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 5, 2022

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 Announces Preliminary Results for the Six-Months Ended June 30, 2022

On August 5, 2022, Legend Biotech Corporation ("Legend Biotech") issued a press release regarding its preliminary, unaudited financial results for the six-months ended June 30, 2022, which is attached to this Form 6-K as Exhibit 99.1.

The information contained in this Form 6-K, including Exhibit 99.1, is hereby incorporated by reference into the Company's Registration Statements on Form F-3 (Registration Nos. 333-257625 and 333-257609) and the Company's Registration Statement on Form S-8 (Registration No. 333-239478).

Cautionary Note Regarding Forward-Looking Statements

Statements in this Form 6-K about future expectations, plans and prospects, as well as any other statements regarding matters that are not historical facts, constitute "forward-looking statements" within the meaning of The Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements relating to Legend Biotech's strategies and objectives; statements relating to CARVYKTI™, including Legend Biotech's expectations for CARVYKTI™, such as Legend Biotech's manufacturing and commercialization expectations for CARVYKTI™ and the potential effect of treatment with CARVYKTI™; statements about submissions for cilta-cel to, and the progress of such submissions with, the U.S. Food and Drug Administration (FDA), the European Medicines Agency (EMA), the Chinese Center for Drug Evaluation of National Medical Products Administration (CDE) and other regulatory authorities; the anticipated timing of, and ability to progress, clinical trials; the ability to maintain and progress the conditional marketing authorization for cilta-cel granted by the EMA; the submission of Investigational New Drug (IND) applications to, and maintenance of such applications with, regulatory authorities; the ability to generate, analyze and present data from clinical trials; and the potential benefits of Legend Biotech's product candidates. The words "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "will," "would" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors. Legend Biotech's expectations could be affected by, among other things, uncertainties involved in the development of new pharmaceutical products; unexpected clinical trial results, including as a result of additional analysis of existing clinical data or unexpected new clinical data; unexpected regulatory actions or delays, including requests for additional safety and/or efficacy data or analysis of data, or government regulation generally; unexpected delays as a result of actions undertaken, or failures to act, by our third party partners; uncertainties arising from challenges to Legend Biotech's patent or other proprietary intellectual property protection, including the uncertainties involved in the U.S. litigation process; competition in general; government, industry, and general public pricing and other political pressures; the duration and severity of the COVID-19 pandemic and governmental and regulatory measures implemented in response to the evolving situation; as well as the other factors discussed in the "Risk Factors" section of the Legend Biotech's Annual Report on Form 20-F filed with the Securities and Exchange Commission on March 31, 2022. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this Form 6-K as anticipated, believed, estimated or expected. Any forward-looking statements contained in this Form 6-K speak only as of the date of this Form 6-K. Legend Biotech specifically disclaims any obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

EXHIBIT INDEX

Exhibit	Title
99.1	Press Release, dated August 5, 2022

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

Date: August 5, 2022

By: /s/ Ying Huang
Name: Ying Huang, Ph.D.
Title: Chief Executive Officer

Legend Biotech Announces Preliminary Results for the Six-Months Ended June 30, 2022

SOMERSET, N.J.--(BUSINESS WIRE)--August 5, 2022--Legend Biotech Corporation (NASDAQ: LEGN) (Legend Biotech), a global, biotechnology company developing, manufacturing and commercializing novel therapies to treat life-threatening diseases, today in conjunction with an announcement to be issued by Legend Biotech's majority shareholder, GenScript Biotech Corporation, pursuant to the rules of The Stock Exchange of Hong Kong Limited, announced preliminary, unaudited financial results for the six-months ended June 30, 2022.

For the six-months ended June 30, 2022, Legend Biotech expects to record a loss of approximately US$196 million to US$228.9 million and an adjusted loss for the period of approximately US$144.5 million to US$168.6 million, in each case, including research and development expenses of approximately US$135.3 million to US$157.9 million, which was mainly caused by the continuous investment into its lead product candidate, ciltacabtagene autoleucel (cilta-cel), and other product candidates in Legend Biotech's pipeline. See "Use of Non-IFRS Financial Measures" below for a reconciliation of Loss for the year to Adjusted loss for the first six months of the year.

In addition, Legend Biotech expects to report a non-cash fair value loss of approximately US$27.9 million to US$32.6 million caused by the changes of fair value of Legend Biotech's warrant liability. On May 13, 2021, Legend Biotech entered into a subscription agreement with an institutional investor relating to the offer and sale of 20,809,850 ordinary shares of the Company, par value US$0.0001 per share, in a private placement at a purchase price of US$14.41625 per ordinary share (the "PIPE Offering"). Pursuant to the subscription agreement, the Company also agreed to issue and sell concurrently with the PIPE Offering a warrant (the "Warrant") exercisable for up to an aggregate of 10,000,000 ordinary shares (such transaction, together with the PIPE Offering, the "Transactions"). The Transactions closed on May 21, 2021 (the "Closing Date"). The Warrant is exercisable, in whole or in part, at an exercise price of US$20.00 per ordinary share, until the two-year anniversary of the Closing Date. The Warrant is accounted for as a financial liability because the Warrant may be net share settleable at the holder's option.

As of June 30, 2022, Legend Biotech had approximately US$379.8 million of cash and cash equivalents and approximately US$407.8 million of time deposits.

The financial information contained in this press release is preliminary and is based on the latest estimated unaudited management accounts for the six-months ended June 30, 2022. Because Legend Biotech has not yet completed its financial closing procedures for the six-months ended June 30, 2022, Legend Biotech has provided a range for the preliminary results described above. Such information is not a comprehensive statement of Legend Biotech's results for, and as of, this six month period, and are subject to the completion of management's and Legend Biotech's audit committee's reviews and other financial closing processes and potential adjustments. Accordingly, Legend Biotech's actual results as of, and for, the six-months ended June 30, 2022 may differ materially from the preliminary estimated data presented in this press release. As a result, it is possible that Legend Biotech's final results will not be within the ranges presented.

The information contained in this press release has not been, and is not based on information that has been, audited, or reviewed by Legend Biotech's independent auditor. Investors are cautioned not to place undue reliance on these preliminary estimates.

This preliminary estimated data should not be considered as a substitute for the unaudited financial results for the six-months ended June 30, 2022, to be filed with the Securities and Exchange Commission (the "SEC") on Form 6-K, which Legend Biotech expects to occur before the end of August 2022.

Use of Non-IFRS Financial Measures

We report certain financial information using non-IFRS financial measures, as we believe that these measures provide information that is useful to investors in understanding our performance. These non-IFRS financial measures do not have any standardized meaning and may not be comparable to similar measures used by other companies. For certain non-IFRS financial measures, there are no directly comparable amounts under IFRS. These non-IFRS financial measures should not be viewed as alternatives to measures of financial performance determined in accordance with IFRS.

The following table provides a reconciliation of Legend Biotech's Loss for the year to Adjusted loss for the six month period:

(in millions, US$)	**Six Months ended June 30, 2022**
Loss for the six month period	(196.1)~(229)
Equity-settled share-based compensation expense	13.6~15.9
Service fees for public offering	1.4~1.7
Exchange differences, net	8.6~10.1
Fair value loss of warrant liability	27.9~32.6
Adjusted loss for the six month period	(144.6)~(168.7)

Adjusted loss for the year is a non-IFRS financial measure. Legend Biotech is reporting Adjusted loss for the year because this financial measure is to be reported as part of a Profit Warning announcement issued by Legend Biotech's majority shareholder, GenScript Biotech Corporation, pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Adjusted loss for the year has limitations in that it does not reflect all expense items that affect Legend Biotech's results.

Non-IFRS measures are not meant to be considered in isolation or as a substitute for financial information presented in accordance with IFRS and should be viewed as supplemental and in addition to Legend Biotech's financial information presented in accordance with IFRS.

About Legend Biotech

Legend Biotech is a global biotechnology company dedicated to treating, and one day curing, life-threatening diseases. Headquartered in Somerset, New Jersey, we are developing advanced cell therapies across a diverse array of technology platforms, including autologous and allogeneic chimeric antigen receptor T-cell, T-cell receptor (TCR-T), and natural killer (NK) cell-based immunotherapy. From our three R&D sites around the world, we apply these innovative technologies to pursue the discovery of safe, efficacious and cutting-edge therapeutics for patients worldwide. Learn more at www.legendbiotech.com and follow us on Twitter and LinkedIn.

Cautionary Statement

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