

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) <u>C/O ZAI LAB LIMITED</u> <u>4560 JINKE ROAD, BLDG 1, 4TH FLOOR</u> (Street) <u>PUDONG, F4 201210</u> <u>SHANGHAI</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairwoman & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>05/04/2021</u>	

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			
Ordinary Shares	05/01/2021		M ⁽¹⁾⁽²⁾		111,111	A	\$0.6	1,119,764 ⁽¹⁾	D	
Ordinary Shares								1,008,653 ⁽¹⁾	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
Stock Options (Right to Buy)	\$0.6	05/01/2021		M ⁽¹⁾⁽²⁾			111,111	(3)	10/22/2025	Ordinary Shares	111,111	\$0.00	1,333,609	D	

Explanation of Responses:

- On May 4, 2021, the Reporting Person filed a Form 4 which inadvertently did not report that she exercised 111,111 Stock Options in connection with the sales of Ordinary Shares reported in such filing. However, as reported in this amendment, the Reporting Person exercised 111,111 Stock Options for Ordinary Shares, granted to her in connection with a stock option plan that fully vested on October 22, 2020. Accordingly, Table I, Column 5 is amended to reflect such acquisition of Ordinary Shares, pursuant to such exercise of Stock Options, giving effect to the various sale transactions previously reported on the initial filing of this Form 4.
- The reported transaction was effected pursuant to a sales plan adopted by the Reporting Person, dated March 3, 2021, expires December 31, 2021 and is intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.
- The Stock Options fully vested as of October 22, 2020.

Remarks:

The Power of Attorney given by Ms. Du was previously filed with the U.S. Securities and Exchange Commission on January 4, 2021 as an exhibit to the Form 3 filed by Ms. Du.

/s/ Bruce A. Blefeld, Attorney-in-Fact 06/02/2021

** 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.