

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Reinhart Harald</u>  (Last) (First) (Middle) <u>C/O ZAI LAB LIMITED</u> <u>4560 JINKE ROAD, BLDG 1, 4TH FLOOR</u>  (Street) <u>PUDONG, SHANGHAI F4 201210</u>  (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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chief Medical Officer</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/23/2021</u>	
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	08/23/2021		M <sup>(1)</sup>		8,000	A	\$17.99	8,000	D	
Ordinary Shares	08/23/2021		S <sup>(1)</sup>		8,000	D	\$135	0	D	
Ordinary Shares	08/24/2021		M <sup>(1)</sup>		8,000	A	\$17.99	8,000	D	
Ordinary Shares	08/24/2021		S <sup>(1)</sup>		8,000	D	\$143.36	0	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options (Right to Buy)	\$17.99	08/23/2021		M <sup>(1)</sup>			8,000	(2)	11/16/2028	Ordinary Shares	8,000	\$0.00	38,000	D	
Stock Options (Right to Buy)	\$17.99	08/24/2021		M <sup>(1)</sup>			8,000	(2)	11/16/2028	Ordinary Shares	8,000	\$0.00	30,000	D	

**Explanation of Responses:**

- The reported transaction was effected pursuant to a sales plan adopted by the Reporting Person, dated March 17, 2021, expires August 30, 2021 and is intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.
- The options vest in equal annual installments over five years beginning on 11/16/2019, the first anniversary of the date of grant.

/s/ Bruce A. Blefeld

08/25/2021

\*\* 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.