

OMB APPROVAL	
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**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>Smiley Joshua L</u>  (Last) (First) (Middle) <u>C/O ZAI LAB LIMITED</u> <u>314 MAIN STREET, 4TH FLOOR, SUITE 100</u>  (Street) <u>CAMBRIDGE MA 02142</u>  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>See Remarks</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2024</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			

**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
Stock Options (Right to Buy) <sup>(1)</sup>	\$16.72	04/01/2024		A		197,306		(2)	04/01/2034	American Depository Shares <sup>(3)</sup>	197,306	\$0	197,306	D	
Restricted Share Units	(4)	04/01/2024		A		128,249		(5)	(5)	American Depository Shares <sup>(3)</sup>	128,249	\$0	128,249	D	

**Explanation of Responses:**

- Each Stock Option is exercisable for one American Depository Share ("ADS"), which represents ten Ordinary Shares of the issuer.
- The option vests in equal annual installments over four years beginning on 04/01/2025, the first anniversary of the date of grant, subject to continuous service.
- Each 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.
- Each Restricted Share Unit ("RSU") represents a contingent right to receive one ADS, which represents ten Ordinary Shares of the issuer.
- The RSUs vest in equal annual installments over four years beginning on 04/01/2025, the first anniversary of the date of grant, subject to continuous service. Vested shares will be delivered to the reporting person following vesting.

**Remarks:**

President and Chief Operating Officer

/s/ Bruce Blefeld, Attorney-in-Fact 04/03/2024

\*\* 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.