
**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): November 10, 2016

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)

Not Applicable
(IRS Employer
Identification No.)

8 Cross Street #10-00, PWC Building
Singapore 048424
(Address of principal executive offices)

048424
(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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On November 10, 2016, the Board of Directors (the “Board”) of WAVE Life Sciences Ltd. (the “Company”), on the recommendation of the Nominating and Corporate Governance Committee of the Board, appointed Christian Henry to serve as an additional director of the Company beginning on November 10, 2016, until the Company’s 2017 Annual General Meeting of Shareholders, or until his earlier resignation, retirement, removal or death. In connection with his appointment to the Board, Mr. Henry has also been appointed to serve as the Chair of the Audit Committee of the Board and will join existing members of the Audit Committee, Masaharu Tanaka and Koji Miura. Ken Takanashi, the departing Chair of the Audit Committee, will continue to serve as a member of the Company’s Board and its Compensation Committee, and as the Chair of the Nominating and Corporate Governance Committee.

Mr. Henry has served in various roles of increasing responsibility at Illumina, Inc. since 2005. He currently serves as Executive Vice President & Chief Commercial Officer (2015-present), and previously served as Senior Vice President & Chief Commercial Officer (2014-2015), Senior Vice President & General Manager Genomic Solutions (2012-2014), Senior Vice President, Chief Financial Officer & General Manager Life Sciences (2010-2012), Senior Vice President, Corporate Development & Chief Financial Officer (2009-2010), Senior Vice President & Chief Financial Officer (2007-2009), and Vice President & Chief Financial Officer (2005-2006). Prior to joining Illumina, Inc., Mr. Henry served as the Chief Financial Officer of Tickets.com, Inc. (2003-2005). Prior to that (1999-2003), Mr. Henry served as Vice President, Finance & Corporate Controller of Affymetrix, Inc. (acquired by Thermo Fisher Scientific in 2016). In 1997, Mr. Henry joined Nektar Therapeutics (formerly Inhale Therapeutic Systems, Inc.), as Corporate Controller, and later as its Chief Accounting Officer (1997-1999). In 1996, Mr. Henry served as General Accounting Manager of Sugen, Inc. Mr. Henry began his career in 1992 at Ernst & Young LLP, where he was a Senior Accountant through 1996. Mr. Henry earned his B.A. in biochemistry and cell biology from the University of California, San Diego, and his M.B.A., with a concentration in finance, from the University of California, Irvine.

The Board has determined that Mr. Henry is an “independent director” as defined under the listing requirements and rules of the NASDAQ Stock Market, and that Mr. Henry satisfies the independence requirements for audit committee members under Rule 10A-3 of the Exchange Act and NASDAQ Stock Market rules. In addition, the Board has determined that Mr. Henry qualifies as an “audit committee financial expert,” as defined in Item 401(h) of Regulation S-K promulgated by the SEC.

There are no arrangements or understandings between Mr. Henry and any other person pursuant to which he was appointed as a director, nor are there any transactions between Mr. Henry and the Company that would be reportable under Item 404(a) of Regulation S-K promulgated by the SEC.

In connection with Mr. Henry’s appointment to the Board on November 10, 2016, the Company’s non-employee director compensation policy (the “Policy”) took effect. The Policy is incorporated by reference into this Item 5.02 and filed as Exhibit 10.1 to this Current Report on Form 8-K. In accordance with the Policy, on November 10, 2016, Mr. Henry received a non-qualified share option grant to purchase 18,000 ordinary shares of the Company and he became eligible to receive cash compensation for his Board and committee service.

Item 8.01 Other Events.

On November 10, 2016, the Company issued a press release announcing the appointment of Mr. Henry to serve on the Board and as Chair of the Audit Committee. A copy of the press release is attached as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 10.1 | Non-Employee Director Compensation Policy effective as of November 10, 2016. |
| 99.1 | Press release issued on November 10, 2016. |

SIGNATURE

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.

Date: November 10, 2016

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

Paul B. Bolno, M.D.

President and Chief Executive Officer

Effective: November 10, 2016 through 2017 Annual General Meeting

**WAVE LIFE SCIENCES LTD.
NON-EMPLOYEE DIRECTOR COMPENSATION POLICY**

A. Introduction

The Board of Directors (the “Board”) of WAVE Life Sciences Ltd. (the “Company”) has approved the following Non-Employee Director Compensation Policy (this “Policy”), which establishes compensation to be paid to non-employee directors of the Company to provide an inducement to obtain and retain the services of qualified persons to serve as members of the Board.¹ This Policy shall be effective as of November 10, 2016 (the “Effective Time”) through the date of the Company’s 2017 annual general meeting of shareholders, at which time the shareholders of the Company will be asked to approve the key parameters of a new or extended version of this Policy. Subject to receipt of shareholder approval, such new or extended policy shall take effect and govern the compensation of Outside Directors (as defined below) until the Company’s next annual general meeting of shareholders and that cycle will continue from annual general meeting to annual general meeting.

B. Applicable Persons

This Policy shall apply to each director of the Company who is not an employee of the Company or any Affiliate (each, an “Outside Director”). “Affiliate” shall mean a corporation which is a direct or indirect parent or subsidiary of the Company, as determined pursuant to Section 424 of the Internal Revenue Code of 1986, as amended.

C. Equity Compensation - Share Option Grants

All share amounts set forth herein shall be subject to automatic adjustment in the event of any share split or other recapitalization affecting the Company’s ordinary shares (the “Ordinary Shares”) following the Effective Time.

(1) Initial Share Option Grants for Newly Appointed or Elected Directors

Each new Outside Director appointed or elected on or after the Effective Time shall be granted a non-qualified share option to purchase 18,000 Ordinary Shares under the Company’s 2014 Equity Incentive Plan (the “2014 Plan”) on the date of his or her initial appointment or election to the Board (an “Initial Share Option Grant”). Initial Share Option Grants shall (i) vest as to 25% on the first anniversary of the grant date and vest as to the remaining 75% on a monthly basis thereafter for the next three years, subject to the Outside Director’s continued service on the Board; provided that such options shall become exercisable in full immediately prior to and contingent upon the closing of a Change of Control of the Company (as defined in the option agreement); (ii) have an exercise price equal to the fair market value of the Ordinary Shares on the grant date; (iii) expire and no longer be exercisable after the five-year anniversary of the grant date; and (iv) contain such other terms and conditions as the Board or the Compensation Committee shall determine.

¹ This Policy was formulated and approved by the Board within the limits approved by the Company’s shareholders at the 2016 annual general meeting held on August 18, 2016.

(2) **Annual Share Option Grants**

On the Effective Date, each Outside Director (other than a new Outside Director who receives an Initial Share Option Grant) shall be granted a non-qualified share option to purchase 9,000 Ordinary Shares under the 2014 Plan (an “Annual Share Option Grant”). In addition, subject to receiving shareholders’ approval at the 2017 annual general meeting, each eligible Outside Director shall be granted an Annual Share Option Grant on the date of the 2017 annual general meeting. Annual Share Option Grants shall (i) vest as to 100% on the first anniversary of the grant date, subject to the Outside Director’s continued service on the Board; provided that such options shall become exercisable in full immediately prior to and contingent upon the closing of a Change of Control of the Company (as defined in the option agreement); (ii) have an exercise price equal to the fair market value of the Ordinary Shares on the grant date; (iii) expire and no longer be exercisable after the five-year anniversary of the grant date; and (iv) contain such other terms and conditions as the Board or the Compensation Committee shall determine.

D. Cash Compensation

(1) **Annual Cash Fees**

The following annual cash fees shall be paid to the Outside Directors serving on the Board and the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee, as applicable provided that each non-employee director who receives cash fees as a committee member is an independent director pursuant to the definition promulgated by the NASDAQ Stock Market.

| <u>Board or Committee of Board</u> | <u>Annual Amount for Chair</u> | <u>Annual Amount for Member</u> |
|---|---------------------------------------|--|
| Board | \$ 60,000 | \$ 35,000 |
| Audit Committee | \$ 15,000 | \$ 7,500 |
| Compensation Committee | \$ 10,000 | \$ 5,000 |
| Nominating and Corporate Governance Committee | \$ 8,000 | \$ 4,000 |

(2) **Payment Terms for All Cash Fees**

Cash fees payable to Outside Directors shall be paid quarterly in arrears as of the last day of each fiscal quarter commencing on the later of the Effective Time or an Outside Director’s first election or appointment to the Board, prorated from the Effective Time or such Outside Director’s election or appointment date, as applicable. If an Outside Director dies, resigns or is removed during any quarter, he or she shall be entitled to a cash fee on a prorated basis through his or her last day of service.

E. Expenses

Upon presentation of documented expenses, reasonably satisfactory to the Company, each Outside Director shall be reimbursed for his or her reasonable, documented out-of-pocket business expenses incurred in connection with attending meetings of the Board and Committees thereof, or general meetings of shareholders, or in connection with other business related to the Board.

F. Amendments

The Compensation Committee or the Board shall review this Policy from time to time to assess whether any changes in the type or amount of compensation provided herein should be adjusted in order to fulfill the objectives of this Policy, provided, however, that changes to this Policy which require shareholder approval under applicable law shall require such shareholder approval to be obtained before taking effect.

WAVE Life Sciences Appoints Christian Henry to its Board of Directors

CAMBRIDGE, Mass.— November 10, 2016—WAVE Life Sciences Ltd. (NASDAQ: WVE), a genetic medicines company focused on developing targeted therapies for patients impacted by rare diseases, today announced the appointment of Christian Henry, Executive Vice President & Chief Commercial Officer of Illumina, Inc., to its Board of Directors and as the Chair of its Audit Committee.

“The addition of Christian Henry to our Board complements WAVE’s vision to be a leader in genetic medicines. We believe that Christian’s experience leading various functions at one of the largest and most innovative genetic healthcare companies, focused on the intersection of sequencing, diagnostics, data and the consumer, will be immensely valuable to us as we grow WAVE into a fully integrated genetic medicines company. We welcome his proven strengths in corporate strategy, finance and operations, and we look forward to his contributions,” said Paul Bolno, M.D., Chief Executive Officer of WAVE Life Sciences.

Mr. Henry has more than 20 years of leadership experience, including over ten years in executive-level positions at Illumina, where he has been a key member of the team that has driven the company’s strategy, which has led to significant revenue growth for the organization. During his tenure at Illumina, Mr. Henry has served in multiple roles, including Chief Financial Officer, General Manager of Life Sciences, General Manager of Genomic Solutions and most recently Chief Commercial Officer. Mr. Henry oversaw the buildout of Illumina’s current research facility in the United Kingdom and the expansion of the company’s manufacturing facility in Singapore to over 150,000 square feet. He played leading roles in Illumina’s acquisitions of several life sciences companies, and led Illumina’s expansion into new life sciences markets. Prior to joining Illumina, Mr. Henry served as the Chief Financial Officer of Tickets.com, and prior to that, served as Vice President, Finance and Corporate Controller of Affymetrix, Inc. Prior to that, he served in various positions at Nektar Therapeutics, Sugan, Inc., and Ernst & Young LLP. Mr. Henry earned his B.A. in biochemistry and cell biology from the University of California, San Diego, and his M.B.A., from the University of California, Irvine.

“I am delighted to join WAVE’s board at this time of rapid growth and pipeline expansion for the company,” said Christian Henry. “I am excited about WAVE’s vision and encouraged by the potential of WAVE’s platform, designed to work across multiple therapeutic modalities. I look forward to partnering with the board and the management team to advance WAVE’s therapeutic pipeline, which has the potential to be truly transformative.”

About WAVE Life Sciences

At WAVE Life Sciences, we are driven by an unwavering passion and commitment to deliver on our mission of confronting challenging diseases by developing transformational therapies and empowering patients. We are utilizing our innovative and proprietary synthetic chemistry drug development platform to design, develop and commercialize rationally redesigned nucleic acid therapeutics that precisely target the underlying cause of rare and other serious genetically defined diseases. Given the versatility of our chemistry platform, WAVE’s deep, diverse pipeline spans multiple modalities including antisense, exon-skipping, and single-stranded RNAi. For more information, please visit www.wavelifesciences.com.

Forward-Looking Information

This press release contains forward-looking statements, including statements relating to our strategic vision, the potential and anticipated benefits of our platform, including our stereopure approach and nucleic acid therapeutics generally, our advancing of

therapies across multiple modalities, our pipeline, and our expectations regarding our new board member. These statements may be identified by words such as “believe,” “expect,” “may,” “plan,” “potential,” “will” and similar expressions, and are based on current beliefs and expectations. These statements involve risks and uncertainties that could cause actual results to differ materially from those reflected in such statements, including risks and uncertainties associated with drug development, the regulatory approval process and commercialization, the development and acceptance of therapies with new technologies, as well as other risks and uncertainties that are described in the Risk Factors section of our most recent annual or quarterly report filed with the U.S. Securities and Exchange Commission. Any forward-looking statements speak only as of the date of this press release and we assume no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Investor and Media Contact:

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