

OMB APPROVAL	
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**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) 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) Chairwoman & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2022	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
American Depositary Shares <sup>(1)</sup>	04/01/2022		M		3,400 <sup>(2)</sup>	A	\$0.00	1,012,053	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	Amount or Number of Shares				
Stock Options (Right to Buy)	\$45.47	04/01/2022		A		282,000 <sup>(3)</sup>		(4)	04/01/2032	American Depositary Shares <sup>(1)</sup>	282,000	\$0.00	282,000	D	
Restricted Share Units	<sup>(5)</sup>	04/01/2022		A		54,000		<sup>(6)</sup>	<sup>(6)</sup>	American Depositary Shares <sup>(1)</sup>	54,000	\$0.00	54,000	D	
Restricted Share Units	<sup>(5)</sup>	04/01/2022		M			3,400	<sup>(7)</sup>	<sup>(7)</sup>	American Depositary Shares <sup>(1)</sup>	3,400	\$0.00	13,600	D	

**Explanation of Responses:**

- Each American Depositary Share (ADS) represents ten Ordinary Shares of the issuer.
- ADSs acquired on vesting of Restricted Share Units. Each ADS represents ten Ordinary Shares of the issuer.
- The Stock Options are exercisable for ADSs. The number of securities underlying each option and the exercise price therefor are represented in ADSs. Each ADS represents ten Ordinary Shares of the issuer.
- The Stock Options vest in equal annual installments over five years beginning on 04/01/2023, the first anniversary of the date of grant.
- Each Restricted Share Unit represents a contingent right to receive one ADS, which represents ten Ordinary Shares of the issuer.
- The Restricted Share Units vest in equal annual installments over five years beginning on 04/01/2023, the first anniversary of the date of grant. Vested shares will be delivered in the form of ADSs to the reporting person following vesting.
- The Restricted Share Units vest in equal annual installments over five years beginning on 04/01/2022, the first anniversary of the date of grant. Vested shares will be delivered in the form of ADSs to the reporting person following vesting.

**Remarks:**

/s/ Bruce A. Blefeld as Attorney-in-Fact 04/05/2022

\*\* 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.