

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>Du Ying</u> (Last) (First) (Middle) C/O ZAI LAB LIMITED 314 MAIN STREET, 4TH FLOOR, SUITE 100 (Street) CAMBRIDGE MA 02142 (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairperson & CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/05/2022</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			
American Depositary Shares ⁽¹⁾	01/05/2022 ⁽²⁾		G ⁽³⁾	V	475	D	\$0.00	1,003,578	D	
American Depositary Shares ⁽¹⁾	01/05/2022 ⁽²⁾		G ⁽⁴⁾	V	475	D	\$0.00	1,003,103	D	
American Depositary Shares ⁽¹⁾	01/05/2022 ⁽²⁾		G ⁽⁴⁾	V	475	A	\$0.00	475	I	Custodian of UTMA for child
American Depositary Shares ⁽¹⁾	01/05/2022 ⁽²⁾		G ⁽⁵⁾	V	14,300	D	\$0.00	988,803	D	
American Depositary Shares ⁽¹⁾	01/28/2022 ⁽²⁾		G ⁽⁶⁾	V	9,000	D	\$0.00	979,803	D	
American Depositary Shares ⁽¹⁾	04/01/2022 ⁽²⁾		F ⁽⁷⁾		828	D	\$45.47	978,975	D	
American Depositary Shares ⁽¹⁾	06/21/2022 ⁽²⁾		G ⁽⁶⁾	V	120,000	D	\$0.00	858,975	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					

Explanation of Responses:

- Each American Depositary Share (ADS) represents ten Ordinary Shares of the issuer. Our ADSs and Ordinary Shares are fully fungible. For purposes of this Form 4, we are reporting this in terms of ADSs.
- Due to inadvertent administrative error, this transaction is being filed late.
- This transaction represents a bona fide gift of securities by the reporting person to an UTMA account for the benefit of the reporting person's adult child.
- This transaction represents a bona fide gift of securities by the reporting person to an UTMA account for the benefit of the reporting person's minor child. Because such shares were gifted to UTMA custodial accounts for the benefit of the reporting person's child and for which the reporting person is the custodian, the reporting person may be deemed to have acquired indirect beneficial ownership of such shares upon gifting them to the custodial account.
- This transaction represents the transfer of shares held by the reporting person to a trust established for the benefit of the reporting person's children.
- This transaction represents a bona fide charitable contribution as a gift to a donor advisory fund.
- This transaction represents the disposition of shares to cover taxes.

Remarks:

/s/ Bruce Blefeld, Attorney-in-Fact 12/09/2022

** 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.