
**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**

Date of Report: August 21, 2023

Commission File Number: 001-39307

Legend Biotech Corporation
(Exact Name of Registrant as Specified in its Charter)

**2101 Cottontail Lane
Somerset, New Jersey 08873**
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of 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):

Legend Biotech Corporation (the “Company”) will hold its Annual General Meeting of Shareholders (the “Meeting”) on September 21, 2023 beginning at 9:30 a.m. (local time) at the Company’s offices at 2201 Cottontail Lane, Somerset, NJ 08873, USA.

Materials made available in connection with the Meeting are available on the Company’s website at www.legendbiotech.com. The information contained in, or that can be accessed through, the Company’s website is not a part of this filing.

The following documents regarding the Meeting, each of which are attached as an exhibit hereto, are incorporated by reference herein. This report on Form 6-K, including the exhibits attached hereto, shall be deemed to be incorporated by reference in the registration statements of the Company on Form F-3 (Nos. 333-257609, 333-257625, and 333-272222) and Form S-8 (No. 333-239478), to the extent not superseded by documents or reports subsequently filed.

EXHIBIT INDEX

Exhibit	Title
99.1	Proxy Statement
99.2	Notice of Annual General Meeting
99.3	Form of Proxy
99.4	Voting Card and Instructions for ADS Holders

SIGNATURES

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

LEGEND BIOTECH CORPORATION

(Registrant)

August 21, 2023

By: /s/ Ying Huang

Ying Huang, Ph.D.

Chief Executive Officer

LEGEND BIOTECH CORPORATION

2101 Cottontail Lane
Somerset, New Jersey 08873

PROXY STATEMENT**General**

The board of directors of Legend Biotech Corporation (the “**Company**”) is soliciting proxies for the annual general meeting of shareholders of the Company to be held on September 21, 2023 at 9:30 a.m. (local time) (the “**AGM**”). The AGM will be held at the offices of the Company located at 2101 Cottontail Lane, Somerset, New Jersey 08873, USA. Unless otherwise specified, all times and dates referenced in this Proxy Statement are in the U.S. Eastern time zone.

This Proxy Statement can be accessed, free of charge, on the Investor section of the Company’s website at www.legendbiotech.com from August 21, 2023, and the Proxy Form will first be mailed to holders of ordinary shares of the Company on or about August 21, 2023.

Revocability of Proxies

Any proxy given pursuant to this solicitation may be revoked by the person signing such proxy by attending the AGM and voting in person.

Record Date, Share Ownership and Quorum

Only shareholders of record at the close of business on August 18, 2023 (the “**Record Date**”) are entitled to vote at the AGM. Our ordinary shares, par value US\$0.0001 per share (“**Ordinary Shares**”), that underlie American depositary shares (“**ADSs**”) are included for purposes of this determination. As of August 18, 2023, 364,576,826 Ordinary Shares of the Company were outstanding, including approximately 159,370,948 Ordinary Shares represented by ADSs and held by JPMorgan Chase Bank, N.A. Each ADS represents two Ordinary Shares. Two holders of Shares being not less than an aggregate of fifty percent (50%) of all votes attaching to all Shares in issue and entitled to vote and present in person or by proxy or, if a corporation or other non-natural person, by its duly authorized representative, will constitute a quorum for all purposes.

Voting and Solicitation

Each Ordinary Share in issue on the Record Date is entitled to one vote. A resolution put to the vote at the AGM will be decided by poll. Copies of solicitation materials will be furnished to all holders of Ordinary Shares of the Company, including banks, brokerage houses, fiduciaries and custodians holding in their names the Ordinary Shares or ADSs beneficially owned by others to forward to those beneficial owners.

Voting by Holders of Ordinary Shares

When proxies are properly dated, executed and returned by holders of Ordinary Shares, the Ordinary Shares they represent will be voted at the AGM, or at any adjournment thereof, in accordance with the instructions of the shareholder. If no specific instructions are given by such holders, the proxy holder will vote or abstain at his/her discretion, as he/she will on any other matters that may properly come before the AGM, or at any adjournment thereof.

Abstentions by holders of Ordinary Shares are included in the determination of the number of Ordinary Shares present and voting but are not counted as votes for or against a proposal.

Voting by Holders of ADSs

We have requested JPMorgan Chase Bank, N.A., as depositary of the ADSs, to mail to all the registered ADR holders this proxy statement, the accompanying notice of annual general meeting and an ADR Voting Instruction Card. Upon the timely receipt from an owner of record of ADSs of written voting instructions in the manner specified, JPMorgan Chase Bank, N.A. will endeavor, to the extent practicable and legally permissible, to vote or cause to be voted the number of Ordinary Shares underlying the ADSs, evidenced by American Depositary Receipts related to those ADSs, in accordance with such voting instructions. Under the terms of the deposit agreement, JPMorgan Chase Bank, N.A. will not vote or attempt to exercise the right to vote other than in accordance with such voting instructions or such deemed instructions as further described two paragraphs below. As the holder of record for all the Ordinary Shares represented by the ADSs, only JPMorgan Chase Bank, N.A. may vote those Ordinary Shares at the AGM.

There is no guarantee that ADR holders or any such holder in particular will receive the notice described above with sufficient time to enable such ADR holder to return any voting instructions to JPMorgan Chase Bank, N.A. in a timely manner, in which case the Ordinary Shares underlying your ADSs may not be voted in accordance with your wishes.

If no ADR Voting Instruction Card is received by JPMorgan Chase Bank, N.A. from a registered ADS holder by 12:00 p.m. (New York City time), September 15, 2023, such holder shall be deemed, and JPMorgan Chase Bank, N.A. will deem such holder of ADSs to have instructed it to give a discretionary proxy to the chairperson of the AGM to vote the Ordinary Shares represented by such holder's ADSs in favor of each proposal recommended by our board of directors and against each proposal opposed by our board of directors, unless the Company has informed JPMorgan Chase Bank, N.A. that such proxy should not be given, in accordance with the terms of the deposit agreement.

PROPOSAL 1:

RECEPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FISCAL YEAR ENDED DECEMBER 31, 2022

The board of directors proposes to receive the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2022.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RECEPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FISCAL YEAR ENDED DECEMBER 31, 2022.

PROPOSAL 2:

RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR OF THE COMPANY

The audit committee has approved the re-appointment of Ernst & Young LLP as independent auditor of the Company (the "**Independent Auditor**") for the fiscal year ending December 31, 2023 and seeks ratification of this decision by the shareholders.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITOR FOR THE FISCAL YEAR ENDING DECEMBER 31, 2023.

PROPOSAL 3:

RE-ELECTION OF DR. LI ZHU AS A DIRECTOR OF THE COMPANY

In accordance with article 88(b) of the Company's memorandum of association, the term of office of the Class III directors shall expire and Class III directors appointed at such meeting shall be elected for a full term of three (3) years.

Class III directors consist of Dr. Li Zhu, Dr. Corazon D. Sanders and Dr. Li Mao, and their term will expire at the AGM.

The board proposes to re-elect Dr. Li Zhu to serve as a Class III director of the Company for a full term of three (3) years.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RE-ELECTION OF DR. LI ZHU AS A DIRECTOR OF THE COMPANY.

PROPOSAL 4:

RE-ELECTION OF DR. CORAZON D. SANDERS AS A DIRECTOR OF THE COMPANY

In accordance with article 88(b) of the Company's memorandum of association, the term of office of the Class III directors shall expire and Class III directors appointed at such meeting shall be elected for a full term of three (3) years.

Class III directors consist of Dr. Li Zhu, Dr. Corazon D. Sanders and Dr. Li Mao, and their term will expire at the AGM.

The board proposes to re-elect Dr. Corazon D. Sanders to serve as a Class II director of the Company for a full term of three (3) years.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE RE-ELECTION OF DR. CORAZON D. SANDERS AS A DIRECTOR OF THE COMPANY.

PROPOSAL 5:

RE-ELECTION OF DR. LI MAO AS A DIRECTOR OF THE COMPANY

In accordance with article 88(b) of the Company’s memorandum of association, the term of office of the Class III directors shall expire and Class III directors appointed at such meeting shall be elected for a full term of three (3) years.

Class III directors consist of Dr. Li Zhu, Dr. Corazon D. Sanders and Dr. Li Mao, and their term will expire at the AGM.

The board proposes to re-elect Dr. Li Mao to serve as a Class II director of the Company for a full term of three (3) years.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE RE-ELECTION OF DR. LI MAO AS A DIRECTOR OF THE COMPANY.

PROPOSAL 6:

AUTHORIZATION OF EACH OF THE DIRECTORS AND OFFICERS OF THE COMPANY

The board of directors proposes to authorize each of the directors and officers of the Company to take any and every action that might be necessary to effect the foregoing resolutions as such director or officer, in his or her absolute discretion, thinks fit.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE AUTHORIZATION OF EACH OF THE DIRECTORS AND OFFICERS OF THE COMPANY TO TAKE ANY AND EVERY ACTION THAT MIGHT BE NECESSARY TO EFFECT THE FOREGOING RESOLUTIONS AS SUCH DIRECTOR OR OFFICER, IN HIS OR HER ABSOLUTE DISCRETION, THINKS FIT.

OTHER MATTERS

We know of no other matters to be submitted to the AGM. If any other matters properly come before the AGM, it is the intention of the persons named in the enclosed form of proxy to vote the shares they represent as the board of directors may recommend.

By Order of the Board of Directors,

/s/ Fangliang Zhang

Fangliang Zhang

Chairman of the Board of Directors

Dated: August 21, 2023

LEGEND BIOTECH CORPORATION
(Incorporated in the Cayman Islands with limited liability)
2101 Cottontail Lane
Somerset, New Jersey 08873

NOTICE OF ANNUAL GENERAL MEETING
to Be Held on September 21, 2023

NOTICE IS HEREBY GIVEN that an Annual General Meeting (“**AGM**”) of Legend Biotech Corporation (the “**Company**”) will be held at the offices of the Company located at 2101 Cottontail Lane, Somerset, New Jersey 08873, USA, on September 21, 2023 at 9:30 a.m. (local time) for the following purpose:

1. Proposal No. 1: To receive the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2022.
2. Proposal No 2: To ratify the appointment of Ernst & Young LLP as independent auditor of the Company (the “**Independent Auditor**”) for the fiscal year ending December 31, 2023.
3. Proposal No. 3: To re-elect Dr. Li Zhu, whose term of office will expire pursuant to article 88(b) of the Company’s memorandum of association, to serve as a Class III director of the Company for a full term of three (3) years.
4. Proposal No. 4: To re-elect Dr. Corazon D. Sanders, whose term of office will expire pursuant to article 88(b) of the Company’s memorandum of association, to serve as a Class III director of the Company for a full term of three (3) years.
5. Proposal No. 5: To re-elect Dr. Li Mao, whose term of office will expire pursuant to article 88(b) of the Company’s memorandum of association, to serve as a Class III director of the Company for a full term of three (3) years.
6. Proposal No. 6: To authorize each of the directors and officers of the Company to take any and every action that might be necessary to effect the foregoing resolutions as such director or officer, in his or her absolute discretion, thinks fit.

(Terms used but not defined in this Notice shall have the same meaning as defined in the Proxy Statement attached)

And to consider and transact such other business as may properly come before the AGM or any adjournment or adjournments thereof.

The board of directors of the Company has fixed the close of business on August 18, 2023 as the record date (the “**Record Date**”) for determining the shareholders entitled to receive notice of and to vote at the AGM or any adjourned or postponed meeting thereof. Holders of the Company’s American depositary shares (“**ADSs**”) who wish to exercise their voting rights for the underlying shares must act through JPMorgan Chase Bank, N.A., the depositary of the Company’s ADS program.

Please refer to the Proxy Form, which is attached to and made a part of this notice. The Proxy Statement is also available for viewing on the Investor section of our website at www.legendbiotech.com. Holders of record of the Company's ordinary shares at the close of business on the Record Date are entitled to vote at the AGM and any adjourned or postponed meeting thereof.

Holders of record of the Company's ordinary shares as of the Record Date are cordially invited to attend the AGM in person. Your vote is important. If you cannot attend the AGM in person, you are urged to complete, sign, date and return the accompanying proxy form as promptly as possible. We must receive the proxy form no later than 48 hours before the time of the AGM to ensure your representation at such meeting.

Shareholders may obtain a copy of the Company's 2022 annual report, free of charge, from the Investor section of the Company's website at www.legendbiotech.com, or by contacting Legend Biotech Corporation at 2101 Cottontail Lane, Somerset, NJ 08873, USA, attention: Investor Relations, telephone: 1-732-317-5050, email: investor@legendbiotech.com.

Date: August 21, 2023

/s/ Fangliang Zhang

Name: Fangliang Zhang

Title: Chairman of the Board of Directors

LEGEND BIOTECH CORPORATION
(the "Company")
P R O X Y

I/We _____ of _____, the holder of _____ ordinary shares¹ in the Company, hereby appoint the Chairperson of the Annual General Meeting² or _____ of _____ as my/our proxy to vote on my/our behalf in respect of all matters and resolutions to be submitted for consideration and approval at the Annual General Meeting of the Company to be held on the 21st day of September 2023, and at any adjournment thereof, and in the event of a poll, to vote for me/us as indicated below, or if no such indication is given, as my/our proxy thinks fit³.

No.	PROPOSALS	FOR	AGAINST	ABSTAIN
1.	To receive the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2022.			
2.	To ratify the appointment of Ernst & Young LLP as independent auditor of the Company (the " Independent Auditor ") for the fiscal year ending December 31, 2023.			
3.	To re-elect Dr. Li Zhu, whose term of office will expire pursuant to article 88(b) of the Company's memorandum of association, to serve as a Class III director of the Company for a full term of three (3) years.			
4.	To re-elect Dr. Corazon D. Sanders, whose term of office will expire pursuant to article 88(b) of the Company's memorandum of association, to serve as a Class III director of the Company for a full term of three (3) years.			
5.	To re-elect Dr. Li Mao, whose term of office will expire pursuant to article 88(b) of the Company's memorandum of association, to serve as a Class III director of the Company for a full term of three (3) years.			
6.	To authorize each of the directors and officers of the Company to take any and every action that might be necessary to effect the foregoing resolutions as such director or officer, in his or her absolute discretion, thinks fit.			

Dated _____, 2023 Signature(s)⁴ _____

- 1 Please insert the number of ordinary shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- 2 If any proxy other than the Chairperson of the Annual General Meeting is preferred, strike out the words "the Chairperson of the Annual General Meeting or" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his stead. Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.
- 3 **IMPORTANT:** If you wish to vote for a particular resolution, tick the appropriate box marked "for". If you wish to vote against a particular resolution, tick the appropriate box marked "against". If you wish to abstain from voting on a particular resolution, tick the appropriate box marked "abstain".
- 4 This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case if the appointer is a corporation, must be either under seal or executed under the hand of an officer or attorney or other person duly authorized to sign the same. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the offices of the Company located at 2101 Cottontail Lane, Somerset, New Jersey 08873, USA not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof.

Legend Biotech Corporation

TO THE REGISTERED HOLDERS OF AMERICAN DEPOSITARY RECEIPTS REPRESENTING ORDINARY SHARES OF Legend Biotech Corporation

Please refer to the reverse side of this card for the Resolutions to be voted at the Meeting.

FOLD AND DETACH HERE

Ordinary Resolutions

The Board of Directors unanimously recommends a vote FOR all the Resolutions.

	FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN
Res. 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res. 4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res. 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res. 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res. 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res. 6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Address change Mark box, sign and indicate changes/comments below:

Mark box at immediate left if you wish to give a discretionary proxy to a person designated by the Company. PLEASE NOTE: Marking this box voids any other instructions indicated above.

Sign below Date: _____

Please sign this Voting Instruction Card exactly as your name(s) appear(s) on the face of this card and on the books of the Depository. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

**Legend Biotech Corporation
AGENDA**

Ordinary Resolutions

1. To receive the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2022.
2. To ratify the appointment of Ernst & Young LLP as independent auditor of the Company (the “**Independent Auditor**”) for the fiscal year ending December 31, 2023.
3. To re-elect Dr. Li Zhu, whose term of office will expire pursuant to article 88(b) of the Company’s memorandum of association, to serve as a Class III director of the Company for a full term of three (3) years.
4. To re-elect Dr. Corazon D. Sanders, whose term of office will expire pursuant to article 88(b) of the Company’s memorandum of association, to serve as a Class III director of the Company for a full term of three (3) years.
5. To re-elect Dr. Li Mao, whose term of office will expire pursuant to article 88(b) of the Company’s memorandum of association, to serve as a Class III director of the Company for a full term of three (3) years.
6. To authorize each of the directors and officers of the Company to take any and every action that might be necessary to effect the foregoing resolutions as such director or officer, in his or her absolute discretion, thinks fit.

Legend Biotech Corporation
JPMorgan Chase Bank, N.A., Depository
PO Box 64873, Saint Paul MN 55164-0873

Voting Instruction Card

JPMorgan Chase Bank, N.A., (the “Depository”) has received notice that the Annual General Meeting (the “Meeting”) of shareholders of Legend Biotech Corporation (the “Company”) will be held at 9:30 a.m. (local time), on Thursday, September 21, 2023, at the offices of the Company located at 2101 Cottontail Lane, Somerset, New Jersey 08873, USA, for the purposes set forth on this card.

If you are desirous of having the Depository, through its Nominee or Nominees, vote or execute a proxy to vote the Ordinary Shares represented by your American Depository Receipt(s) FOR or AGAINST or to ABSTAIN from voting on the Resolutions, or any of them, proposed for the Meeting, kindly execute and forward to the Depository the attached Voting Instruction Card. The enclosed postage-paid envelope is provided for this purpose. This Voting Instruction Card should be executed in such a manner as to show clearly whether you desire or oppose or abstain from voting on the Company’s Resolutions, or any of them, as the case may be. Alternatively, you may include instructions to give a discretionary proxy to a person designated by the Company. The Voting Instruction Card MUST be forwarded in sufficient time to reach the Depository before 9:00 a.m., New York City time, on September 15, 2023. Only the registered holders of record of American Depository Receipt(s) as of the close of business on August 18, 2023, will be entitled to execute the attached Voting Instruction Card.

If no ADR Voting Instruction Card is received by the Depository before 9:00 a.m., New York City time, September 15, 2023, in accordance with the provisions of the Depository Agreement, you will be deemed to have instructed the Depository to give a discretionary voting proxy to a person designated by the Company, which for purposes of this meeting is the Chairman of the Company with full power to exercise the voting rights under the Ordinary Shares represented by your ADSs and with full power to each of substitution.

The signatory, a registered holder of American Depository Receipts representing Ordinary Shares of the Company of record on August 18, 2023, hereby requests and authorizes the Depository, through its Nominee or Nominees, to vote or execute a proxy to vote the underlying Ordinary Shares of the Company represented by American Depository Receipts, in accordance with the instructions given at the Annual General Meeting of shareholders.

NOTE: In order to have the aforesaid shares voted, this Voting Instruction Card MUST be returned before 9:00 a.m., New York City time, on September 15, 2023.

Please Note: The Notice of Annual General Meeting and the Annual Report are available for viewing on the Company’s website www.legendbiotech.com.

JPMorgan Chase Bank, N.A., Depository

PLEASE MARK, DATE AND SIGN ON REVERSE SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.