

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

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>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) 03/03/2023	
	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⁾	03/03/2023		G ⁽²⁾		21,564	D	\$0.00	837,411	D	
American Depositary Shares ⁽¹⁾	03/03/2023		G ⁽³⁾		21,564	D	\$0.00	815,847	D	
American Depositary Shares ⁽¹⁾	03/06/2023		M ⁽⁴⁾		300,000	A	\$0.00	1,115,847	D	
American Depositary Shares ⁽¹⁾	03/06/2023		F ⁽⁵⁾		120,906	D	\$0.00	994,941	D	
American Depositary Shares ⁽¹⁾	03/06/2023		G ⁽⁶⁾		426	D	\$0.00	994,515	D	
American Depositary Shares ⁽¹⁾	03/06/2023		G ⁽⁷⁾		426	D	\$0.00	994,089	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	Title	Amount or Number of Shares				
Stock Options (Right to Buy)	\$0.6	03/06/2023		M ⁽⁴⁾			300,000	(8)	10/22/2025	American Depositary Shares	300,000	\$0.00	589,165	D	

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.
- This transaction represents a bona fide charitable contribution as a gift.
- This transaction represents a bona fide charitable contribution as a gift.
- The reported transaction was effected pursuant to a sale plan adopted by the Reporting Person, dated 12/13/2022, that expires on 12/20/2023 and is intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1034.
- This transaction represents the disposition of shares to cover taxes.
- 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 the reporting person's adult child.
- The Stock Options fully vested as of October 22, 2020.

Remarks:

/s/ Bruce Blefeld, Attorney-in-Fact 03/07/2023

** 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.