

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>314 MAIN STREET, 4TH FLOOR, SUITE 100</u>  (Street) <u>CAMBRIDGE MA 02142</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) _____  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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			
American Depositary Shares <sup>(1)(2)</sup>	04/01/2022		F <sup>(2)</sup>		246	D	\$45.47	24,861	D	
American Depositary Shares	11/15/2022		M <sup>(3)</sup>		1,854	A	\$3	26,715	D	
American Depositary Shares	11/15/2022		S <sup>(3)</sup>		1,754	D	\$40	24,961	D	
American Depositary Shares	11/15/2022		S <sup>(3)</sup>		100	D	\$40.03	24,861	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		Date Exercisable	Expiration Date						Title
Stock Options (Right to Buy)	\$3	11/15/2022		M <sup>(2)</sup>		1,854	(2)	05/12/2027	American Depositary Shares	1,854	\$0.00	11,480	D	

**Explanation of Responses:**

- Each American Depositary Share (ADS) represents ten Ordinary Shares of the issuer.
- The shares were disposed of through a netting transaction to the issuer to cover taxes due. Due to an inadvertent administrative error, the disposition of such shares to cover taxes was not reported on the original Form 4.
- The reported transaction was effected pursuant to a sale plan adopted by the Reporting Person, dated 8/23/2022, expires 6/30/2023 and is intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.

**Remarks:**

President and Head of Global Development for Neuroscience, Autoimmune and Infectious Diseases

/s/ Bruce Blefeld, Attorney-in-Fact 11/17/2022

\*\* 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.