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1205A The Centrium
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Resident Hong Kong Partners: Richard Thorp
Anthony Travers OBE, Jos Briggs, Catherine
Tsang, Guy Connell

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 1, 2021, relating to the financial statements of Zai Lab Limited and the effectiveness of Zai Lab Limited's internal control over financial reporting, appearing in the Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ Deloitte Touche Tohmatsu Certified Public Accountants LLP
Deloitte Touche Tohmatsu Certified Public Accountants LLP

Shanghai, China
August 9, 2021