### FORM 5

Form 3 Holdings Reported.

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

shington, D.C. 20549	OMB APPI

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	ANNUAL STATEMEN	17

MENT OF CHANGES IN BENEFICIAL **OWNERSHIP** 

OMB APPROVAL									
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 Form 4 Transactions Reported. or Section 30(h) of the Investment Company Act of 1940 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person\* Zai Lab Ltd [ ZLAB ] Du Ying Director X 10% Owner Officer (give title Other (specify X below) (First) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) (Last) (Middle) 12/31/2021 Chairperson & CEO C/O ZAI LAB LIMITED 314 MAIN STREET, 4TH FLOOR, SUITE 100 6. Individual or Joint/Group Filing (Check Applicable Line) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Street) Form filed by One Reporting Person CAMBRIDGE MA 02142 Form filed by More than One Reporting (City) (State) (Zip)

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 at end of	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership	
				Amount	(A) or (D)	Price	Issuer's Fiscal Year (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)	
American Depositary Shares <sup>(1)</sup>	12/31/2021(2)		<b>G</b> <sup>(3)</sup>	8,000	D	\$0.00	1,000,653	D		
Table II. Derivative Securities Acquired Disposed of or Peneficially Owned										

## 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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

#### **Explanation of Responses:**

- 1. 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 5, we are reporting this in terms of ADSs.
- 2. Due to inadvertent administrative error, this transaction is being filed late.
- 3. This transaction represents a bona fide charitable contribution as a gift to a donor advisory fund.

### Remarks:

/s/ Bruce A. Blefeld, Attorneyin-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.