

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Francis Chris</u>  (Last) (First) (Middle) <u>C/O WAVE LIFE SCIENCES LTD.,</u> <u>733 CONCORD AVE.</u>  (Street) <u>CAMBRIDGE MA 02138</u>  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2018</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	02/16/2018		S <sup>(2)</sup>		723	D	\$51.8 <sup>(3)</sup>	22,077	D	
Ordinary Shares	02/16/2018		M <sup>(1)</sup>		9,412	A	\$2.48	31,489	D	
Ordinary Shares	02/16/2018		S <sup>(1)</sup>		9,412	D	\$55	22,077	D	
Ordinary Shares	02/20/2018		M <sup>(1)</sup>		11,504	A	\$2.48	33,581	D	
Ordinary Shares	02/20/2018		S <sup>(1)</sup>		11,504	D	\$55.95	22,077	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)	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
Share Option (right to buy)	\$2.48	02/16/2018		M <sup>(1)</sup>			9,412	(4)	03/10/2025	Ordinary Shares	9,412	\$0.00	11,390	D	
Share Option (right to buy)	\$2.48	02/20/2018		M <sup>(1)</sup>			11,390	(4)	03/10/2025	Ordinary Shares	11,390	\$0.00	0	D	
Share Option (right to buy)	\$2.48	02/20/2018		M <sup>(1)</sup>			114	(5)	03/10/2025	Ordinary Shares	114	\$0.00	126,060	D	

**Explanation of Responses:**

- The option exercise and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 11, 2017.
- On February 16, 2018, the reporting person sold 723 ordinary shares solely to cover taxes associated with the vesting of restricted share units on February 15, 2018. These sales were made pursuant to a 10b5-1 Trading Plan.
- 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 \$51.55 to \$51.95 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.
- The share option represented a right to purchase a total of 20,802 ordinary shares, 25% of which became exercisable on April 15, 2015, and the remaining shares vest in 36 equal monthly installments thereafter.
- The share option represented a right to purchase a total of 126,174 ordinary shares, 25% of which became exercisable on April 15, 2015, and the remaining shares vest in 36 equal monthly installments thereafter.

**Remarks:**

Senior Vice President, Corporate Development & Portfolio Management

/s/ Chris Francis

02/21/2018

\*\* 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.

