The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.
The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

CIK (Filer ID Number)

0001704292

Previous Names ☑ None

Name of Issuer

Zai Lab Ltd

Jurisdiction of Incorporation/Organization

CAYMAN ISLANDS

Year of Incorporation/Organization

☑ Over Five Years Ago
☐ Within Last Five Years (Specify Year)
☐ Yet to Be Formed

Entity Type

☐ Corporation
☐ Limited Partnership
☐ Limited Liability Company
☐ General Partnership
☐ Business Trust
☑ Other (Specify)

CAYMAN ISLANDS EXEMPTED COMPANY

2. Principal Place of Business and Contact Information

Name of Issuer

Zai Lab Ltd

Street Address 1		Street Address 2	
314 MAIN STREET		4TH FLOOR, SUITE 10	
City	**State/Province/Country**	**ZIP/PostalCode**	**Phone Number of Issuer**
CAMBRIDGE	MASSACHUSETTS	02142	+1 857 706 2604

3. Related Persons

Last Name	First Name	Middle Name
DU, Ph.D.	SAMANTHA (YING)	
Street Address 1	**Street Address 2**	
C/O ZAI LAB LTD	314 MAIN STREET, 4TH FLOOR, SUITE 10	
City	**State/Province/Country**	**ZIP/PostalCode**
CAMBRIDGE	MASSACHUSETTS	02142

Relationship: ☑ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
DIEKMAN, Ph.D.	JOHN	DAVID
Street Address 1	**Street Address 2**	
C/O ZAI LAB LTD	314 MAIN STREET, 4TH FLOOR, SUITE 10	
City	**State/Province/Country**	**ZIP/PostalCode**
CAMBRIDGE	MASSACHUSETTS	02142

Relationship: ☐ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
GAYNOR, M.D.	RICHARD	BRIAN
Street Address 1	**Street Address 2**	
C/O ZAI LAB LTD	314 MAIN STREET, 4TH FLOOR, SUITE 10	
City	**State/Province/Country**	**ZIP/PostalCode**
CAMBRIDGE	MASSACHUSETTS	02142

Relationship: ☐ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
LEUNG	NISA	BERNICE WING-YU
Street Address 1	Street Address 2	
C/O ZAI LAB LTD	314 MAIN STREET, 4TH FLOOR, SUITE 10	
City	State/Province/Country	ZIP/PostalCode
CAMBRIDGE	MASSACHUSETTS	02142

Relationship: ☐ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
LIS	WILLIAM	DAVID
Street Address 1	Street Address 2	
C/O ZAI LAB LTD	314 MAIN STREET, 4TH FLOOR, SUITE 10	
City	State/Province/Country	ZIP/PostalCode
CAMBRIDGE	MASSACHUSETTS	02142

Relationship: ☐ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
MORRISON	SCOTT	WILLIAM
Street Address 1	Street Address 2	
C/O ZAI LAB LTD	314 MAIN STREET, 4TH FLOOR, SUITE 10	
City	State/Province/Country	ZIP/PostalCode
CAMBRIDGE	MASSACHUSETTS	02142

Relationship: ☐ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
MOULDER, JR.	LEON	OLIVER
Street Address 1	Street Address 2	
C/O ZAI LAB LTD	314 MAIN STREET, 4TH FLOOR, SUITE 10	
City	State/Province/Country	ZIP/PostalCode
CAMBRIDGE	MASSACHUSETTS	02142

Relationship: ☐ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
VOUNATSOS	MICHEL	PERICLES
Street Address 1	Street Address 2	
C/O ZAI LAB LTD	314 MAIN STREET, 4TH FLOOR, SUITE 10	
City	State/Province/Country	ZIP/PostalCode
CAMBRIDGE	MASSACHUSETTS	02142

Relationship: ☐ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
WIRTH, J.D.	PETER	KARL
Street Address 1	Street Address 2	
C/O ZAI LAB LTD	314 MAIN STREET, 4TH FLOOR, SUITE 10	
City	State/Province/Country	ZIP/PostalCode
CAMBRIDGE	MASSACHUSETTS	02142

Relationship: ☐ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
CHEN, Ph.D.	YAJING	
Street Address 1	Street Address 2	

C/O ZAI LAB LTD	314 MAIN STREET, 4TH FLOOR, SUITE 10	
City	State/Province/Country	ZIP/PostalCode
CAMBRIDGE	MASSACHUSETTS	02142

Relationship: ☑ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
AMADO, M.D.	RAFAEL	G.
Street Address 1	Street Address 2	
C/O ZAI LAB LTD	314 MAIN STREET, 4TH FLOOR, SUITE 10	
City	State/Province/Country	ZIP/PostalCode
CAMBRIDGE	MASSACHUSETTS	02142

Relationship: ☑ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
EDMONDSON, J.D.	F.	TY
Street Address 1	Street Address 2	
C/O ZAI LAB LTD	314 MAIN STREET, 4TH FLOOR, SUITE 10	
City	State/Province/Country	ZIP/PostalCode
CAMBRIDGE	MASSACHUSETTS	02142

Relationship: ☑ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

4. Industry Group

- ☐ Agriculture
- Banking & Financial Services
  - ☐ Commercial Banking
  - ☐ Insurance
  - ☐ Investing
  - ☐ Investment Banking
  - ☐ Pooled Investment Fund
    - Is the issuer registered as an investment company under the Investment Company Act of 1940?
      - ☐ Yes ☐ No
  - ☐ Other Banking & Financial Services
- ☐ Business Services
- Energy
  - ☐ Coal Mining
  - ☐ Electric Utilities
  - ☐ Energy Conservation
  - ☐ Environmental Services
  - ☐ Oil & Gas
  - ☐ Other Energy
- Health Care
  - ☑ Biotechnology
  - ☐ Health Insurance
  - ☐ Hospitals & Physicians
  - ☐ Pharmaceuticals
  - ☐ Other Health Care
- ☐ Manufacturing
- Real Estate
  - ☐ Commercial
  - ☐ Construction
  - ☐ REITS & Finance
  - ☐ Residential
  - ☐ Other Real Estate
- ☐ Retailing
- ☐ Restaurants
- Technology
  - ☐ Computers
  - ☐ Telecommunications
  - ☐ Other Technology
- Travel
  - ☐ Airlines & Airports
  - ☐ Lodging & Conventions
  - ☐ Tourism & Travel Services
  - ☐ Other Travel
- ☐ Other

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
☐ No Revenues		☐ No Aggregate Net Asset Value
☐ $1 - $1,000,000		☐ $1 - $5,000,000
☐ $1,000,001 - $5,000,000		☐ $5,000,001 - $25,000,000
☐ $5,000,001 - $25,000,000		☐ $25,000,001 - $50,000,000
☐ $25,000,001 - $100,000,000		☐ $50,000,001 - $100,000,000
☐ Over $100,000,000		☐ Over $100,000,000
☑ Decline to Disclose		☐ Decline to Disclose
☐ Not Applicable		☐ Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- ☐ Rule 504(b)(1) (not (i), (ii) or (iii))
- ☐ Rule 504 (b)(1)(i)
- ☐ Rule 504 (b)(1)(ii)
- ☐ Rule 504 (b)(1)(iii)
- ☑ Rule 506(b)
- ☐ Rule 506(c)
- ☐ Securities Act Section 4(a)(5)

- ☐ Investment Company Act Section 3(c)
- ☐ Section 3(c)(1)
- ☐ Section 3(c)(2)
- ☐ Section 3(c)(3)
- ☐ Section 3(c)(4)
- ☐ Section 3(c)(5)
- ☐ Section 3(c)(6)
- ☐ Section 3(c)(7)
- ☐ Section 3(c)(9)
- ☐ Section 3(c)(10)
- ☐ Section 3(c)(11)
- ☐ Section 3(c)(12)
- ☐ Section 3(c)(13)
- ☐ Section 3(c)(14)

7. Type of Filing

☑ New Notice Date of First Sale 2026-10-27 ☐ First Sale Yet to Occur
☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☑ No

9. Type(s) of Securities Offered (select all that apply)

- ☑ Equity
- ☐ Debt
- ☐ Option, Warrant or Other Right to Acquire Another Security
- ☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- ☐ Pooled Investment Fund Interests
- ☐ Tenant-in-Common Securities
- ☐ Mineral Property Securities
- ☐ Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☑ No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor $0 USD

12. Sales Compensation

Recipient
LEERINK PARTNERS LLC

Recipient CRD Number ☐ None
39011

(Associated) Broker or Dealer ☑ None
None

(Associated) Broker or Dealer CRD Number ☑ None
None

Street Address 1
53 STATE STREET

Street Address 2
40TH FLOOR

City
BOSTON

State/Province/Country
MASSACHUSETTS

ZIP/Postal Code
02109

State(s) of Solicitation (select all that apply)
Check “All States” or check individual States ☑ All States ☐ Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount	$249,933,600 USD	or ☐ Indefinite
Total Amount Sold	$249,933,600 USD	
Total Remaining to be Sold	$0 USD	or ☐ Indefinite

Clarification of Response (if Necessary):

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 25

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions $7,498,008 USD ☐ Estimate

Finders' Fees $0 USD ☐ Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$0 USD ☐ Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Zai Lab Ltd	YAJING CHEN, Ph.D.	YAJING CHEN, Ph.D.	CHIEF FINANCIAL OFFICER	2026-11-09

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.