

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 19, 2021

ZAI LAB LIMITED

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

001-38205
(Commission
File Number)

98-1144595
(I.R.S. Employer
Identification No.)

**4560 Jinke Road
Bldg. 1, Fourth Floor Pudong
Shanghai, China**
(Address of principal executive offices)

201210
(Zip Code)

+86 21 6163 2588
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American Depositary Shares, each representing 1 Ordinary Share, par value \$0.00006 per share	ZLAB	The Nasdaq Global Market
Ordinary Shares, par value \$0.00006 per share*	9688	The Stock Exchange of Hong Kong Limited

* Included in connection with the registration of the American Depositary Shares with the Securities and Exchange Commission. The ordinary shares are not registered or listed for trading in the United States but are listed for trading on The Stock Exchange of Hong Kong Limited

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 19, 2021 (U.S. Eastern Time), the Board of Directors (the “Board”) of Zai Lab Limited (the “Company”) appointed Richard Gaynor as an independent director, effective immediately. The Board also approved the formation of a new committee of the Board named the Research & Development Committee (the “R&D Committee”) to assist the Board in its oversight of the Company’s research and development activities. Mr. Gaynor, Samantha Du, William Lis, and Kai-Xian Chen were appointed to serve as the initial members of the R&D Committee, with Mr. Gaynor serving as the Chairperson of the R&D Committee.

Mr. Gaynor will receive compensation from the Company for his service as a director in accordance with the Company’s non-employee director compensation policy, including an annual cash retainer of \$50,000 for his service on the Board and an annual cash retainer of \$10,000 for his service as Chairperson of the R&D Committee of the Board, both of which will be pro-rated to an aggregate of \$6,904 for his service for the year of 2021. Mr. Gaynor received an initial grant on November 19, 2021 (U.S. Eastern Time) of 8,912 restricted Ordinary Shares of the Company. Furthermore, it is expected that he will receive equity compensation in subsequent years pursuant to the Company’s non-employee director compensation policy, subject to his continued service as a director of the Board.

In accordance with the Company’s customary practice, the Company has entered into an indemnification agreement with Mr. Gaynor, which requires the Company to indemnify Mr. Gaynor against certain liabilities that may arise in connection with his status or service as a director. The foregoing description is qualified in its entirety by the full text of the form of indemnification agreement, which was filed with the Securities and Exchange Commission (the “SEC”) as Exhibit 10.23 to the Company’s Annual Report on Form 10-K filed on March 1, 2021 and which is incorporated herein by reference.

There is no arrangement or understanding between Mr. Gaynor and any other person pursuant to which Mr. Gaynor was selected as a director. There are no transactions involving Mr. Gaynor requiring disclosure under Item 404(a) of Regulation S-K of the SEC.

A copy of the press release announcing Mr. Gaynor’s election to the Board is filed as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release issued by Zai Lab Limited on November 22, 2021.
104	The cover page of this Current Report on Form 8-K is formatted in Inline XBRL

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ZAI LAB LIMITED

By: /s/ Samantha Du

Samantha Du
Chief Executive Officer

Date: November 22, 2021

Zai Lab Appoints Richard Gaynor, MD, to its Board of Directors

SHANGHAI, SAN FRANCISCO, and CAMBRIDGE, Mass., November 22, 2021 — Zai Lab Limited (NASDAQ: ZLAB; HKEX: 9688), a patient-focused, innovative, commercial-stage, global biopharmaceutical company, announced today that it has appointed Richard Gaynor, M.D., to its Board of Directors. Dr. Gaynor will also serve as Chair of the Research and Development Committee.

Dr. Gaynor is the President and Chief of Research and Development of BioNTech US. Prior to this, he was President, Research and Development, at Neon Therapeutics, beginning in 2016. Previously, Dr. Gaynor spent 15 years in senior roles at Lilly Oncology, including as Senior Vice President, Clinical Development and Medical Affairs. He chaired the Lilly Oncology Research and Development Committee and helped oversee collaborations with such companies as Bristol Myers Squibb, Merck, AstraZeneca, and GE Healthcare. Dr. Gaynor also led preclinical and early clinical oncology research at Lilly.

Dr. Gaynor holds an M.D. from the University of Texas Southwestern Medical School, where he served a residency in internal medicine. He completed fellowship training in hematology-oncology at the UCLA School of Medicine, where he spent nine years on the faculty. He then served for 11 years on the faculty at the University of Texas Southwestern Medical School, including as the Chief of Hematology-Oncology and Director of the Simmons Cancer Center. He is the author of nearly 150 publications.

He participates on numerous advisory boards and committees, including currently serving as a Director of Alkermes, Infinity Pharmaceuticals, and the Damon Runyon Cancer Research Foundation.

“We’re pleased to welcome Richard to our Board,” said Dr. Samantha Du, Founder, Chairperson and Chief Executive Officer of Zai Lab. “Richard is recognized as a leader in the biopharmaceutical industry. His deep experience as an oncologist and his expertise in research and development will be invaluable to Zai as we grow and advance our innovative pipeline to serve patients worldwide.”

“It’s an honor to join the Zai Lab Board and to work alongside Samantha and her team in achieving the company’s vision of becoming a global biopharmaceutical company,” commented Dr. Gaynor. “I look forward to contributing to Zai Lab’s future growth and success as the company executes many late-stage development activities in oncology that have the potential to change patients’ lives in China and around the world.”

“We’ve added extensive experience to our Board with the appointments of two new members – Dr. Gaynor and Scott Morrison — in the past two months,” Dr. Du concluded. “We’re excited by the collective expertise the Board will bring to Zai Lab as we strengthen our capabilities and execute our global strategy.”

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About Zai Lab

Zai Lab (NASDAQ: ZLAB; HKEX: 9688) is a patient-focused, innovative, commercial-stage, global biopharmaceutical company focused on developing and commercializing therapies that address medical conditions with unmet needs in oncology, autoimmune disorders, infectious diseases, and neuroscience. To that end, our experienced team has secured partnerships with leading global biopharmaceutical companies in order to generate a broad pipeline of innovative marketed products and product candidates. We have also built an in-house team with strong product discovery and translational research capabilities and are establishing a pipeline of proprietary product candidates with global rights. Our vision is to become a leading global biopharmaceutical company, discovering, developing, manufacturing and commercializing our portfolio in order to impact human health worldwide.

For additional information about the company, please visit www.zailaboratory.com or follow us at www.twitter.com/ZaiLab_Global.

Zai Lab Safe Harbor

This press release contains forward-looking statements, including statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, relating to our business activities, our strategy and plans; the potential of our commercial business and pipeline programs; the election of Dr. Richard Gaynor to the Zai Lab Board of Directors; the expansion of the Zai Lab Board of Directors; and the expected benefits of the election to the Zai Lab Board of Directors of Dr. Richard Gaynor and other statements containing words such as “aim,” “anticipate,” “believe,” “could,” “estimate,” “expect,” “forecast,” “goal,” “intend,” “may,” “plan,” “possible,” “potential,” “will,” “would” and other similar expressions. Forward-looking statements are not statements of historical fact nor are they guarantees or assurances of future performance. Forward-looking statements are based on our expectations and assumptions as of the date of this press release and are subject to inherent uncertainties, risks and changes in circumstances that may differ materially from those contemplated by the forward-looking statements. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including but not limited to; our ability to successfully commercialize and generate revenue from our pipeline or approved products; our ability to finance our operations and business initiatives and obtain funding for such activities; the results of clinical and pre-clinical development of our product candidates; the content and timing of decisions made by the relevant regulatory authorities regarding regulatory approvals of our product candidates; the effects of the novel coronavirus (COVID-19) pandemic on our business; and general economic, regulatory and political conditions and the risk factors identified in our most recent annual or quarterly report and in other reports we have filed with the U.S. Securities and Exchange Commission. We anticipate that subsequent events and developments will cause our expectations and assumptions to change and we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date of this press release.

Additional information about Zai Lab’s directors and executive officers and their interests can be found through the SEC’s website at www.sec.gov.

For more information, please contact:

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