

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Tanaka Masaharu</u> _____ (Last) (First) (Middle) C/O KAGOSHIMA SHINSANGYO SOUSEI INVEST. LTD. P., 6-1-20, NANEI, KAGOSHIMA CITY _____ (Street) KAGOSHIMA M0 891-0122 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Wave Life Sciences Ltd. [ WVE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/14/2015	
	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	11/16/2015		C		161,663	A	(1)	3,152,440	I	See Footnote <sup>(2)</sup>
Ordinary Shares	11/16/2015		P		76,250	A	\$16	3,228,690	I	See Footnote <sup>(2)</sup>

**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				
Series B Preferred Shares	(1)	08/14/2015		P		161,663 <sup>(3)</sup>		(1)	(1)	Ordinary Shares	161,663 <sup>(3)</sup>	\$12.37 <sup>(3)</sup>	161,663 <sup>(3)</sup>	I	See Footnote <sup>(2)</sup>
Series B Preferred Shares	(1)	11/16/2015		C		161,663		(1)	(1)	Ordinary Shares	161,663	(1)	0	I	See Footnote <sup>(2)</sup>

1. Name and Address of Reporting Person\*  
Tanaka Masaharu  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 C/O KAGOSHIMA SHINSANGYO SOUSEI INVEST. LTD. P., 6-1-20, NANEI, KAGOSHIMA CITY  
 \_\_\_\_\_  
 (Street)  
 KAGOSHIMA M0 891-0122  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Kagoshima Shinsangyo Sousei Investment Limited Partnership  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 6-1-20, NANEI, KAGOSHIMA CITY  
 \_\_\_\_\_  
 (Street)  
 KAGOSHIMA M0 891-0122  
 \_\_\_\_\_  
 (City) (State) (Zip)

**Explanation of Responses:**

- The Series B Preferred Shares converted into Ordinary Shares on a one-for-one basis upon the closing of the Issuer's initial public offering of its Ordinary Shares and had no expiration date.
- Shares held by Kagoshima Shinsangyo Sousei Investment Limited Partnership ("KSS"). Masaharu Tanaka, a director of the Issuer, is the representative director of Kagoshima Development Co., Ltd., the general partner of KSS and may be deemed to beneficially own the reported securities. Pursuant to Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the "Act"), Mr. Tanaka disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein. The filing of this Form 4 shall not be construed as an admission that Mr. Tanaka is or was for the purposes of Section 16(a) of the Act, or otherwise, the beneficial owner of any of the reported securities.
- Share amounts reflect a 4.0415917-for-1 forward split of the Issuer's shares on November 1, 2015. The securities were purchased for \$12.37 per share on a post-split basis.

**Remarks:**

/s/ Masaharu Tanaka 11/17/2015  
Kagoshima Shinsangyo Sousei  
Investment Limited Partnership,  
By: Kagoshima Development  
Co. Ltd., Its: General Partner, By: 11/17/2015  
/s/ Masaharu Tanaka, Masaharu  
Tanaka, its representative director

\*\* 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.

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