
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 12, 2020

WAVE LIFE SCIENCES LTD.

(Exact name of registrant as specified in its charter)

Singapore
(State or other jurisdiction
of incorporation)

001-37627
(Commission
File Number)

00-0000000
(IRS Employer
Identification No.)

**7 Straits View #12-00, Marina One
East Tower
Singapore**
(Address of principal executive offices)

018936
(Zip Code)

Registrant's telephone number, including area code: +65 6236 3388

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading symbol | Name of each exchange on which registered |
|--------------------------------------|-------------------|----------------------------------------------|
| \$0 Par Value Ordinary Shares | WVE | The Nasdaq Global Market |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

- (a) On August 12, 2020, Wave Life Sciences Ltd. (the “Company”) held its 2020 Annual General Meeting of Shareholders (the “Annual Meeting”). Of the 35,732,154 ordinary shares issued and outstanding and eligible to receive copies of the Notice and proxy statement as of the June 17, 2020 record date, a preliminary quorum of 29,976,397 ordinary shares, or 83.89%, of the eligible shares, was present in person or represented by proxy at the Annual Meeting.
- (b) The following actions were taken at the Annual Meeting, all of which are described in the Company’s definitive proxy statement that was filed with the Securities and Exchange Commission on June 26, 2020 (the “Proxy Statement”). The preliminary voting results for each of the proposals voted upon at the Annual Meeting are set forth below.

Proposal 1(a)–(j)- Shareholders re-elected nine of the Company’s existing directors and elected one new director to the Board of Directors for a term ending on the Company’s 2021 Annual General Meeting of Shareholders and his or her successor is duly elected and qualified, with the preliminary votes cast as follows:

| <u>Board of Directors Nominee</u> | <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|-----------------------------------|------------|----------------|----------------|------------------------|
| Paul B. Bolno, M.D. | 27,233,903 | 35,525 | 802 | 2,706,167 |
| Mark H.N. Corrigan, M.D. | 27,243,685 | 26,386 | 159 | 2,706,167 |
| Christian Henry | 27,144,580 | 124,487 | 1,163 | 2,706,167 |
| Peter Kolchinsky, Ph.D. | 27,131,557 | 138,514 | 159 | 2,706,167 |
| Amy Pott | 27,242,776 | 26,505 | 949 | 2,706,167 |
| Adrian Rawcliffe | 27,237,501 | 31,560 | 1,169 | 2,706,167 |
| Ken Takanashi | 26,124,722 | 1,144,330 | 1,178 | 2,706,167 |
| Aik Na Tan | 27,239,722 | 29,195 | 1,313 | 2,706,167 |
| Gregory L. Verdine, Ph.D. | 27,241,075 | 29,012 | 143 | 2,706,167 |
| Heidi L. Wagner, J.D. | 27,243,614 | 26,571 | 45 | 2,706,167 |

Proposal 2- Shareholders re-appointed KPMG LLP to serve as the Company’s independent registered public accounting firm and independent Singapore auditor for the year ending December 31, 2020, and to authorize the Audit Committee of the Board of Directors to fix KPMG LLP’s remuneration for services provided through the date of the Company’s 2021 Annual General Meeting of Shareholders, with the preliminary votes cast as follows:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|------------|----------------|----------------|------------------------|
| 29,921,906 | 43,567 | 10,924 | 0 |

Proposal 3- Shareholders approved the Company’s payment of cash and equity-based compensation to the Company’s non-employee directors for their service on the Board of Directors and its committees, in the manner and on the basis set forth in the Proxy Statement, with the preliminary votes cast as follows:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|------------|----------------|----------------|------------------------|
| 27,235,769 | 33,626 | 835 | 2,706,167 |

Proposal 4- Shareholders approved a general authorization for the directors of the Company to allot and issue ordinary shares of the Company, in the manner and on the basis set forth in the Proxy Statement, with the preliminary votes cast as follows:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|------------|----------------|----------------|------------------------|
| 27,099,786 | 169,791 | 653 | 2,706,167 |

Proposal 5- Shareholders approved on a non-binding, advisory basis only, the compensation of our named executive officers, in the manner and on the basis set forth described in the proxy statement, with the preliminary votes cast as follows:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|------------|----------------|----------------|----------------------------|
| 24,128,237 | 3,141,318 | 675 | 2,706,167 |

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 hereunto duly authorized.

WAVE LIFE SCIENCES LTD.

By: /s/ Paul B. Bolno, M.D.

Paul B. Bolno, M.D.

President and Chief Executive Officer

Date: August 18, 2020