SEC Form 4

Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL

OMB Number:	3235-0287								
Estimated average burden									
hours per response:	0.5								

			or Section 30(h) of the Investment Company Act of 1940							
1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol Zai Lab Ltd [ZLAB]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Du Ying</u>			()	X	Director	10% Owner				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)	Other (specify below)				
C/O ZAI LAB LIMITED			08/02/2021		Chairwoman & CEO					
4560 JINKE R	OAD, BLDG 1	, 4TH FLOOR								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filir	ng (Check Applicable				
PUDONG,	F4	201210		X	Form filed by One Re	porting Person				
SHANGHAI					Form filed by More the Person	an One Reporting				
(City)	(State)	(Zip)								

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

Table 1- Non-Derivative Securities Acquired, Disposed of, of Deriencially 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)					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Ordinary Shares	08/02/2021		M ⁽¹⁾		111,111	A	\$0.6	1,116,649	D		
Ordinary Shares	08/02/2021		S ⁽¹⁾		3,115	D	\$139.62 ⁽²⁾	1,114,598	D		
Ordinary Shares	08/02/2021		S ⁽¹⁾		2,051	D	\$140.68 ⁽³⁾	1,112,573	D		
Ordinary Shares	08/02/2021		S ⁽¹⁾		2,025	D	\$141.73(4)	1,108,530	D		
Ordinary Shares	08/02/2021		S ⁽¹⁾		4,043	D	\$143.3(5)	1,098,347	D		
Ordinary Shares	08/02/2021		S ⁽¹⁾		10,183	D	\$144.09(6)	1,037,942	D		
Ordinary Shares	08/02/2021		S ⁽¹⁾		60,405	D	\$145.14(7)	1,034,870	D		
Ordinary Shares	08/02/2021		S ⁽¹⁾		3,072	D	\$145.83(8)	1,116,649	D		
Ordinary Shares	08/03/2021		S ⁽¹⁾		381	D	\$141.78 ⁽⁹⁾	1,034,489	D		
Ordinary Shares	08/03/2021		S ⁽¹⁾		963	D	\$143.39(10)	1,033,526	D		
Ordinary Shares	08/03/2021		S ⁽¹⁾		1,396	D	\$144.71(11)	1,032,130	D		
Ordinary Shares	08/03/2021		S ⁽¹⁾		5,338	D	\$145.75(12)	1,026,792	D		
Ordinary Shares	08/03/2021		S ⁽¹⁾		12,963	D	\$146.68(13)	1,013,829	D		
Ordinary Shares	08/03/2021		S ⁽¹⁾		5,126	D	\$147.64(14)	1,008,703	D		
Ordinary Shares	08/03/2021		S ⁽¹⁾		50	D	\$148.24	1,008,653	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. Transa Code (8)		Derivative		6. Date Exerc Expiration Da (Month/Day/Y	ate	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	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	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Options (Right to Buy)	\$0.6	08/02/2021		M ⁽¹⁾			111,111	(15)	10/22/2025	Ordinary Shares	111,111	\$0	1,000,276	D	

Explanation of Responses:

1. The reported transaction was effected pursuant to a sales plan adopted by the Reporting Person, dated March 3, 2021, expires December 31, 2021 and is intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.

2. Reflects a weighted average sale price of \$139.62 per share, at prices ranging from \$139.19 to \$140.18 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.

3. Reflects a weighted average sale price of \$140.68 per share, at prices ranging from \$140.29 to \$141.29 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 \$141.73 per share, at prices ranging from \$141.33 to \$142.30 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 \$143.30 per share, at prices ranging from \$142.66 to \$143.65 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 \$144.09 per share, at prices ranging from \$143.69 to \$144.69 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 \$145.14 per share, at prices ranging from \$144.70 to \$145.69 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 \$145.83 per share, at prices ranging from \$145.73 to \$146.03 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 \$141.78 per share, at prices ranging from \$141.39 to \$142.18 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 \$143.39 per share, at prices ranging from \$143.06 to \$143.90 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 \$144.71 per share, at prices ranging from \$144.09 to \$145.07 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 \$145.75 per share, at prices ranging from \$145.18 to \$146.17 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 \$146.68 per share, at prices ranging from \$146.22 to \$147.22 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.

14. Reflects a weighted average sale price of \$147.64 per share, at prices ranging from \$147.23 to \$148.20 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. 15. The Stock Options fully vested as of October 22, 2020.

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 <u>A. Blefeld, Attorney-</u> 08/03/2021 in-Fact

** Signature of Reporting Person Date

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

 \ast 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.