SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAI

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 obligations may Instruction 1(b). 			Filed pursuant to Section 16(a) of the Securities Exchange Act of 193	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 Addre Moran Kyle		g Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>Wave Life Sciences Ltd.</u> [WVE]	(Check	tionship of Re all applicable Director Officer (give	10% Owner					
(Last) C/O WAVE LIF 733 CONCORI		(Middle) ES LTD.,	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2022	- X	below) Chief Financia		below)				
(Street) CAMBRIDGE (City)		02138 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	Form filed b	y One Repor	(Check Applicable ting Person One Reporting				
	,		Derivative Securities Acquired, Disposed of, or Bene	l ficially	Owned						

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		Disposed Of	Disposed Of (D) (Instr. 3, 4 and		Securities	Form: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(
Ordinary Shares	02/16/2022		S ⁽¹⁾		9,204	D	\$2.31 ⁽²⁾	74,588 ⁽³⁾	D	

	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)	Code (ransaction of Derivative		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				

Explanation of Responses:

1. On February 16, 2022, the reporting person sold 9,204 ordinary shares solely to cover taxes associated with the vesting of restricted share units ("RSUs") on February 15, 2022. These sales were made pursuant to a provision in the reporting person's RSU agreement that requires automatic sales of shares to cover tax withholding obligations.

2. The price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions and the range of sale prices for the transactions reported was \$2.31 to \$2.38 per share. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

3. Includes 1,500 ordinary shares acquired on July 14, 2021, and 1,500 ordinary shares acquired on January 14, 2022, under the issuer's 2019 Employee Share Purchase Plan (ESPP). Remarks:

<u>/s/ Kyle Moran</u>

02/18/2022

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.