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

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

WAVE LIFE SCIENCES LTD.

(Exact name of registrant as specified in its charter)

Singapore
*(State or other jurisdiction of
incorporation or organization)*

2834
*(Primary Standard Industrial
Classification Code Number)*

Not Applicable
*(I.R.S. Employer
Identification No.)*

**8 Cross Street #10-00
PWC Building
Singapore 048424
+65 6236 3388**

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

**CT Corporation
155 Federal Street, Suite 700
Boston, Massachusetts 02110
(617) 757-6400**

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

Copies of all communications, including communications sent to agent for service, should be sent to:

**William C. Hicks
Matthew J. Gardella
Linda Rockett
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
One Financial Center
Boston, Massachusetts 02111
(617) 542-6000**

**Frank F. Rahmani
Nicole Brookshire
John T. McKenna
Cooley LLP
500 Boylston Street
Boston, Massachusetts 02116
(617) 937-2300**

**Approximate date of commencement of proposed sale to public:
As soon as practicable after this Registration Statement is declared effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration No. 333-207379

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum aggregate offering price ⁽¹⁾⁽²⁾	Amount of registration fee ⁽¹⁾
Ordinary shares, no par value per share	\$19,550,000	\$1,969

(1) The registration fee is calculated in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended. The registrant previously registered securities at an aggregate offering price not to exceed \$97,750,000 on a Registration Statement on Form S-1, as amended (File No. 333-207379), which was declared effective by the Securities and Exchange Commission on November 10, 2015. Includes the aggregate offering price of shares that the underwriters have the option to purchase.

(2) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(o) under the Securities Act.

This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the purpose of registering ordinary shares, no par value per share, of WAVE Life Sciences Ltd., a Singapore company (the “Registrant”). The contents of the Registrant’s Registration Statement on Form S-1 (File No. 333-207379), as amended, which was declared effective on November 10, 2015, and all exhibits thereto, are incorporated herein by reference into, and shall be deemed part of, this registration statement.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Camford Law Corporation
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Camford Law Corporation (included in Exhibit 5.1)
24.1*	Power of Attorney

* Filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-207379) filed with the Commission on October 9, 2015.

CAMFORD LAW

8 Cross Street
#18-06 PwC Building
Singapore 048424
Tel: +65 6220 0900
Fax: +65 6220 0919

November 10, 2015

WAVE Life Sciences Ltd.
8 Cross Street # 10-00
PwC Building
Singapore 048424

Re: **WAVE Life Sciences Ltd.**

Dear Sirs,

We have acted as Singapore legal counsel to WAVE Life Sciences Ltd. (formerly known as WAVE Life Sciences Pte. Ltd.), a limited liability company incorporated under the laws of the Republic of Singapore (the “**Company**”), in connection with the filing by the Company of (i) a Registration Statement on Form S-1 (No. 333-207379) (the “**Initial Registration Statement**”) with the U.S. Securities and Exchange Commission (the “**Commission**”), including a related prospectus filed with the Registration Statement (the “**Prospectus**”), and (ii) a second Registration Statement on Form S-1 filed with the Commission pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the “**462(b) Registration Statement**,” and together with the Initial Registration Statement, the “**Registration Statement**”). This opinion is being delivered to you in connection with your filing of the 462(b) Registration Statement relating to the registration of the offering (the “**Offering**”) by the Company of up to 1,581,250 of the Company’s ordinary shares, no par value (the “**Shares**”).

In connection with this opinion, we have (i) examined and relied upon (a) the Registration Statement and Prospectus, (b) the Company’s Amended and Restated Memorandum of Association and Articles of Association as currently in effect as of the date hereof, (c) the originals or copies certificated to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below and (ii) assumed that the Shares will be sold at a price established by the Board of Directors of the Company or the Pricing Committee thereof. We have made no independent investigation or verification, and have relied on statements, representations, warranties and other information as set forth in the documents we reviewed and statements and representations made by the officers or other representatives of the Company for the purposes of expressing the opinions herein. We have also relied upon the results of on-line searches conducted through the public information systems operated by or on behalf of the Accounting and Corporate Regulatory Authority of Singapore (“**ACRA**”) and the Singapore courts with respect to the accuracy of factual matters contained therein, which we have not independently established.

No opinion may be inferred or implied except as expressly stated in this opinion and the opinions expressed herein must be read in conjunction with the assumptions, limitations, exceptions and qualifications set forth in this opinion. We do not assume any responsibility for updating this opinion or any of the opinions expressed herein in respect of any matters, events or other developments which were not made known or otherwise disclosed to us prior to the issuance of this opinion or which had not occurred as of the date hereof, or of any changes in facts or Applicable Laws (as defined hereafter) subsequent to the date hereof.

The laws of Singapore covered by the opinions expressed herein are limited solely to the Applicable Laws as at the date of this opinion. For the purposes of this opinion, “**Applicable Laws**” means those laws, rules and regulations of the Republic of Singapore as generally applied and interpreted by the courts of Singapore that, in our experience, are normally applicable to transactions of the type contemplated by the Offering, but without our having made any special investigation as to the applicability of any specific law, rule or regulation. We have made no investigation into, and do not express or imply any views on, any laws other than the Applicable Laws.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued against payment therefore in accordance with the Registration Statement and Prospectus, will be validly issued, fully paid and non-assessable (the term “non-assessable” has no recognized meaning under Singapore laws, but we have assumed to mean that the shareholders of the Company are not liable, solely because of their shareholder status, for additional assessments or calls on the Shares by the Company or its creditors).

This opinion is given on the basis that it will be, and is governed by, and construed in accordance with, the laws of the Republic of Singapore. Our opinion is limited to the matters expressly stated in this opinion. A person who is not a party to this opinion has no right under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore, to enforce any provision of this opinion.

We hereby consent to the use of our opinion as herein set forth as an exhibit to the 462(b) Registration Statement, and to the use of our name under the caption “Legal Matters” in the Registration Statement and Prospectus. In giving this consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

The opinion given herein is strictly limited to the matters expressly stated herein and is not to be read as extending by implication to any other matter in connection with the Offering, including without limitation any other documents which may be executed and delivered in connection with any transaction contemplated thereunder. Except for the purposes of filing this opinion with the Commission as an exhibit to the 462(b) Registration Statement, this opinion shall not be circulated to, or relied upon by, any other person (other than persons entitled to rely on it pursuant to applicable provisions of federal securities law in the United States, if applicable), or quoted or referred to in any public document or filed with any governmental body or agency without our prior written consent.

Yours faithfully,

Camford Law Corporation

By: /s/ Joanna Teng

Joanna Teng
Director

Consent of Independent Registered Public Accounting Firm

The Board of Directors
WAVE Life Sciences Ltd.:

We consent to the use of our report included herein and to the reference to our firm under the heading “Experts” in the prospectus.

/s/ KPMG LLP

Cambridge, Massachusetts
November 9, 2015