

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM F-1
REGISTRATION STATEMENT**

*UNDER
THE SECURITIES ACT OF 1933*

Zai Lab Limited

(Exact name of registrant as specified in its charter)

Not applicable

(Translation of Registrant's name into English)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

98-1144595
(I.R.S. Employer
Identification Number)

4560 Jinke Road
Bldg. 1, 4F, Pudong, Shanghai, China 201210
Telephone: +86 21 6163 2588

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Law Debenture Corporate Services Inc.
801 2nd Avenue, Suite 403
New York, New York 10017
Telephone: (212) 750-6474

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Patrick O'Brien
Ropes & Gray LLP
Prudential Tower
800 Boylston Street
Boston, MA 02199-3600
Telephone: (617) 951-7000

Copies to:
Samantha Du
Chief Executive Officer
Zai Lab Limited
4560 Jinke Rd
Bldg.1, Fourth Floor
Pudong
Shanghai, China 201210
Telephone: +86 21 6163 2588

Richard D. Truesdell, Jr., Esq.
Li He
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
Telephone: (212) 450-4000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-219980

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards[†] provided pursuant to Section 7(a)(2)(B) of the Securities Act.

[†] The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered(1) | Amount to be Registered(2)(3) | Proposed Maximum Aggregate Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee(4) |
|---|-------------------------------|---|---|-------------------------------|
| Ordinary Shares, par value \$0.00006 per share | 383,333 | \$ 18.00 | \$ 6,899,994 | \$ 800 |

- (1) American depositary shares, or ADSs, evidenced by American depositary receipts issuable upon deposit of the ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-219980). Each ADS represents one ordinary share.
- (2) Includes (i) ordinary shares represented by ADSs that may be purchased by the underwriters pursuant to their option to purchase additional ADSs and (ii) all ordinary shares represented by ADSs initially offered or sold outside the United States that are thereafter resold from time to time in the United States.
- (3) Represents only the additional number of securities being registered. Does not include the securities that the Registrant previously registered on the Registration Statement on Form F-1 (File No. 333-219980).
- (4) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$165,600,000 on a Registration Statement on Form F-1 (File No. 333-219980), which was declared effective by the Securities and Exchange Commission on September 20, 2017. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price per share of \$6,899,994 is hereby registered, which includes securities issuable upon the exercise of the underwriters' option to purchase additional securities.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

Explanatory Note and Incorporation by Reference

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction V of Form F-1, both promulgated under the Securities Act of 1933, as amended (the "Securities Act"). The contents of the Registration Statement on Form F-1, as amended (Registration No. 333- 219980) (the "Prior Registration Statement") filed by Zai Lab Limited with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act, which was declared effective by the Commission on September 20, 2017, including the exhibits thereto, are incorporated by reference into this Registration Statement.

The registrant is filing this Registration Statement for the purpose of increasing the aggregate number of American depositary shares ("ADSs") being offered by 383,333 ADSs. Each ADS represents one ordinary share. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The required opinion and consents are listed on an Exhibit Index attached hereto and incorporated by reference into this Registration Statement.

Index of Exhibits

Exhibit
Number

Exhibit Description

- | | |
|------|--|
| 5.1 | <u>Opinion of Travers Thorp Alberga regarding the validity of the ordinary shares being registered</u> |
| 23.1 | <u>Consent of Deloitte Touche Tohmatsu Certified Public Accountants LLP, an independent accounting firm, regarding the consolidated financial statements of Zai Lab Limited</u> |
| 23.2 | <u>Consent of Travers Thorp Alberga (included in Exhibit 5.1)</u> |
| 24.1 | <u>Power of Attorney of each of the directors of the registrant and the principal executive, financial and accounting officers of the registrant (previously filed on the signature page to the registrant's Registration Statement on Form F-1, as amended (Registration No. 333-219980), filed with the Securities and Exchange Commission on August 15, 2017 and incorporated by reference herein).</u> |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Shanghai, on September 20, 2017.

ZAI LAB LIMITED

By: /s/ SAMANTHA DU

Name: Samantha Du

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---------------------------------------|--|--------------------|
| <u>/s/ SAMANTHA DU</u> Samantha Du | Chief Executive Officer, Chairman of the Board of Directors (Principal Executive Officer) | September 20, 2017 |
| <u>/s/ TOM FENG</u> Tom Feng | Vice President, Finance (Principal Financial and Accounting Officer) | September 20, 2017 |
| <u>*</u> John Diekman | Director | September 20, 2017 |
| <u>*</u> Tao Fu | Director | September 20, 2017 |
| <u>*</u> Nisa Leung | Director | September 20, 2017 |
| <u>*</u> Peter Wirth | Director | September 20, 2017 |
| <u>*</u> Marietta Wu | Director | September 20, 2017 |
| <u>*</u> Jianming Yu | Director | September 20, 2017 |

*By: /s/ SAMANTHA DU
Samantha Du
As Attorney-in-Fact

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

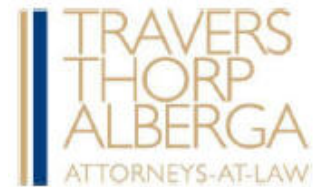
Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Zai Lab Limited, has signed this registration statement or amendment thereto in New York, NY on September 20, 2017.

Law Debenture Corporate Services Inc.
(Authorized U.S. Representative)

By: /s/ GISELLE MANON

Name: Giselle Manon

Title: Service of Process Officer



Office: +852 2801 6066
Mobile: +852 9718 8740
Email: rthorp@tta.lawyer

Zai Lab Limited
P.O. Box 31119 Grand Pavilion,
Hibiscus West Bay Road,
Grand Cayman KY1-1205,
Cayman Islands

20 September 2017

Dear Sirs

Zai Lab Limited

We have acted as Cayman Islands legal advisers to Zai Lab Limited (the “**Company**”) in connection with the Company’s registration statement on Form F-1, including all amendments or supplements thereto (the “**Registration Statement**”), filed with the United States Securities and Exchange Commission (the “**Commission**”) under the United States Securities Act of 1933 (the “**Act**”), as amended, related to the offering by the Company of American Depositary Shares each representing one ordinary share, par value of US\$0.00006 per share (the “**Shares**”). This opinion is given in accordance with the terms of the Legal Matters section of the Registration Statement.

1 Documents Reviewed

For the purposes of this opinion we have reviewed originals, copies, drafts or conformed copies of the documents listed in Schedule 1 to this opinion, being all of the documents necessary to form our opinion. Defined terms shall have the meanings set out in Schedule 1 or in the Registration Statement.

2 Assumptions

The following opinions are given only as to and based on circumstances and matters of fact existing at the date hereof and as to the laws of the Cayman Islands as the same are in force at the date hereof. In giving this opinion, we have relied upon the completeness and accuracy (and assumed the continuing completeness and accuracy as at the date hereof) of the Certificate of Good Standing and the Director’s Certificate, as to matters of fact, without further verification and have assumed that copy documents or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals.

3 Opinions

Based upon, and subject to, the foregoing assumptions, and having regard to such legal considerations as we deem relevant, we are of the opinion that:

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2801 6767 60 Wyndham Street
www.traversthorpalberga.com Central HONG KONG
Cayman Islands & British Virgin Islands Attorneys-at-Law
Resident Hong Kong Partners: Richard Thorp, Everton
Robertson (England & Wales), Jos Briggs (England &
Wales), Lucy Nicklas (New South Wales, Australia), Julie
Engwirda

- 3.1 the Company has been duly incorporated and is validly existing and in good standing under the laws of the Cayman Islands;
- 3.2 as of 20 September 2017, the authorized share capital of the Company is US\$5,000.00 divided into 54,428,239 Ordinary Shares of par value US\$0.00006 each, 8,466,667 Series A-1 Preferred shares of par value US\$0.00006 each, 8,904,032 Series A-2 preferred shares of par value US\$0.00006 each, 5,562,337 Series B-1 preferred shares of par value US\$0.00006 each, 3,973,098 Series B-2 preferred shares of par value US\$0.00006 each, and 1,998,961 Series C preferred shares of par value US\$0.00006 each.
- 3.3 the issue and allotment of the Shares have been duly authorised and when allotted, issued and paid for as contemplated in the Registration Statement, the Shares will be legally issued and allotted, fully paid and non-assessable. In this opinion the phrase “non-assessable” means, with respect to Shares in the Company, that a shareholder shall not, solely by virtue of its status as a shareholder, be liable for additional assessments or calls on the Shares by the Company or its creditors (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil). As a matter of Cayman law, a share is only issued when it has been entered in the register of members (shareholders); and
- 3.4 the statements under the caption “Taxation” in the prospectus forming part of the Registration Statement, to the extent that they constitute statements of Cayman Islands law, are accurate in all material respects and such statements constitute our opinion.

We hereby consent to the prospectus discussion of this opinion, to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the headings “Enforcement of civil liabilities” and “Legal Matters” and elsewhere in the prospectus included in the Registration Statement. In providing our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission thereunder.

This opinion is limited to the matters detailed herein and is not to be read as an opinion with respect to any other matter.

Yours faithfully

/s/ Travers Thorp Alberga

TRIVERS THORP ALBERGA

SCHEDULE 1

List of Documents Reviewed

- 1 the Certificate of Incorporation dated 28 March 2013;
- 2 the register of members of the Company;
- 3 the register of directors of the Company;
- 4 the Third Amended and Restated Memorandum and Articles of Association of the Company as adopted by special resolution of shareholders of the Company on 26 June 2017 and as amended by special resolutions passed on 11 August 2017 and on 30 August 2017 (the “**Pre-IPO M&A**”);
- 5 the Fourth Amended and Restated Memorandum and Articles of Association of the Company as conditionally adopted by a special resolution passed on 30 August 2017 and effective immediately upon completion of the Company’s IPO (the “**Post-IPO M&A**”);
- 6 the written resolutions of the board of directors of the Company dated 7 August 2017 and August 27, 2017 (the “**IPO Board Resolutions**”);
- 7 the minutes of a meeting of the shareholders of the Company held on 11 August 2017 and on 30 August 2017 (the “**Shareholders’ Resolutions**”, together with the IPO Board Resolutions are referred to as the “**Resolutions**”);
- 8 the certificate of good standing of the Company issued by the Registry of Companies, Cayman Islands on 29 August 2017 (the “**Certificate of Good Standing**”);
- 9 a certificate from a Director of the Company addressed to this firm, a copy of which is attached hereto (the “**Director’s Certificate**”); and
- 10 the Registration Statement.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form F-1 of our report dated May 30, 2017 (September 1, 2017 as to Note 2(w)) relating to the consolidated financial statements and financial statement schedule of Zai Lab Limited and its subsidiaries, appearing in Amendment No. 3 to the Registration Statement on Form F-1 (Registration No. 333-219980) and to the reference to us under the heading "Experts" in such prospectus.

/s/ Deloitte Touche Tohmatsu Certified Public Accountants LLP

Shanghai, China

September 20, 2017