

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 20-F/A  
(Amendment No. 1)

(Mark One)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR  
 ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2019  
OR  
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from to  
OR  
 SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report  
Commission file number 001-38205

**ZAI LAB LIMITED**

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

Cayman Islands

(Jurisdiction of incorporation or organization)

4560 Jinke Road  
Bldg. 1, Fourth Floor  
Pudong

Shanghai, China 201210  
(Address of principal executive offices)

Samantha Du  
Chief Executive Officer  
Zai Lab Limited  
4560 Jinke Road  
Bldg. 1, Fourth Floor  
Pudong

Shanghai, China 201210

Telephone: +86 21 6163 2588

(Name, telephone, email and/or facsimile number and address of Company contact person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American depositary shares, each representing one ordinary share, par value \$0.00006 per share	ZLAB	Nasdaq Global Market

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the Annual Report:

68,375,511 ordinary shares were issued and outstanding as of December 31, 2019

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.  Yes  No

Note—checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or an emerging growth company. See definition of "accelerated filer and large accelerated filer" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer  Accelerated Filer   
Non-Accelerated Filer  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<sup>†</sup> pursuant to Section 13(a) of the Exchange Act.

<sup>†</sup> 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.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP  International Financial Reporting Standards as issued by the International Accounting Standards Board  Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.  Item 17  Item 18

If this is an Annual Report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

## EXPLANATORY NOTE

Zai Lab Limited (the “Company”) is filing this Amendment No. 1 to Form 20-F (the “Amended Filing”) to its Annual Report on Form 20-F for the fiscal year ended December 31, 2019 that was filed on April 29, 2020 (the “Original Filing”). The Amended Filing is solely to file revised versions of Exhibit 12.1, Certification of Chief Executive Officer Required by Rule 13a-14(a), and Exhibit 12.2, Certification of Chief Financial Officer Required by Rule 13a-14(a).

This Amended Filing consists solely of the cover page, this explanatory note and certifications by our Chief Executive Officer and Chief Financial Officer. Except as described above, this Amended Filing does not amend, update or change any other items or disclosures in the Original Filing. This Amended Filing speaks only as of the date the Original Filing was filed, and the Company has not undertaken herein to amend, supplement or update any information contained in the Original Filing to give effect to any subsequent events. Accordingly, this Amended Filing should be read in conjunction with the Company’s filings made with the Securities and Exchange Commission subsequent to the filing of the Original Filing, including any amendment to those filings.

---

## ITEM 19. EXHIBITS

## EXHIBIT INDEX

Exhibit Number	Exhibit Title
1.1	<a href="#"><u>Fourth Amended and Restated Memorandum and Articles of Association of Zai Lab Limited (incorporated by reference to Exhibit 3.1 to Amendment No. 2 to our Registration Statement on Form F-1 (File No. 333-219980) filed with the SEC on September 1, 2017)</u></a>
4.1	<a href="#"><u>Form of Deposit Agreement (incorporated by reference to Exhibit 4.1 to Amendment No. 2 to our Registration Statement on Form F-1 (File No. 333-219980) filed with the SEC on September 1, 2017)</u></a>
4.2	<a href="#"><u>Form of American Depositary Receipt (incorporated by reference to Exhibit 4.1 to Amendment No. 2 to our Registration Statement on Form F-1 (File No. 333-219980) filed with the SEC on September 1, 2017)</u></a>
4.3	<a href="#"><u>Registrant's Specimen Certificate for Ordinary Shares (incorporated by reference to Exhibit 4.3 to Amendment No. 2 to our Registration Statement on Form F-1 (File No. 333-219980) filed with the SEC on September 1, 2017)</u></a>
4.4	<a href="#"><u>Third Amended and Restated Shareholders Agreement between Zai Lab Limited and other parties named therein dated June 26, 2017 (incorporated by reference to Exhibit 4.4 to our Registration Statement on Form F-1 (File No. 333-219980) filed with the SEC on August 15, 2017)</u></a>
4.5†	<a href="#"><u>Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act</u></a>
10.1#	<a href="#"><u>Zai Lab Limited 2015 Omnibus Equity Incentive Plan as amended on February 3, 2016 and April 10, 2016 (incorporated by reference to Exhibit 10.1 to Amendment No. 2 to our Registration Statement on Form F-1 (File No. 333-219980) filed with the SEC on September 1, 2017)</u></a>
10.2#	<a href="#"><u>Zai Lab Limited 2017 Equity Incentive Plan (incorporated by reference to Exhibit 10.22 to Amendment No. 2 to our Registration Statement on Form F-1 (File No. 333-219980) filed with the SEC on September 1, 2017)</u></a>
10.3#	<a href="#"><u>Form Restricted Share Unit Award Agreement (incorporated by reference to Exhibit 10.23 to Amendment No. 2 to our Registration Statement on Form F-1 (File No. 333-219980) filed with the SEC on September 1, 2017)</u></a>
10.4#	<a href="#"><u>Form Restricted Stock Award Agreement (incorporated by reference to Exhibit 10.24 to Amendment No. 2 to our Registration Statement on Form F-1 (File No. 333-219980) filed with the SEC on September 1, 2017)</u></a>
10.5#	<a href="#"><u>Form of Non-Statutory Stock Option Award Agreement (incorporated by reference to Exhibit 10.25 to Amendment No. 2 to our Registration Statement on Form F-1 (File No. 333-219980) filed with the SEC on September 1, 2017)</u></a>
10.6†	<a href="#"><u>Non-Employee Director Compensation Policy</u></a>
10.7#	<a href="#"><u>Zai Lab Limited 2017 Cash Bonus Plan (incorporated by reference to Exhibit 10.11 to Amendment No. 2 to our Registration Statement on Form F-1 (File No. 333-219980) filed with the SEC on September 1, 2017)</u></a>
10.8+	<a href="#"><u>Collaboration, Development and License Agreement by and between Tesaro, Inc. and Zai Lab (Shanghai) Co., Ltd. dated September 28, 2016 (incorporated by reference to Exhibit 10.2 to our Registration Statement on Form F-1 (File No. 333-219980) filed with the SEC on August 15, 2017)</u></a>
10.9	<a href="#"><u>Amendment to Collaboration, Development and License Agreement by and between Tesaro, Inc. and Zai Lab (Shanghai) Co., Ltd. dated February 26, 2018 (incorporated by reference to Exhibit 4.3 to our Annual Report on Form 20-F (File No. 001-38205) filed with the SEC on April 30, 2018)</u></a>
10.10+	<a href="#"><u>License Agreement by and between Bristol-Myers Squibb Company and Zai Lab (Hong Kong) Limited dated March 9, 2015 (incorporated by reference to Exhibit 10.3 to our Registration Statement on Form F-1 (File No. 333-219980) filed with the SEC on August 15, 2017)</u></a>

- 10.11+ [License and Collaboration Agreement by and between Paratek Bermuda Ltd. and Zai Lab \(Shanghai\) Co., Ltd. dated April 21, 2017 \(incorporated by reference to Exhibit 10.4 to our Registration Statement on Form F-1 \(File No. 333-219980\) filed with the SEC on August 15, 2017\)](#)
- 10.12+ [License Agreement by and between Sanofi and Zai Lab \(Hong Kong\) Limited dated July 22, 2015 \(incorporated by reference to Exhibit 10.8 to our Registration Statement on Form F-1 \(File No. 333-219980\) filed with the SEC on August 15, 2017\)](#)
- 10.13+ [License Agreement by and between Five Prime Therapeutics, Inc. and Zai Lab \(Shanghai\) Co., Ltd. dated December 19, 2017 \(incorporated by reference to Exhibit 4.11 to our Annual Report on Form 20-F \(File No. 001-38205\) filed with the SEC on April 30, 2018\)](#)
- 10.14+ [License and Collaboration Agreement by and between Entasis Therapeutics Holdings Inc. and Zai Lab \(Shanghai\) Co., Ltd. dated as of April 25, 2018 \(incorporated by reference to Exhibit 10.12 to our Amendment No. 2 to our Registration Statement on Form F-1 \(File No. 333-227159\) filed with the SEC on September 5, 2018\)](#)
- 10.15+ [License and Collaboration Agreement by and between Novocure Limited and Zai Lab \(Shanghai\) Co., Ltd. dated September 10, 2018 \(incorporated by reference to Exhibit 10.15 to our Annual Report on Form 20-F \(File No. 001-38205\) filed with the SEC on March 29, 2019\)](#)
- 10.16+ [Collaboration Agreement by and between MacroGenics, Inc. and Zai Lab \(Shanghai\) Co., Ltd. dated November 29, 2018 \(incorporated by reference to Exhibit 10.16 to our Annual Report on Form 20-F \(File No. 001-38205\) filed with the SEC on March 29, 2019\)](#)
- 10.17^† [License Agreement between Deciphera Pharmaceuticals, LLC and Zai Lab \(Shanghai\) Co., Ltd. dated June 10, 2019](#)
- 10.18^† [Amendment to License Agreement between Deciphera Pharmaceuticals, LLC and Zai Lab \(Shanghai\) Co., Ltd. dated January 17, 2020](#)
- 10.19^† [Collaboration and License Agreement between Incyte Corporation and Zai Lab \(Shanghai\) Co., Ltd. dated July 1, 2019](#)
- 10.20 [Form of Indemnification Agreement for Directors and Officers \(incorporated by reference to Exhibit 10.12 to our Registration Statement on Form F-1 \(File No. 333-219980\) filed with the SEC on August 15, 2017\)](#)
- 10.21# [Fourth Amended and Restated Founder Employment Agreement between Samantha \(Ying\) Du and Zai Lab Limited dated December 1, 2018 \(incorporated by reference to Exhibit 10.18 to our Annual Report on Form 20-F \(File No. 001-38205\) filed with the SEC on March 29, 2019\)](#)
- 10.22# [Amended and Restated Employment Agreement between William Ki Chul Cho and Zai Lab \(Hong Kong\) Limited dated March 22, 2019 \(incorporated by reference to Exhibit 10.19 to our Annual Report on Form 20-F \(File No. 001-38205\) filed with the SEC on March 29, 2019\)](#)
- 10.23# [Second Amended and Restated Employment Agreement between Harald Reinhart and Zai Lab \(Hong Kong\) Limited dated December 28, 2018 \(incorporated by reference to Exhibit 10.22 to our Annual Report on Form 20-F \(File No. 001-38205\) filed with the SEC on March 29, 2019\)](#)
- 10.24# [Employment Agreement between Samantha \(Ying\) Du and Zai Lab \(Shanghai\) Co., Ltd. dated July 1, 2017 \(English translation\) \(incorporated by reference to Exhibit 10.18 to Amendment No. 2 to our Registration Statement on Form F-1 \(File No. 333-219980\) filed with the SEC on September 1, 2017\)](#)
- 10.25# [Amended and Restated Employment Agreement between Tao Fu and Zai Lab \(US\) LLC dated December 3, 2018 \(incorporated by reference to Exhibit 10.26 to our Annual Report on Form 20-F \(File No. 001-38205\) filed with the SEC on March 29, 2019\)](#)
- 10.26# [Amended and Restated Employment Agreement between Yongjiang Hei and Zai Lab \(US\) LLC dated March 22, 2019 \(incorporated by reference to Exhibit 10.27 to our Annual Report on Form 20-F \(File No. 001-38205\) filed with the SEC on March 29, 2019\)](#)
-

10.27#	<a href="#">Letter Agreement between Samantha (Ying) Du and Zai Lab (US) LLC dated December 11, 2017 (incorporated by reference to Exhibit 4.16 to our Annual Report on Form 20-F (File No. 001-38205) filed with the SEC on April 30, 2018).</a>
10.28#†	<a href="#">Employment Agreement between Valeria Fantin, Ph.D. and Zai Lab (US) LLC dated June 3, 2019</a>
10.29	<a href="#">Jinchuang Building House Leasing Contract by and between Zai Lab (Shanghai) Co., Ltd. and Shanghai Jinchuang Property Co., Ltd. dated September 1, 2016 (English translation) (incorporated by reference to Exhibit 10.26 to Amendment No. 2 to our Registration Statement on Form F-1 (File No. 333-219980) filed with the SEC on September 1, 2017)</a>
12.1*	<a href="#">Certification of Chief Executive Officer Required by Rule 13a-14(a)</a>
12.2*	<a href="#">Certification of Chief Financial Officer Required by Rule 13a-14(a)</a>
13.1**	<a href="#">Certification of Chief Executive Officer Required by Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code</a>
13.2**	<a href="#">Certification of Chief Financial Officer Required by Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code</a>
21.1	<a href="#">Subsidiaries of the registrant (incorporated by reference to Exhibit 21.1 to our Registration Statement on Form F-1 (File No. 333-219980) filed with the SEC on August 15, 2017)</a>
23.1†	<a href="#">Consent of Deloitte Touche Tohmatsu Certified Public Accountants LLP, an independent accounting firm, regarding the consolidated financial statements of Zai Lab Limited</a>
23.2†	<a href="#">Consent of Zhong Lun Law Firm</a>
101.INS†	XBRL Instance Document
101.SCH†	XBRL Taxonomy Extension Schema Document
101.CAL†	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB†	XBRL Taxonomy Extension Label Linkbase Document
101.PRE†	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF†	XBRL Taxonomy Extension Definitions Linkbase Document

---

\* Filed herewith

\*\* Furnished herewith

# Management contract or compensatory plan

+ Confidential treatment has been granted as to certain portions, which portions have been omitted and submitted separately to the Securities and Exchange Commission.

^ Certain confidential information contained in this exhibit has been omitted because it (i) is not material and (ii) would be competitively harmful if publicly disclosed.

† Previously filed or furnished with our Annual Report on Form 20-F for the fiscal year ended December 31, 2019 that was filed on April 29, 2020.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**ZAI LAB LIMITED**

By: /s/ Samantha Du

Name : Samantha Du

Title: Chief Executive Officer

Date: September 18, 2020

**Certification by the Principal Executive Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Samantha Du, certify that:

1. I have reviewed this annual report on Form 20-F of Zai Lab Limited (the “Company”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition; results of operations and cash flows of the Company as of, and for, the periods presented in this report;

4. The Company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the Company’s most recent fiscal quarter (the Company’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and

---

5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: September 18, 2020

By: /s/ Samantha Du

Samantha Du  
Chief Executive Officer



**Certification by the Principal Financial Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Billy Cho, certify that:

1. I have reviewed this annual report on Form 20-F of Zai Lab Limited (the “Company”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition; results of operations and cash flows of the Company as of, and for, the periods presented in this report;

4. The Company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the Company’s most recent fiscal quarter (the Company’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and

---

5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: September 18, 2020

By: /s/ Billy Cho  
Billy Cho  
Chief Financial Officer

**Certification by the Principal Executive Officer  
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the annual report of Zai Lab Limited (the "Company") on Form 20-F/A for the year ended December 31, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Samantha Du, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
  
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: September 18, 2020

By: /s/ Samantha Du  
Samantha Du  
Chief Executive Officer

**Certification by the Principal Financial Officer  
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the annual report of Zai Lab Limited (the “Company”) on Form 20-F/A for the year ended December 31, 2019 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Billy Cho, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: September 18, 2020

By: /s/ Billy Cho  
Billy Cho  
Chief Financial Officer