

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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 4560 JINKE ROAD, BLDG 1, 4TH FLOOR _____ (Street) PUDONG, F4 201210 SHANGHAI _____ (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 &amp; CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/03/2021</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			
Ordinary Shares	05/03/2021		s <sup>(1)</sup>		8,210	D	\$158.65 <sup>(2)</sup>	889,331	D	
Ordinary Shares	05/03/2021		s <sup>(1)</sup>		6,885	D	\$159.59 <sup>(3)</sup>	882,446	D	
Ordinary Shares	05/03/2021		s <sup>(1)</sup>		12,634	D	\$160.64 <sup>(4)</sup>	869,812	D	
Ordinary Shares	05/03/2021		s <sup>(1)</sup>		14,867	D	\$161.6 <sup>(5)</sup>	854,945	D	
Ordinary Shares	05/03/2021		s <sup>(1)</sup>		7,171	D	\$162.54 <sup>(6)</sup>	847,774	D	
Ordinary Shares	05/03/2021		s <sup>(1)</sup>		2,720	D	\$163.58 <sup>(7)</sup>	845,054	D	
Ordinary Shares	05/03/2021		s <sup>(1)</sup>		5,114	D	\$164.6 <sup>(8)</sup>	839,940	D	
Ordinary Shares	05/03/2021		s <sup>(1)</sup>		3,117	D	\$165.5 <sup>(9)</sup>	836,823	D	
Ordinary Shares	05/03/2021		s <sup>(1)</sup>		433	D	\$166.71 <sup>(10)</sup>	836,390	D	
Ordinary Shares	05/03/2021		s <sup>(1)</sup>		1,013	D	\$168.21 <sup>(11)</sup>	835,377	D	
Ordinary Shares	05/04/2021		s <sup>(1)</sup>		13,379	D	\$155.34 <sup>(12)</sup>	821,998	D	
Ordinary Shares	05/04/2021		s <sup>(1)</sup>		10,466	D	\$156.24 <sup>(13)</sup>	811,532	D	
Ordinary Shares	05/04/2021		s <sup>(1)</sup>		3,284	D	\$157.27 <sup>(14)</sup>	808,248	D	
Ordinary Shares	05/04/2021		s <sup>(1)</sup>		8,812	D	\$158.26 <sup>(15)</sup>	799,436	D	
Ordinary Shares	05/04/2021		s <sup>(1)</sup>		1,691	D	\$159.37 <sup>(16)</sup>	797,745	D	
Ordinary Shares	05/04/2021		s <sup>(1)</sup>		2,886	D	\$160.52 <sup>(17)</sup>	794,859	D	
Ordinary Shares	05/04/2021		s <sup>(1)</sup>		1,325	D	\$161.43 <sup>(18)</sup>	793,534	D	
Ordinary Shares	05/04/2021		s <sup>(1)</sup>		2,349	D	\$162.58 <sup>(19)</sup>	791,185	D	
Ordinary Shares	05/04/2021		s <sup>(1)</sup>		1,077	D	\$163.43 <sup>(20)</sup>	790,108	D	
Ordinary Shares	05/04/2021		s <sup>(1)</sup>		1,488	D	\$164.37 <sup>(21)</sup>	788,620	D	
Ordinary Shares	05/04/2021		s <sup>(1)</sup>		779	D	\$165.4 <sup>(22)</sup>	787,841	D	
Ordinary Shares	05/04/2021		s <sup>(1)</sup>		770	D	\$166.61 <sup>(23)</sup>	787,071	D	
Ordinary Shares	05/04/2021		s <sup>(1)</sup>		240	D	\$167.86 <sup>(24)</sup>	786,831	D	
Ordinary Shares	05/04/2021		s <sup>(1)</sup>		347	D	\$168.95 <sup>(25)</sup>	786,484	D	
Ordinary Shares	05/04/2021		s <sup>(1)</sup>		54	D	\$169.78	786,430	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Title and Amount of Underlying Derivative Security (Instr. 3 and 4)	9. Price of Derivative Security (Instr. 5)	10. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	11. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	12. Nature of Indirect Beneficial Ownership (Instr. 4)
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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 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)
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Explanation of Responses:											
1. 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.											
2. Reflects a weighted average sale price of \$158.65 per share, at prices ranging from \$158.54 to \$159.04 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
3. Reflects a weighted average sale price of \$159.59 per share, at prices ranging from \$159.06 to \$160.05 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
4. Reflects a weighted average sale price of \$160.64 per share, at prices ranging from \$160.07 to \$161.01 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
5. Reflects a weighted average sale price of \$161.60 per share, at prices ranging from \$161.08 to \$162.08 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
6. Reflects a weighted average sale price of \$162.54 per share, at prices ranging from \$162.12 to \$163.10 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
7. Reflects a weighted average sale price of \$163.58 per share, at prices ranging from \$163.14 to \$164.04 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
8. Reflects a weighted average sale price of \$164.60 per share, at prices ranging from \$164.19 to \$165.18 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
9. Reflects a weighted average sale price of \$165.50 per share, at prices ranging from \$165.21 to \$166.00 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
10. Reflects a weighted average sale price of \$166.71 per share, at prices ranging from \$166.57 to \$166.93 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
11. Reflects a weighted average sale price of \$168.21 per share, at prices ranging from \$168.16 to \$168.71 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
12. Reflects a weighted average sale price of \$155.34 per share, at prices ranging from \$154.78 to \$155.78 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
13. Reflects a weighted average sale price of \$156.24 per share, at prices ranging from \$155.79 to \$156.73 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
14. Reflects a weighted average sale price of \$157.27 per share, at prices ranging from \$156.88 to \$157.88 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
15. Reflects a weighted average sale price of \$158.26 per share, at prices ranging from \$157.89 to \$158.83 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
16. Reflects a weighted average sale price of \$159.37 per share, at prices ranging from \$158.92 to \$159.65 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
17. Reflects a weighted average sale price of \$160.52 per share, at prices ranging from \$160.00 to \$160.96 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
18. Reflects a weighted average sale price of \$161.43 per share, at prices ranging from \$161.02 to \$162.00 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
19. Reflects a weighted average sale price of \$162.58 per share, at prices ranging from \$162.04 to \$163.04 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
20. Reflects a weighted average sale price of \$163.43 per share, at prices ranging from \$163.06 to \$164.06 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
21. Reflects a weighted average sale price of \$164.37 per share, at prices ranging from \$164.10 to \$165.05 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
22. Reflects a weighted average sale price of \$165.40 per share, at prices ranging from \$165.25 to \$166.10 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
23. Reflects a weighted average sale price of \$166.61 per share, at prices ranging from \$166.30 to \$167.08 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
24. Reflects a weighted average sale price of \$167.86 per share, at prices ranging from \$167.65 to \$168.27 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											
25. Reflects a weighted average sale price of \$168.95 per share, at prices ranging from \$168.69 to \$169.15 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.											

**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      05/04/2021

\*\* 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.