

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

**FORM F-6/A
PRE-EFFECTIVE AMENDMENT NO. 1 TO
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

For Depository Shares Evidenced by American Depositary Receipts

LEGEND BIOTECH CORPORATION

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

Cayman Islands

(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.

(Exact name of depository as specified in its charter)

383 Madison Avenue, Floor 11

New York, NY 10179

Telephone: +1-800-990-1135

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

Yuan Xu, Ph.D.

Chief Executive Officer

Legend Biotech Corporation

2101 Cottontail Lane

Somerset, NJ 08873

Telephone: +1-732-317-5050

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

Copies to:

JPMorgan Chase Bank, N.A.
383 Madison Avenue, Floor 11
New York, NY 10179
Telephone: +1-800-990-1135

Scott R. Saks, Esq.
Pepper Hamilton, LLP
The New York Times Building, 37th Floor
620 Eighth Avenue
New York, NY 10018
Telephone: +1-212-808-2734

It is proposed that this filing become effective under Rule 466

- immediately upon filing
 on (Date) at (Time)

If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

Title of each class of Securities to be registered	Amount to be registered	Proposed maximum aggregate price per unit (1)	Proposed maximum aggregate offering price (2)	Amount of registration fee (3)
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing two (2) ordinary shares, par value US\$0.0001 per share, of Legend Biotech Corporation.	100,000,000.00 American Depositary Shares	\$0.05	\$5,000,000.00	\$649.00

(1) Each unit represents one American Depositary Share.

- (2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.
- (3) Previously paid.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

PRELIMINARY NOTE: This Amendment No. 1 to the Registration Statement on Form F-6/A is being filed solely to reflect the addition of Darren Xiaohui Ji, M.D., Ph.D., Corazon Dating Sanders, Ph.D. and Yau Wai Man Philip, CPA as three new directors of Legend Biotech Corporation.

PART I

INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) included as Exhibit A to the Deposit Agreement previously filed as Exhibit (a) to this Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption	Location in Form of American Depositary Receipt Filed Herewith as Prospectus
(1) Name and address of Depository	Introductory paragraph and bottom of face of American Depositary Receipt
(2) Title of American Depositary Receipts and identity of deposited securities	Face of American Depositary Receipt, top center
Terms of Deposit:	
(i) Amount of deposited securities represented by one unit of American Depositary Shares	Face of American Depositary Receipt, upper right corner
(ii) Procedure for voting, if any, the deposited securities	Paragraphs (6), (11) and (12)
(iii) Collection and distribution of dividends	Paragraphs (4), (5), (7) and (10)
(iv) Transmission of notices, reports and proxy soliciting material	Paragraphs (3), (8), (11) and (12)
(v) Sale or exercise of rights	Paragraphs (4), (5) and (10)
(vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization	Paragraphs (3), (4), (5), (10) and (13)
(vii) Amendment, extension or termination of the Deposit Agreement	Paragraphs (15), (16) and (17)
(viii) Rights of holders of ADRs to inspect the transfer books of the Depository and the list of Holders of ADRs	Paragraph (3)
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Paragraphs (1), (2), (4), (5) and (6)
(x) Limitation upon the liability of the Depository	Paragraph (14)
(3) Fees and Charges	Paragraph (7)

Item 2. AVAILABLE INFORMATION

Item Number and Caption	Location in Form of American Depositary Receipt Filed Herewith as Prospectus
Statement that Legend Biotech Corporation is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly files certain reports with the Securities and Exchange Commission, and that such reports can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Securities and Exchange Commission in Washington, D.C.	Paragraph (8)

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) **Form of Deposit Agreement.** Form of Deposit Agreement among Legend Biotech Corporation, JPMorgan Chase Bank, N.A., as depositary (the “Depositary”), and all holders and beneficial owners from time to time of American Depositary Receipts issued thereunder (the “Deposit Agreement”), including the form of American Depositary Receipt attached as Exhibit A thereto. Previously Filed.
- (b) **Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby.** Not Applicable.
- (c) **Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years.** Not Applicable.
- (d) **Opinion of Pepper Hamilton LLP, counsel to the Depositary, as to the legality of the securities being registered.** Previously Filed.
- (e) **Certification under Rule 466.** Not applicable.
- (f) **Power of Attorney for certain officers and directors of the Registrant.** Included as part of the signature pages hereto.

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A., on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Pre-Effective Amendment No. 1 to the Registration Statement on Form F-6/A to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, May 29, 2020.

Legal entity created by the form of Deposit
Agreement for the issuance of ADRs
evidencing American Depositary Shares

By: JPMORGAN CHASE BANK, N.A., as
Depositary

By: /s/ James A. Kelly III
Name: James A. Kelly III
Title: Executive Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Amendment No. 1 to the Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in Somerset, New Jersey, on May 29, 2020.

LEGEND BIOTECH CORPORATION

By: /s/ Yuan Xu

Name: Yuan Xu, Ph.D.

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Yuan Xu, Ph.D. and Ying Huang, Ph.D. and each of them, his or her true and lawful agent, proxy and attorney-in-fact, with full power of substitution and resubstitution, for and in his or her name, place and stead, in any and all capacities, to (i) act on, sign and file with the Securities and Exchange Commission any and all amendments (including post-effective amendments) to this Registration Statement on Form F-6 together with all schedules and exhibits thereto and any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, together with all schedules and exhibits thereto, (ii) act on, sign and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, (iii) act on and file any supplement to any prospectus included in this Registration Statement on Form F-6 or any such amendment or any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and (iv) take any and all actions which may be necessary or appropriate to be done, as fully for all intents and purposes as he or she might or could do in person, hereby approving, ratifying and confirming all that such agent, proxy and attorney-in-fact or any of his or her substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No.1 to the Registration Statement on Form F-6 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/ Yuan Xu</u> Yuan Xu, Ph.D.	Chief Executive Officer and Director (Principal Executive Officer)	May 29, 2020
<u>/s/ Ying Huang</u> Ying Huang, Ph.D.	Chief Financial Officer (Principal Financial and Accounting Officer)	May 29, 2020
<u>/s/ Fangliang Zhang</u> Fangliang Zhang, Ph.D.	Chairman of the Board of Directors	May 29, 2020
<u>/s/ Ye Wang</u> Ye Wang, M.S.	Director	May 29, 2020
<u>/s/ Darren Xiaohui Ji</u> Darren Xiaohui Ji, M.D., Ph.D.	Director	May 29, 2020
<u>/s/ Corazon Dating Sanders</u> Corazon Dating Sanders, Ph.D.	Director	May 29, 2020
<u>/s/ Yau Wai Man Philip</u> Yau Wai Man Philip, CPA	Director	May 29, 2020

SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE OF THE REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Legend Biotech Corporation, has signed this Amendment No.1 to the Registration Statement on Form F-6 in Somerset, New Jersey on May 29, 2020.

Authorized U.S. Representative
YUAN XU, PH.D.

By: /s/ Yuan Xu

Name: Yuan Xu, Ph.D.

Title: Chief Executive Officer and Director