

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

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13A-16 OR 15D-16  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of September 2020**

**Commission Filing Number: 001-38205**

**ZAI LAB LIMITED**

(Translation of registrant's name into English)

**4560 Jinke Road, Bldg. 1, 4F, Pudong, Shanghai, China 201210**  
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F:

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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## **Submission of Matters to a Vote of Security Holders**

Zai Lab Limited (the “Company”) held an extraordinary general meeting (the “Meeting”) of the Company on Friday, September 4, 2020 at 8:00 p.m. (China time) / 8:00 a.m. (EST) at Building 1, 4/F, Denali Room, Jinchuang Plaza 4560 Jinke Road Shanghai, China 201210.

Holders of a total of 74,931,299 Ordinary Shares of the Company, constituting more than one-third of all voting share capital of the Company in issue as of the record date of August 7, 2020, were present in person or by proxy at the Meeting.

Both resolutions duly proposed in the notice of the Meeting were approved at the Meeting. The final voting results for each matter submitted to a vote of shareholders at the Meeting are as follows:

### **Resolution 1:**

AS AN ORDINARY RESOLUTION:

That the shareholders of the Company hereby authorize, approve, and confirm with immediate effect that the authorized share capital of the Company be increased to US\$30,000 divided into 500,000,000 shares of a nominal or par value of US\$0.00006.

For	Against	Abstain
52,450,520	19,870,461	2,610,318

### **Resolution 2:**

AS A SPECIAL RESOLUTION:

That, in connection with the increase in share capital, the shareholders of the Company hereby authorize, approve, and confirm with immediate effect that the Fourth Amended and Restated Memorandum of Association of the Company be replaced in its entirety with the consolidated version as tabled at the Meeting and as attached to the notice of the Extraordinary General Meeting.

For	Against	Abstain
52,055,383	20,226,340	2,649,576

## **Amendment of Memorandum of Association**

Following the receipt of shareholder approval at the Meeting, the Company filed the Fifth Amended and Restated Memorandum of Association of the Company with the Cayman Islands Registrar of Companies to reflect the increase of the authorized share capital of the Company to US\$30,000 divided into 500,000,000 shares of a nominal or par value of US\$0.00006.

A copy of the Fifth Amended and Restated Memorandum of Association is attached as an exhibit hereto.

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## EXHIBIT INDEX

Exhibit No.	Description
1.1	<a href="#">Fifth Amended and Restated Memorandum of Association of Zai Lab Limited</a>

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**THE COMPANIES LAW (2020 REVISION)  
OF THE CAYMAN ISLANDS  
COMPANY LIMITED BY SHARES**

**FIFTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION**

**OF**

**ZAI LAB LIMITED**

(Adopted by a Special Resolution passed on 4 September 2020)

1. The name of the Company is **ZAI LAB LIMITED**.
2. The registered office of the Company shall be at the offices of International Corporation Services Ltd., Harbour Place 2nd Floor, 103 South Church Street, P.O. Box 472, George Town, Grand Cayman KYI-1106, Cayman Islands, British West Indies or at such other place as the Directors may from time to time decide.
3. The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Law (2020 Revision) or as the same may be revised from time to time, or any other law of the Cayman Islands.
4. The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.
5. The authorized share capital of the Company is US\$30,000.00 divided into 500,000,000 shares of a nominal or par value of US\$0.00006 each. The Company has the power to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Law (2020 Revision) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.
6. The Company has the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.
7. Capitalized terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company.