SEC Form 3 FORM 3

## UNITED STATES SECURITIES AND EXCHANGE

COMMISSION Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response: 0.5

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

1. Name and Address of Reporting Person <sup>*</sup> <u>Qiming Corporate GP IV, Ltd</u>	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2021		3. Issuer Name <b>and</b> Ticker Zai Lab Ltd [ ZLAE		Symbol			
(Last) (First) (Middle) UNITS 4205-06, 42ND FLOOR, GLOUCESTER TO THE LANDMARK, 15 QUEEN'S ROAD CENTRAL (Street) HONG KONG K3			4. Relationship of Reporting Issuer (Check all applicable) Director Officer (give title below)	【 10% C	Owner (specify	File 6. li	d (Month/Day/ ndividual or Jo eck Applicable Form filed Person Form filed	int/Group Filing e Line) by One Reporting by More than One
(City) (State) (Zip)		<b>.</b>						
Ta           1. Title of Security (Instr. 4)	Table I - Non-Derivative Securities Beneficially Owned         1. Title of Security (Instr. 4)       2. Amount of Securities       3. Ownership       4. Nature of Indirect Beneficial							
I. The of Security (Insu. 4)		I	Beneficially Owned (Instr. 4)	Form: (D) or I			Ownership (Instr. 5)	
Ordinary Shares		9,072,932 I		I	See Footnote <sup>(1)</sup>			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exerc Expiration Da (Month/Day/Y	te	3. Title and Amount of So Underlying Derivative So (Instr. 4)		4. Conver or Exer	ercise Form: Ownership (Instr.		
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security		Direct (D) or Indirect (I) (Instr. 5)	5)
1. Name and Address of Reporting Person <sup>*</sup> <u>Qiming Corporate GP IV, Ltd</u>		_						
(Last) (First) (Mid UNITS 4205-06, 42ND FLOOR, GLO TO	/							
THE LANDMARK, 15 QUEEN'S RO. CENTRAL	AD	_						
(Street) HONG KONG K3		_						
(City) (State) (Zip)								
1. Name and Address of Reporting Person <sup>*</sup> <u>Qiming GP IV, L.P.</u>		_						
(Last) (First) (Mid UNITS 4205-06, 42ND FLOOR, GLO TO THE LANDMARK, 15 QUEEN'S RO CENTRAL	UCESTER							

(Street) HONG KONG	КЗ					
(City)	(State)	(Zip)				
1. Name and Address of Reporting Person <sup>*</sup> <u>Qiming Venture Partners IV, L.P.</u>						
ТО	(First) , 42ND FLOOR, ( RK, 15 QUEEN'S					
(Street) HONG KONG	K3					
(City)	(State)	(Zip)				
Qiming Mana (Last) UNITS 4205-06 TO	(First) , 42ND FLOOR, ( RK, 15 QUEEN'S	<u>(Middle)</u> GLOUCESTER				
(City)	(State)	(Zip)				
1. Name and Addres <u>QM 11 Ltd</u>	ss of Reporting Perso	m*				
ТО	(First) , 42ND FLOOR, ( RK, 15 QUEEN'S					
(Street) HONG KONG	К3					
(City)	(State)	(Zip)				

## Explanation of Responses:

1. The shares reported herein are held of record and directly owned by QM11 Limited. QM11 Limited is owned by Qining Venture Partners IV, L.P. and Qiming Managing Directors Fund IV, L.P. The general partner of Qiming Venture Partners IV, L.P. is Qiming GP IV, L.P., whose general partner is Qiming Corporate GP IV, Ltd. The general partner of Qiming Managing Directors Fund IV, L.P. is Qiming Corporate GP IV, Ltd. By virtue of the foregoing relationships, each of the remaining Reporting Persons may be deemed to indirectly beneficially own the securities held by QM11 Limited, however each such Reporting Person disclaims beneficial ownership of such securities except to the extent of its respective pecuniary interest therein.

## **Remarks:**

<u>Qiming Corporate GP IV,</u>			
Ltd., By: /s/ Grace Lee,	01/01/2021		
<u>Name: Grace Lee, Title:</u>	01/01/2021		
Authorized Signatory			
<u>Qiming GP IV, L.P., By:</u>			
<u>/s/ Grace Lee, Name:</u>			
<u>Grace Lee, Title:</u>	01/01/2021		
Authorized Signatory of its	01/01/2021		
<u>general partner Qiming</u>			
<u>Corporate GP IV, Ltd.</u>			
Qiming Venture Partners	01/01/2021		

IV, L.P., By: /s/ Grace Lee, Name: Grace Lee, Title: Authorized Signatory of its ultimate general partner Qiming Corporate GP IV, Ltd	
<u>Qiming Managing</u> <u>Directors Fund IV, L.P.,</u> <u>By: /s/ Grace Lee, Name:</u> <u>Grace Lee,</u> <u>Title:Authorized Signatory</u> <u>of its general partner</u> <u>Qiming Corporate GP IV,</u> <u>Ltd</u>	01/01/2021
<u>QM11 Limited, By: /s/</u> <u>Grace Lee, Name: Grace</u> <u>Lee, Title: Director</u>	<u>01/01/2021</u>
** 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 5 (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.