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

FORM 10-K/A
(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2020

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File No. 001-37627

WAVE LIFE SCIENCES LTD.

(Exact name of registrant as specified in its charter)

Singapore
(State or other jurisdiction of
incorporation or organization)

Not applicable
(I.R.S. Employer
Identification No.)

7 Straits View #12-00, Marina One East Tower

018936

Singapore
(Address of principal executive offices)

(Zip code)

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

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

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the registrant's voting and non-voting ordinary shares held by non-affiliates of the registrant (without admitting that any person whose shares are not included in such calculation is an affiliate) computed by reference to the price at which the ordinary shares were last sold as of the last business day of the registrant's most recently completed second fiscal quarter (June 30, 2020) was \$267,103,358.

The number of outstanding ordinary shares of the registrant as of April 10, 2021 was 49,855,763.

DOCUMENTS INCORPORATED BY REFERENCE

None.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (this “Amendment”) amends the Annual Report on Form 10-K of Wave Life Sciences Ltd. (the “Company,” “we,” “our,” “us” or “Wave”) for the fiscal year ended December 31, 2020, as originally filed with the Securities and Exchange Commission (the “SEC”) on March 4, 2021 (the “Original 10-K”). The purpose of this Amendment is to include information required by Part III of the Annual Report on Form 10-K that was intentionally omitted from Part III of the Original 10-K. In addition, this Amendment amends Item 15 of Part IV of the Original 10-K to update the exhibit list and to include new certifications by our principal executive officer and principal financial officer under Section 302 of the Sarbanes-Oxley Act of 2002, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Except as described above, no other changes have been made to the Original 10-K. The Original 10-K continues to speak as of the dates described in the Original 10-K, and we have not updated the disclosures contained therein to reflect any events that occurred subsequent to such dates. Accordingly, this Amendment should be read in conjunction with the Company’s filings made with the SEC subsequent to the filing of the Original 10-K, as information in such filings may update or supersede certain information contained in this Amendment. As used in this Amendment, unless otherwise stated or the context otherwise indicates, references to “Wave,” the “Company,” “we,” “our,” “us” or similar terms refer to Wave Life Sciences Ltd. and our wholly owned subsidiaries.

The Wave Life Sciences Ltd. and Wave Life Sciences Pte. Ltd. names, the Wave Life Sciences mark, PRISM and the other registered and pending trademarks, trade names and service marks of Wave Life Sciences Ltd. appearing in this Amendment are the property of Wave Life Sciences Ltd. This Amendment also contains additional trade names, trademarks and service marks belonging to Wave Life Sciences Ltd. and to other companies. We do not intend our use or display of other parties’ trademarks, trade names or service marks to imply, and such use or display should not be construed to imply, a relationship with, or endorsement or sponsorship of us by, these other parties. Solely for convenience, the trademarks and trade names in this Amendment are referred to without the ® and ™ symbols, but such reference should not be construed as any indicator that their respective owners will not assert, to the fullest extent under applicable law, their rights thereto.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Amendment contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Exchange Act, that relate to future events or to our future operations or financial performance. Any forward-looking statement involves known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statement. In some cases, forward-looking statements are identified by the words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “future,” “goals,” “intend,” “likely,” “may,” “might,” “ongoing,” “objective,” “plan,” “potential,” “predict,” “project,” “seek,” “should,” “strategy,” “target,” “will” and “would” or the negative of these terms, or other comparable terminology intended to identify statements about the future, although not all forward-looking statements contain these identifying words. Forward-looking statements include statements, other than statements of historical fact, about, among other things: our ability to fund our future operations; our financial position, revenues, costs, expenses, uses of cash and capital requirements; our need for additional financing or the period for which our existing cash resources will be sufficient to meet our operating requirements; the success, progress, number, scope, cost, duration, timing or results of our research and development activities, preclinical studies and clinical trials, including the timing for initiation or completion of or availability of results from any preclinical studies and clinical trials or for submission, review or approval of any regulatory filing; the timing of, and our ability to, obtain and maintain regulatory approvals for any of our product candidates; the potential benefits that may be derived from any of our product candidates; our strategies, prospects, plans, goals, expectations, forecasts or objectives; the success of our collaborations with third parties; any payment that our collaboration partners may make to us; our ability to identify and develop new product candidates; our intellectual property position; our commercialization, marketing and manufacturing capabilities and strategy; our ability to develop sales and marketing capabilities; our estimates regarding future expenses and needs for additional financing; our ability to identify, recruit and retain key personnel; our financial performance; developments and projections relating to our competitors in the industry; our liquidity and working capital requirements; the expected impact of new accounting standards; and our expectations regarding the impact of COVID-19 and variants thereof, on our research and development activities, preclinical studies and clinical trials, supply of drug product, and our workforce.

Although we believe that we have a reasonable basis for each forward-looking statement contained in this report, we caution you that these statements are based on our estimates or projections of the future that are subject to known and unknown risks and uncertainties and other important factors that may cause our actual results, level of activity, performance or achievements expressed or implied by any forward-looking statement to differ. These risks, uncertainties and other factors include, among other things, our critical accounting policies and: the ability of our preclinical studies to produce data sufficient to support the filing of global clinical trial applications and the timing thereof; our ability to continue to build and maintain the company infrastructure and personnel needed to achieve our goals; the clinical results and timing of our programs, which may not support further development of our product candidates; actions of regulatory agencies, which may affect the initiation, timing and progress of clinical trials; our effectiveness in managing current and future clinical trials and regulatory processes; the success of our platform in identifying viable candidates; the continued development and acceptance of nucleic acid therapeutics as a class of drugs; our ability to demonstrate the therapeutic benefits of our stereopure candidates in clinical trials, including our ability to develop candidates across multiple therapeutic modalities; our ability to obtain, maintain and protect intellectual property; our ability to enforce our patents against infringers and defend our patent portfolio against challenges from third parties; our ability to fund our operations and to raise additional capital as needed; competition from others developing therapies for similar uses; the severity and duration of the COVID-19 pandemic; and the COVID-19 pandemic and variants thereof, may negatively impact the conduct of, and the timing of enrollment, completion and reporting with respect to, our clinical trials; any other impacts on our business as a result of or related to the COVID-19 pandemic, as well as other risks and uncertainties under the “Risk Factors” section of the Original 10-K and in other filings we make with the SEC.

Each forward-looking statement contained in this Amendment is based on a combination of facts and factors currently known by us and our expectations of the future, about which we cannot be certain.

As a result of these factors, we cannot assure you that the forward-looking statements in this Amendment will prove to be accurate. Furthermore, if our forward-looking statements prove to be inaccurate, the inaccuracy may be material. In light of the significant uncertainties in these forward-looking statements, these statements should not be regarded as representations or warranties by us or any other person that we will achieve our objectives and plans in any specified timeframe, or at all. We caution you not to place undue reliance on any forward-looking statement.

In addition, any forward-looking statement in this Amendment represents our views only as of the date of this Amendment and should not be relied upon as representing our views as of any subsequent date. We anticipate that subsequent events and developments may cause our views to change. Although we may elect to update these forward-looking statements publicly at some point in the future, we undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments we may make.

WAVE LIFE SCIENCES LTD.

FORM 10-K/A

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PART III**Item 10. Directors, Executive Officers and Corporate Governance.****Board of Directors**

Pursuant to our Constitution, there is no maximum number of directors that may hold office at any time. Our Board of Directors (the “Board” or our “Board”) currently consists of nine members and each of our directors is elected annually. Our Constitution requires that each of our directors retire at each annual general meeting of our shareholders, and each retiring director is then eligible for re-election.

Set forth below are the names of our directors, their ages as of April 10, 2021, their offices in the Company, if any, their principal occupations or employment for at least the past five years, the length of their tenure as directors and the names of other public companies in which they hold or have held directorships during at least the past five years. In addition, information about the specific experience, qualifications, attributes or skills that led to our Board’s conclusion at the time of filing of this Amendment that each person listed below should serve as a director is set forth below:

<u>Name</u>	<u>Age</u>	<u>Position/Title</u>
Paul B. Bolno, M.D., MBA	47	President, Chief Executive Officer and Director
Christian Henry	53	Chairman of the Board
Mark H. N. Corrigan, M.D.	63	Director
Peter Kolchinsky, Ph.D.	44	Director
Adrian Rawcliffe	49	Director
Ken Takanashi	56	Director
Aik Na Tan	50	Director
Gregory L. Verdine, Ph.D.	61	Director
Heidi L. Wagner, J.D.	56	Director

Paul B. Bolno, M.D., MBA has served as our President and Chief Executive Officer since December 2013 and as a director since April 2014. Prior to joining us, he served at GlaxoSmithKline from 2009 to 2013 in various roles, including Vice President, Worldwide Business Development—Head of Asia BD and Investments, Head of Global Neuroscience BD, a director of Glaxo Welcome Manufacturing, Pte. Ltd. in Singapore and Vice President, Business Development for the Oncology Business Unit, where he helped establish GlaxoSmithKline’s global oncology business and served as a member of the Oncology Executive Team, Oncology Commercial Board and Cancer Research Executive Team. Prior to GlaxoSmithKline, he served as director of Research at Two River LLC, a health care private equity firm from 2004 to 2009. Dr. Bolno earned a medical degree from MCP-Hahnemann School of Medicine and an M.B.A. from Drexel University. He was a general surgery resident and cardiothoracic surgery postdoctoral research fellow at Drexel University College of Medicine. We believe that Dr. Bolno’s experience serving as our President and Chief Executive Officer and his experience leading biopharmaceutical companies qualify him to serve on our Board.

Christian Henry has served as a director since November 2016, and as Chairman of our Board since October 2017. Mr. Henry currently serves as the Chief Executive Officer of Pacific Biosciences, a publicly traded life sciences company, a position he has held since September 2020. Mr. Henry has also served on the board of directors of Pacific Biosciences since 2018. Mr. Henry also serves on the board of directors of Ginkgo Bioworks, a private synthetic biology company. Mr. Henry served as Executive Vice President & Chief Commercial Officer of Illumina, Inc. from 2015 through January 2017, and previously served as Senior Vice President & Chief Commercial Officer from 2014 to 2015, Senior Vice President & General Manager Genomic Solutions from 2012 to 2014, Senior Vice President, Chief Financial Officer & General Manager Life Sciences from 2010 to 2012, Senior Vice President, Corporate Development & Chief Financial Officer from 2009 to 2010, Senior Vice President & Chief Financial Officer from 2007 to 2009, and Vice President & Chief Financial Officer from 2005 to 2006. Prior to joining Illumina, Inc., Mr. Henry served as the Chief Financial Officer of Tickets.com, Inc. from 2003 to 2005. From 1999 to 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 from 1997 to 1999. In 1996,

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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. We believe he is qualified to serve on our Board and as our Chairman because of his proven strengths in corporate strategy, finance and operations, along with his extensive experience leading various functions at one of the largest and most innovative genetic healthcare companies, and his experience as a board member, board committee member and chief executive officer of publicly-traded life sciences companies.

Mark H. N. Corrigan, M.D. has served as a director since September 2019. Dr. Corrigan served as the Chief Executive Officer of Correvio Pharma Corp., from March 2019 to May 2020. Prior to joining Correvio, Dr. Corrigan was President of Research and Development at Tremeau Pharmaceuticals from 2016 to March 2019. Dr. Corrigan served as President and Chief Executive Officer of Zalicus, Inc. (formerly CombinatoRx) from 2010 to 2014. Prior to that time, from 2003 to 2009, Dr. Corrigan held the role of Executive Vice President, Research and Development at Sepracor Inc. From 2000 to 2003, Dr. Corrigan served as Group Vice President, Clinical Research & Experimental Medicine at Pharmacia Corporation. Prior to this, Dr. Corrigan held various roles at The Upjohn Company, The University of North Carolina, and the National Institute of Mental Health Center for Psychoneuroendocrinology in Adults and Children at Dorthea Dix Hospital. Dr. Corrigan currently serves as a member of the board of directors of Exacis Biotherapeutics, Inc. and Tremeau Pharmaceuticals, of which he is a co-founder. Dr. Corrigan previously served as a member of the board of directors of Avanir Pharmaceuticals, Inc., CoLucid Pharmaceuticals, Inc., Correvio Pharma Corp., Cubist Pharmaceuticals, Inc., and Nabriva Therapeutics. Dr. Corrigan holds an M.D. from the University of Virginia and received specialty training in psychiatry at Maine Medical Center and Cornell University. He received a Bachelor of Arts in Psychology from the University of Virginia. We believe he is qualified to serve on our Board because of his extensive experience working with clinical-stage companies, and as a board member, board committee member and chief executive officer of publicly-traded biopharmaceutical companies, along with his medical degree and clinical training in psychiatry, as well as his clinical and regulatory expertise.

Peter Kolchinsky, Ph.D. has served as a director since January 2015. Dr. Kolchinsky is a founder and Managing Partner of RA Capital Management, L.P., a multi-stage investment manager which is dedicated to evidence-based investing in healthcare and life science companies that are developing drugs, medical devices, and diagnostics, where he has worked since 2001. RA Capital Management, L.P. is the investment manager of RA Capital Healthcare Fund, L.P. Dr. Kolchinsky also serves as the Chairman and CEO of Therapeutics Acquisition Corp. (AKA Research Alliance Corp. I), and Chairman and CEO of Research Alliance Corp. II. He serves as a member of the board of directors of Forma Therapeutics Holdings, Inc., Therapeutics Acquisition Corp, and Research Alliance Corp. II, in addition to a number of private companies. Dr. Kolchinsky also leads RA Capital's engagement and publishing efforts, which aim to make a positive social impact and spark collaboration among healthcare stakeholders, including patients, physicians, researchers, policymakers, and industry. He served on the Board of Global Science and Technology for the National Academy of Sciences from 2009 to 2012, is the author of "The Great American Drug Deal" and "The Entrepreneur's Guide to a Biotech Startup", and frequently writes and speaks on the future of biotechnology innovation. Dr. Kolchinsky earned his Ph.D. in virology from Harvard University and earned his bachelor's degree in Biology from Cornell University. We believe he is qualified to serve on our Board because of his scientific acumen, strong reputation as a thought leader in the life sciences industry, his extensive experience investing in and forming, building and growing life sciences companies and mentoring their management teams, as well as his experience as an institutional investor and his experience serving as a board member, board committee member, and board observer of various publicly-traded and privately-held healthcare and life science companies.

Adrian Rawcliffe has served as a director since February 2017. Since September 2019, Mr. Rawcliffe has served as the Chief Executive Officer of Adaptimmune Therapeutics plc. From 2015 to September 2019, he served as Adaptimmune's Chief Financial Officer. Prior to joining Adaptimmune, Mr. Rawcliffe served in various roles at GlaxoSmithKline plc, including Senior Vice President Finance, North America Pharmaceuticals and Global Franchises from 2011 to 2015; Senior Vice President, Worldwide Business Development and R&D Finance from 2006 to 2011; Vice President, Worldwide Business Development Transactions and Ventures from 2003 to 2005; and Vice President, Deal Structuring from 2001 to 2003. From 2005 to 2006, Mr. Rawcliffe served as the President and Managing Partner of SR One Ltd. Mr. Rawcliffe began his career as a supervisor at Coopers & Lybrand (now PricewaterhouseCoopers) from 1993 to 1997. Mr. Rawcliffe received his B.Sc. in Natural Sciences from the

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University of Durham, England. Mr. Rawcliffe also received Chartered Accountancy training through The Institute of Chartered Accountants in England and Wales (ICAEW). We believe he is qualified to serve on our Board because of his global operating and business leadership experience working in the biopharmaceutical industry, his experience as a board member, board committee member, chief financial officer and chief executive officer of publicly traded biotechnology companies, and his extensive operating and corporate development experience working in various roles at one of the world's largest global healthcare companies.

Aik Na Tan has served as a director since August 2020. Ms. Tan currently serves as Senior Vice-President (Administration) at Nanyang Technological University, Singapore (NTU), a position she has held since January 2020. From when she joined NTU in August 2016 to December 2017, she served as NTU's Chief Financial Officer. She also served as NTU's Chief Administrative Officer from April 2017 to December 2017 and as NTU's Vice-President (Administration) from January 2018 to December 2019. Prior to joining NTU, Ms. Tan served as Global Finance Transformation Leader & Managing Director of the Chemours Company Singapore Pte Ltd, a spin-off from DuPont, from 2015 to 2016. From 1994 to 2015, Ms. Tan held numerous global and regional leadership roles at DuPont in accounting, corporate treasury, six sigma, financial systems, supply chain, operations, financial and strategic planning, including various positions at DuPont Company (Singapore) Pte Ltd, most recently serving as the Chief Financial Officer of DuPont Titanium Technologies from November 2011 to February 2015. Ms. Tan began her professional career as a tax assistant at Price Waterhouse. Ms. Tan holds a Bachelor of Accountancy degree from the Nanyang Technological University, Singapore, and is a member of the Institute of Singapore Chartered Accountants. We believe she is qualified to serve on our Board because of her extensive experience as a chief financial officer and chief administrative officer, her broad operations experience working in Singapore corporations, her experience working on boards of directors and committees thereof, as well as her business, financial and accounting credentials.

Ken Takanashi has served as a director since July 2012. Since 2002, Mr. Takanashi has served in various executive management and director roles at Shin Nippon Biomedical Laboratories Ltd. ("SNBL") and its affiliates and currently serves as its Executive Vice President, Chief Operating Officer. Mr. Takanashi was the Chief Financial Officer of SNBL USA, Ltd., a subsidiary of Shin Nippon Biomedical Laboratories, from 2012 to 2014. Mr. Takanashi also serves on the board of directors of Satsuma Pharmaceuticals, Inc. a publicly traded biopharmaceutical company. Mr. Takanashi earned an M.B.A. from the University of Warwick and received his bachelor's degree from the University of Tokyo and is a Chartered Public Accountant. We believe he is qualified to serve on our Board because of his extensive experience leading global research and development organizations in the biopharmaceutical industry, his experience forming, building and taking public life sciences companies, along with his experience serving as a board member and board committee member of various publicly-traded life sciences companies, his long-standing history with Wave, his close familiarity with our Japanese operations, and his business, financial and accounting credentials.

Gregory L. Verdine, Ph.D. is one of our founders and has served as a director since July 2013. He was our President, Chief Executive Officer and Chief Scientific Officer from our inception through December 2013 and served as Chairman of our Board from July 2013 through September 2017. Since 1989, Dr. Verdine has served as the Erving Professor of Chemistry in the Department of Stem Cell and Regenerative Biology and the Department of Chemistry and Chemical Biology at Harvard University and Harvard Medical School; he is now Erving Professor of Chemistry, Emeritus. Dr. Verdine co-founded the non-profit Gloucester Marine Genomics Institute and Gloucester Biotechnology Academy in 2013 and served as the Founding President until 2016. He is the co-founder of Fog Pharmaceuticals Inc. and currently serves as President and Chief Executive Officer for the company. He is also Chief Executive Officer and Chief Scientific Officer of LifeMine Therapeutics Inc. He is also the founder of Warp Drive Bio (merged with Revolution Medicines, Inc. (Nasdaq: RVMD)) and served in various roles, from Chief Scientific Officer to Chief Executive Officer, from the company's inception in 2012 until April 2016. Dr. Verdine founded Enanta Pharmaceuticals and served as a member of its board of directors from 1990 through its initial public offering in 2013. He is a Venture Partner at WuXi Healthcare Ventures, and has previously served as Venture Partner at AppleTree Ventures, TPG Biotech and Third Rock Ventures. He has served on the Board of Scientific Counsellors of the National Cancer Institute, and is on the Board of Scientific Consultants of the Memorial Sloan Kettering Cancer Center, and he is a Senior Advisor to Shin Nippon Biomedical Laboratories Ltd. Dr. Verdine is also the co-founder of Eleven Biotherapeutics, Tokai Therapeutics, Aileron Therapeutics, and Gloucester Pharmaceuticals (acquired by Celgene in 2010). He has also served as a director of the Chemical Biology Initiative and the Program in Cancer Chemical Biology at the Dana-Farber Cancer Institute. Dr. Verdine received his Ph.D. in

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Chemistry from Columbia University and completed postdoctoral work in Molecular Biology at the Massachusetts Institute of Technology and Harvard Medical School. We believe he is qualified to serve on our Board because of his expertise and deep knowledge as a co-founder of Wave of our technology, his vast expertise in unique protein chemistry, including as a leading expert in the field of stereochemistry, and his long track record of founding, advising and leading successful biopharmaceutical companies.

Heidi L. Wagner, J.D. has served as a director since September 2019. Ms. Wagner currently serves as Senior Vice President, Government Affairs and Policy at Global Blood Therapeutics, Inc., where she has worked since 2018. Prior to joining Global Blood Therapeutics, Ms. Wagner served as Senior Vice President, Global Governmental Affairs at Alexion Pharmaceuticals, Inc. from 2012 to 2018, and as Vice President, Global Government Affairs from 2009 to 2012. Ms. Wagner held the role of Senior Director of Government Affairs at Genentech, Inc. from 2000 to 2009, and as Director, Government Affairs from 1998 to 1999. Prior to that time, she served as Health Policy Director and Consultant at Healthcare Leadership Council, and in various roles at Epstein Becker & Green and Groom & Nordberg, and the U.S. House of Representatives. Ms. Wagner currently serves as a member of the board of directors of the American Kidney Fund, as a Trustee of the University of Colorado Foundation, and as an advisory board member of the University of Colorado, College of Media, Communication and Information. From 2015 to 2018, she also served as a member of the board of directors of the European Confederation of Pharmaceutical Entrepreneurs. Ms. Wagner earned a J.D. from George Mason University School of Law and received a Bachelor of Science in Journalism and Mass Communication from the University of Colorado. We believe she is qualified to serve on our Board because of her extensive experience as a government affairs executive driving strategy for government policy, pricing, reimbursement and patient access for various biopharmaceutical companies, including leading the pricing and reimbursement strategy, and implementing the global compliance programs for leading rare disease biopharmaceutical organizations.

Pursuant to the Singapore Companies Act, Chapter 50 (the “Singapore Companies Act”) and our Constitution, our Board must have at least one director who is ordinarily resident in Singapore. Ms. Tan is our Singapore resident director.

Committees of the Board of Directors and Meetings

Meeting Attendance. During the fiscal year ended December 31, 2020, there were six meetings of our Board, and the various committees of the Board met a total of 14 times. No director attended fewer than 75% of the total number of meetings of the Board and of committees of the Board on which such director served during 2020. The Board has adopted a policy under which our directors are encouraged to attend our annual general meetings of shareholders. As a Singapore company, we are required to prepare annual Singapore statutory audited financial statements (our “second annual audit”) and to deliver them to our shareholders in connection with our annual general meetings of shareholders. Our second annual audit can only be conducted following our first annual audit, which requires our preparation and filing of annual U.S. GAAP audited consolidated financial statements with the SEC. As a result, these multiple audits do not allow us to schedule our quarterly board meetings at the same time as our annual general meetings of shareholders and we typically hold our annual general meetings during the summertime.

Audit Committee. Our Audit Committee held seven meetings during the fiscal year ended December 31, 2020. Our Audit Committee currently has four members: Mr. Henry (Chairman), Dr. Corrigan, Mr. Rawcliffe, and Ms. Tan. During the period of January 1, 2020 through August 18, 2020, our Audit Committee was comprised of Mr. Henry (Chairman), Dr. Corrigan, Mr. Rawcliffe and Koji Miura. On August 18, 2020, Mr. Miura retired from the Board and the Audit Committee upon the conclusion of our 2020 Annual General Meeting of Shareholders. During the period of August 18, 2020 through November 2, 2020, our Audit Committee was comprised of Mr. Henry (Chairman), Dr. Corrigan, and Mr. Rawcliffe. On November 2, 2020, Ms. Tan joined as a member of our Audit Committee. Our Audit Committee’s role and responsibilities are set forth in the Audit Committee’s written charter and include the responsibility to retain and terminate the services of our independent registered public accounting firm. In addition, the Audit Committee reviews annual financial statements, considers matters relating to accounting policy and internal controls and reviews the scope of annual audits.

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Dr. Corrigan, Messrs. Henry and Rawcliffe, and Ms. Tan satisfy the current independence standards promulgated by the SEC and by the Nasdaq Stock Market, as such standards apply specifically to members of audit committees. The Board has determined that each member of the Audit Committee meets the financial literacy requirements of the Nasdaq Stock Market Rules and that each of Messrs. Henry and Rawcliffe and Ms. Tan qualifies as an “audit committee financial expert,” as the SEC has defined that term in Item 407 of Regulation S-K.

A copy of the Audit Committee’s written charter is publicly available on our website at www.wavelifesciences.com.

Compensation Committee. Our Compensation Committee met four times during the fiscal year ended December 31, 2020. The Compensation Committee currently has three members: Mr. Henry (Chairman), Mr. Rawcliffe, and Ms. Wagner. During the period of January 1, 2020 through December 1, 2020, our Compensation Committee was comprised of Mr. Henry (Chairman), Dr. Kolchinsky and Ms. Pott. On December 1, 2020, Mr. Rawcliffe replaced Dr. Kolchinsky as a member of our Compensation Committee. On January 8, 2021, Ms. Pott resigned from the Board and the Compensation Committee. On April 15, 2021, Ms. Wagner joined as a member of our Compensation Committee. Our Compensation Committee’s role and responsibilities are set forth in the Compensation Committee’s written charter and include reviewing, approving and making recommendations regarding our compensation policies, practices and procedures to ensure that legal and fiduciary responsibilities of the Board are carried out and that such policies, practices and procedures contribute to our success. Our Compensation Committee also administers our 2014 Equity Incentive Plan, as amended (the “2014 Equity Incentive Plan”) and our 2019 Employee Share Purchase Plan (the “2019 ESPP”). The Compensation Committee is responsible for determining the compensation of our executive officers.

Each member of the Compensation Committee qualifies as independent under the definition promulgated by the Nasdaq Stock Market.

A copy of the Compensation Committee’s written charter is publicly available on our website at www.wavelifesciences.com.

Nominating and Corporate Governance Committee. Our Nominating and Corporate Governance Committee met three times during the fiscal year ended December 31, 2020. The Nominating and Corporate Governance Committee currently has three members: Dr. Corrigan (Chairman), Mr. Takanashi and Ms. Wagner. During the period of January 1, 2020 through December 1, 2020 our Nominating and Corporate Governance Committee was comprised of Mr. Henry (Chairman), Mr. Takanashi and Ms. Wagner. On December 1, 2020, Dr. Corrigan replaced Mr. Henry as a member and Chairman of our Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee’s role and responsibilities are set forth in the Nominating and Corporate Governance Committee’s written charter and include evaluating and making recommendations to the full Board as to the size and composition of the Board and its committees, evaluating and making recommendations as to potential candidates, and evaluating current Board members’ performance.

Each member of the Nominating and Corporate Governance Committee qualifies as independent under the definition promulgated by the Nasdaq Stock Market.

The Nominating and Corporate Governance Committee is responsible for identifying individuals qualified to serve as directors, consistent with criteria approved by the Board, and recommending the persons to be nominated for election as directors, except where we are legally required by contract, law or otherwise to provide third parties with the right to nominate.

The process followed by the Nominating and Corporate Governance Committee to identify and evaluate director candidates includes making requests to Board members and others for recommendations, holding meetings from time to time to evaluate biographical information and reviewing background material relating to potential candidates and interviews of selected candidates by members of the committee and the Board. The Nominating and Corporate Governance Committee is also authorized by its charter to retain search firms to identify director candidates. The qualifications, qualities and skills that the committee believes must be met by a committee-recommended nominee for a position on our Board are as follows:

- Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.
- Nominees should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the Company’s current and long-term objectives and should be willing and able to contribute positively to the Company’s decision-making process.

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- Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its committees.
- Nominees should have the interest and ability to understand the sometimes conflicting interests of our various constituencies, which include shareholders, employees, customers, governmental units, creditors and the general public, and to act in the interests of all shareholders.
- Nominees should not have, nor appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all of our shareholders and to fulfill the responsibilities of a director.
- Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law. Diversity on our Board is highly valued and is actively considered in the nomination process as well as in the Board's annual performance evaluation.
- Nominees should normally be able to serve for at least five years before reaching the age of 70.

The Nominating and Corporate Governance Committee considers issues of diversity among its members in identifying and considering nominees for director, and strives where appropriate to achieve a diverse balance of backgrounds, perspectives, experience, age, gender, ethnicity and country of citizenship on the Board and its committees. The value of many forms of diversity is reflected on our Board, and we believe that our current Board represents diversity of thought, background and experience, as well as diversity of personal characteristics such as gender, ethnicity and age. The Board continually seeks out highly qualified women and minority candidates, as well as candidates with diverse backgrounds, skills and experiences as part of each search for qualified directors the Company undertakes. The Board's commitment to gender diversity was recently demonstrated by the appointments to the Board and its committees of two female directors in 2019 and an additional female director in 2020.

A copy of the Nominating and Corporate Governance Committee's written charter and our Corporate Governance Guidelines, which set forth our nominee requirements are publicly available on our website at www.wavelifesciences.com.

Procedures by which Shareholders may Nominate Directors

The Nominating and Corporate Governance Committee shall review and evaluate information available to it regarding candidates proposed by shareholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates. The factors generally considered by the Nominating and Corporate Governance Committee are set out in our Corporate Governance Guidelines, which are publicly available on the "For Investors & Media" section of our website at <http://ir.wavelifesciences.com/> under the heading "Corporate Governance." If a shareholder wishes to nominate a candidate to be considered by the Nominating and Corporate Governance Committee for election as a director at our 2022 Annual General Meeting of Shareholders, it must give timely notice of the nomination in writing to our General Counsel not less than 45 days prior to the date that is one year from the date on which we first mail our proxy statement relating to our 2021 Annual General Meeting of Shareholders (the "2021 AGM"). All shareholder proposals should be marked for the attention of General Counsel, Wave Life Sciences Ltd., 733 Concord Avenue, Cambridge, MA 02138.

Familial Relationships

There are no familial relationships between any of our executive officers and directors.

Board Leadership Structure and Role in Risk Oversight

The positions of Chairman of the Board and Chief Executive Officer are presently separated at the Company. We believe that separating these positions allows our Chief Executive Officer to focus on our day-to-day business, while allowing our Chairman of the Board to lead the Board in its fundamental role of providing advice to, and independent oversight of, management. Our Board recognizes the time, effort and energy that the Chief Executive Officer is required to devote to his position in the current business environment, as well as the commitment required to serve as our Chairman, particularly as the Board's oversight responsibilities continue to grow. Our Board also

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believes that this structure ensures a greater role for the independent directors in the oversight of our Company and active participation of the independent directors in setting agendas and establishing priorities and procedures for the work of our Board. The Board retains the authority to modify this leadership structure as and when appropriate to best address the Company's unique circumstances at any given time and to serve the best interests of our shareholders.

Our Board oversees the risk management activities designed and implemented by our management. Our Board executes its oversight responsibility for risk management both directly and through its committees. Our Board also considers specific risk topics, including risks associated with our strategic plan, business operations and capital structure. In addition, our Board receives detailed regular reports from members of our management team and other personnel that include assessments and potential mitigation of the risks and exposures involved with their respective areas of responsibility. Our Board receives regular updates on the evolving COVID-19 situation and engages regularly with our management team, including with regard to our operations, clinical trial enrollment, financial position and liquidity, communications strategy and employee matters, among other items. As part of its risk management oversight, our Board has been working with our management team to identify and monitor COVID-19 related risks to our Company, and is involved in strategy decisions and other actions we are taking to mitigate risks related to the impact of COVID-19 on our business.

Our Board may delegate to the Audit Committee oversight of our risk management process. Our other Board committees will also consider and address risk as they perform their respective committee responsibilities. Specifically, the Audit Committee receives regular reports from members of senior management on areas of material risk to the Company, including operational, financial, legal, regulatory, strategic and reputational risks. As part of its charter, our Audit Committee regularly discusses with management our major risk exposures, their potential financial impact on our Company and the steps we take to manage them. Our Compensation Committee assists the Board in fulfilling its oversight responsibilities with respect to the management and risks arising from our compensation policies and programs. Our Nominating and Corporate Governance Committee assists the Board in fulfilling its oversight responsibilities with respect to the management of risks associated with Board organization, membership and structure, succession planning for our directors and executive officers and corporate governance. All committees report to the full Board as appropriate, including when a matter rises to the level of a material or enterprise level risk.

Hedging and Pledging Policies

We maintain an Insider Trading Policy that, among other things, prohibits all officers, including our named executive officers, directors and employees from engaging in "hedging" transactions with respect to our ordinary shares. This includes short sales, hedging of share ownership positions, transactions in straddles, collars or other similar risk reduction or hedging devices, and transactions involving derivative securities relating to our ordinary shares. In addition, they are also prohibited from pledging of the Company's securities as collateral for a loan; provided, however, that (i) any pledge arrangement which existed prior to the adoption of the Company's Insider Trading Policy in connection with its initial public offering, was grandfathered and need not be unwound solely due to the adoption of this policy; and (ii) exceptions may be granted for pledge arrangements where Company personnel wish to pledge the Company's securities as collateral for a loan (other than a margin loan) and can demonstrate the financial wherewithal to repay the loan without having to resort to the pledged securities.

Shareholder Communications to the Board

Generally, shareholders who have questions or concerns or who wish to address questions regarding our business directly with the Board, or any individual director, should direct his or her questions in writing to IR@wavelifesci.com. Communications will be distributed to the Board, or to any individual director or directors as appropriate, depending on the facts and circumstances outlined in the communications. Items that are unrelated to the duties and responsibilities of the Board may be excluded, such as junk mail and mass mailings, resumes and other forms of job inquiries, surveys and solicitations or advertisements. In addition, any material that is unduly hostile, threatening, or illegal in nature may be excluded, provided that any communication that is filtered out will be made available to any outside director upon request.

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Executive Officers

Set forth below is information as of April 10, 2021 regarding our executive officers who are not also directors. We have employment agreements with certain of our executive officers and all of our executive officers are at-will employees.

Name	Age	Title
Christopher Francis, Ph.D.	43	Senior Vice President, Corporate Development, Head of Emerging Areas
Kyle Moran	50	Chief Financial Officer
Michael Panzara, M.D., MPH	54	Chief Medical Officer, Head of Therapeutics Discovery and Development
Chandra Vargeese, Ph.D.	59	Chief Technology Officer

Christopher Francis, Ph.D. has served as our Senior Vice President, Corporate Development, Head of Emerging Areas since May 2017. During the period January 2017 to May 2017, Dr. Francis served as our Senior Vice President, Corporate Development & Portfolio Management. Prior to that, Dr. Francis served as our Vice President, Head of Business Development since April 2014. Prior to joining us, Dr. Francis held senior operational, strategic and business development roles within GlaxoSmithKline Oncology from 2009 to 2014 and was a member of the team that established GlaxoSmithKline's Rare Disease Unit. Before GlaxoSmithKline, Dr. Francis was a health care private equity associate at Two River LLC from 2008 to 2009. He began his career in pharmaceutical pricing and reimbursement consulting at IMS Health. Dr. Francis earned undergraduate and graduate degrees in Biochemistry and Molecular Biology from the University of Melbourne and was a doctoral research associate at the University of Cambridge.

Kyle Moran has served as our Chief Financial Officer since December 2020. Prior to this appointment, Mr. Moran served as our Vice President, Head of Finance from July 2014 to August 2016; Vice President, Technical Operations from August 2016 to December 2017; Senior Vice President, Technical Operations, from December 2017 to November 2018; Senior Vice President, Operations and Business Analytics from November 2018 to January 2020; and most recently as Senior Vice President, Finance and Operations from January 2020 through his promotion to Chief Financial Officer in December 2020. Prior to joining us, Mr. Moran served as Chief Financial Officer and Chief Operating Officer of Veroha, Inc., an information assurance software company focused on electronic notary solutions, from 2010 to 2014. He was also a founding partner of Context Financial Services, LLC, a boutique consulting firm that provided interim CFO-services to start-up and middle market companies undergoing rapid expansion or needing expert financial counsel and worked there from 2006 to 2014. In addition, Mr. Moran held senior operational and financial roles at leading global financial services firms, including Zurich Scudder Investments, JPMorgan Chase and Putnam Investments. Mr. Moran holds a bachelor's degree in Economics from Boston College and attended the Lemberg Master's Program in International Economics and Finance at Brandeis University. Mr. Moran is a Chartered Financial Analyst.

Michael Panzara, M.D., MPH has served as our Chief Medical Officer, Head of Therapeutics Discovery and Development since May 2020. During the period of November 2018 through April 2020, Dr. Panzara served as our Chief Medical Officer. During the period of July 2016 to October 2018, Dr. Panzara served as our Franchise Lead, Neurology. Prior to joining us, Dr. Panzara served in various roles at Sanofi Genzyme (and Genzyme Corporation before its merger with Sanofi in 2011) from 2009 to July 2016, most recently serving as Head of the Multiple Sclerosis, Neurology and Ophthalmology Therapeutic Area for Global Development and prior to that, serving as Group Vice President, Therapeutic Area Head, Multiple Sclerosis and Neurology. Prior to joining Genzyme, Dr. Panzara served in roles of increasing responsibility at Biogen, including Vice President, Chief Medical Officer, Neurology from 2006 to 2009 and in various roles in the Medical Research group from 2001 to 2006. In addition, from 1999 to 2011, Dr. Panzara was an Instructor in Neurology at Harvard Medical School and an Assistant in Neurology at Massachusetts General Hospital (MGH). He trained in neurology at MGH from 1994 to 1998, and completed his post-doctoral training in immunology and rheumatology at Brigham and Women's Hospital. Dr. Panzara holds a bachelor's degree from the University of Pennsylvania, a medical degree from Stanford University School of Medicine, and a master's degree in public health from the Harvard School of Public Health.

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Chandra Vargeese, Ph.D. has served as our Chief Technology Officer since May 2020. During the period of August 2014 to April 2020, Dr. Vargeese served as Senior Vice President, Head of Drug Discovery. Before joining us, Dr. Vargeese served as Novartis' Executive Director and Head of RNA Chemistry and Delivery, a position she held from 2008 to 2014. Prior to joining Novartis, Dr. Vargeese led siRNA delivery in the RNA Therapeutics division at Merck & Co., where she served as Senior Director and Head of RNA Chemistry and Delivery. Dr. Vargeese joined Merck through its acquisition of Sirna Therapeutics, where she was Vice President of Chemistry. Before Sirna, Dr. Vargeese served as Associate Director of Chemistry at NeXstar Pharmaceuticals and is the co-inventor of Macugen (pegaptanib), an approved therapy for treating wet AMD. Dr. Vargeese earned a Ph.D. in Organic Chemistry at the Indian Institute of Science, Bangalore, India and completed post-doctoral work at the University of Rhode Island.

DELINQUENT SECTION 16(A) REPORTS

With the exception of a Form 4 to report two transactions, the receipt of an option to purchase our ordinary shares and restricted share units ("RSUs") awarded on February 1, 2021 required to be filed for each of our executive officers, Drs. Bolno, Francis, Panzara and Vargeese, and Mr. Moran, which were filed on February 18, 2021 (but were due on February 3, 2021), our records reflect that all reports that were required to be filed pursuant to Section 16(a) of the Exchange Act were filed on a timely basis during the fiscal year ended December 31, 2020.

CODE OF BUSINESS CONDUCT AND ETHICS

We have adopted a code of business conduct and ethics that applies to all of our employees, including our principal executive officer and principal financial and accounting officer. The text of the code of conduct and ethics is posted on our website at www.wavelifesciences.com. Disclosure regarding any amendments to, or waivers from, provisions of the code of conduct and ethics that apply to our directors, principal executive officer or principal financial officer will be included in a Current Report on Form 8-K filed with the SEC within four business days following the date of the amendment or waiver, unless website posting or the issuance of a press release of such amendments or waivers is then permitted by the rules of the Nasdaq Stock Market.

Item 11. Executive Compensation.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table shows the total compensation paid or accrued during the last two fiscal years ended December 31, 2020 and 2019 to our President and Chief Executive Officer and our two next most highly compensated executive officers, our named executive officers (“NEOs”), who earned more than \$100,000 during the fiscal year ended December 31, 2020 and were serving as executive officers as of such date.

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary (\$)</u>	<u>Share Awards (\$)⁽¹⁾</u>	<u>Option Awards (\$)⁽²⁾</u>	<u>Non-Equity Incentive Plan Compensation (\$)</u>	<u>All Other Compensation (\$)⁽³⁾</u>	<u>Total (\$)</u>
Paul B. Bolno, M.D., MBA	2020	578,977	—	308,675	376,335	6,154	1,270,141
<i>President and Chief Executive Officer</i>	2019	578,977	2,700,000	—	282,251	20,298	3,581,526
Michael Panzara, M.D., MPH	2020	460,860	—	176,386	184,344	9,792	831,382
<i>Chief Medical Officer, Head of Therapeutics Discovery and Development</i>	2019	451,815	675,000	—	135,545	9,642	1,272,002
Chandra Vargeese, Ph.D.	2020	434,520	—	176,386	173,808	10,872	795,586
<i>Chief Technology Officer</i>	2019	426,000	675,000	—	127,800	10,722	1,239,522

- (1) Amount represents the aggregate grant date fair value for the share awards identified, computed in accordance with FASB ASC Topic 718. A discussion of the assumptions used in determining grant date fair value may be found in Note 7 to the financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2020. For the 2019 grants of performance-based RSUs, the value reported is the value of the award at the grant date based upon the probable outcome of the performance conditions, which was \$0. The value of the 2019 grants of performance-based RSUs at the grant date, assuming that all performance conditions will be achieved, is \$8,325,000 for Dr. Bolno, \$4,500,000 for Dr. Panzara and \$4,500,000 for Dr. Vargeese.
- (2) Amounts represent the aggregate grant date fair value for the option awards identified, computed in accordance with FASB ASC Topic 718. A discussion of the assumptions used in determining grant date fair value may be found in Note 7 to the financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2020.
- (3) For 2020, amounts include 401(k) matching contributions of \$5,344 made to Dr. Bolno and \$8,550 made to Drs. Panzara and Vargeese, as well as the value of annual premiums paid by us with respect to a life insurance policy for the benefit of each of the named executive officers.

Narrative to Summary Compensation Table

Our Compensation Committee creates the policies that govern base salary, annual cash performance-based incentives, our long-term incentive program and other compensation and benefits for our named executive officers. Our Compensation Committee reviews and discusses our executive officers' proposed compensation with the Chief Executive Officer for all executives other than the Chief Executive Officer. The Chief Executive Officer's compensation is determined by the Compensation Committee.

In determining executive officer compensation, our Compensation Committee, with the assistance of its independent compensation consultant, Radford, a business unit of AON plc and an independent executive compensation consulting firm, evaluates the market competitiveness of compensation for each of our named executive officers in order to guide target compensation decisions for the coming year. Our Compensation Committee references a peer group of publicly traded companies in the biopharmaceutical industry for purposes of gathering data to compare with our existing executive compensation levels and practices and as context for future compensation decisions. Our Compensation Committee reviews and updates the compensation peer group each year, as appropriate, to include companies that the Compensation Committee believes are competitors for executive talent and that are similar to us in terms of their stage of development, therapeutic focus, market capitalization, number of employees, structure, financial profile and geographic proximity to the Cambridge biotech cluster, as applicable. We also recognize that it is unlikely for companies to align equally on all factors, so we consider companies that meet a majority of the criteria. Due to the nature of our business, we compete for executive talent with many companies much larger than we are. Our Compensation Committee considers peer group and other industry compensation data and the recommendations of our compensation consultant when making decisions related to executive compensation, ultimately giving consideration to the competitiveness of our compensation program, internal perceptions of equity and individual performance and role. Our Compensation Committee finds comparative data from our peer group to be useful in setting and adjusting executive compensation, but it does not target our programs or any particular element of compensation to be at or within a particular percentile or range compared to our peers. Our Compensation Committee uses the peer group data primarily to ensure that our executive compensation program and its constituent elements are and remain competitive in relation to our peers, and applies judgment and discretion in establishing targeted compensation levels taking into account not only competitive market data but also the experience of the executive, scope of responsibility, critical skill sets and expertise.

Employment Agreements with Our Named Executive Officers

Paul B. Bolno, M.D., MBA In May 2020, we entered into an amended and restated employment agreement with Dr. Bolno, pursuant to which he serves as our President and Chief Executive Officer. The employment agreement amends and restates the prior employment arrangement between the Company and Dr. Bolno. As of January 1, 2020, Dr. Bolno's annual base salary was \$578,977, and his annual target bonus percentage is up to 65% of his annual base salary, subject to the achievement of annual performance milestones defined by our Board in its sole discretion. Effective January 1, 2021, Dr. Bolno's annual base salary was increased to \$597,000. In February 2021, in recognition of his 2020 performance supporting the achievement of our corporate goals discussed below, Dr. Bolno received a cash bonus of \$376,335 that was equal to 100% of his 2020 target bonus, 65% of his annual base salary. In addition, in February 2021, he received an option to purchase 200,000 of our ordinary shares and 150,000 RSUs under our 2014 Equity Incentive Plan as long-term incentive plan awards, each award vests over a two-year period, 50% on the first and second anniversaries. Pursuant to Dr. Bolno's employment agreement, if we terminate his employment without cause or if he terminates employment for good reason, Dr. Bolno will be entitled to receive as of the date of his termination continued payment for 18 months or 12 months, respectively, of his then-current annual base salary; continued payment of health insurance premiums at the Company's then normal rate of contribution until the earlier of 18 months or 12 months, respectively, following termination or until he commences new employment; and the payment of a separation bonus equal to his then annual target bonus opportunity, prorated through the termination date. In addition, if a change of control occurs and within one year following the change of control, Dr. Bolno is involuntarily terminated without cause or if Dr. Bolno terminate his employment for good reason, Dr. Bolno will be entitled to receive a lump sum cash payment equal to 18 months or 12 months, respectively, of his then-current annual base salary; continued payment of health insurance premiums at the Company's then normal rate of contribution until the earlier of 18 months or 12 months, respectively, following termination or until he commences new employment; and the payment of a separation bonus equal to his then annual target bonus opportunity. Receipt of the severance and change of control benefits described above are subject to execution of a release of claims against the Company and compliance with certain restrictive covenants following the termination of his employment. Pursuant to applicable equity agreements with Dr. Bolno, all unvested shares underlying outstanding options and RSUs that are granted after December 31, 2017 will become fully vested upon termination without cause or for good reason within 12 months following a change of control.

Michael Panzara, M.D. In July 2016, we entered into an employment agreement with Dr. Panzara, pursuant to which he now serves as our Chief Medical Officer, Head of Therapeutics Discovery and Development. As of January 1, 2020, Dr. Panzara's annual base salary was \$460,860, and his annual target bonus percentage was up to 40% of his annual base salary, subject to the achievement of annual performance milestones defined by our Board in its sole discretion. Effective January 1, 2021, Dr. Panzara's annual base salary was increased to \$471,000, and his annual target bonus percentage was increased to 45% of his annual salary. In February 2021, in recognition of his 2020 performance supporting the achievement of our corporate goals discussed below, Dr. Panzara received a cash bonus of \$184,344 that was equal to 100% of his 2020 target bonus, 40% of his base salary. In addition, he received an option to purchase 50,000 of our ordinary shares and 50,000 RSUs under our 2014 Equity Incentive Plan as long-term incentive plan awards, each award vests over a two-year period, 50% on the first and second anniversaries. Pursuant to Dr. Panzara's employment agreement, if he is involuntarily terminated by the Company without cause or terminates employment for good reason, he will be entitled to receive continued payment of his base salary for 12 months following termination and continued payment of health insurance premiums at the Company's then normal rate of contribution until the earlier of 12 months following termination or until he commences new employment. In addition, if a change of control occurs and within one year following the change of control, Dr. Panzara is involuntarily terminated without cause or terminates his employment for good reason, he will be entitled to receive a lump sum cash payment equal to 12 months of his then-current annual base salary; the payment of a separation bonus equal to his then annual target bonus opportunity, prorated through his termination date; and continued payment of health insurance premiums at the Company's then normal rate of contribution until the earlier of 12 months following the termination date or until he commences new employment. Receipt of the severance and change of control benefits described above are subject to execution of a release of claims against the Company and compliance with certain restrictive covenants following the termination of his employment. Pursuant to applicable equity agreements with Dr. Panzara, all unvested shares underlying outstanding options and RSUs that were granted through December 31, 2017 will become fully vested upon a change of control which is defined as follows: (A) a merger or consolidation of the Company whether or not approved by the Board, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or the parent of such corporation) more than 50% of the total voting power represented by the voting securities of the Company or such surviving entity or parent of such corporation, as the case may be, outstanding immediately after such merger or consolidation; or (B) the sale or disposition by the Company of all or substantially all of the Company's assets in a transaction requiring shareholder approval. In addition, all unvested shares underlying outstanding options and RSUs that are granted after December 31, 2017 will become fully vested upon termination without cause or for good reason within 12 months following a change of control.

Chandra Vargeese, Ph.D. In May 2020, we entered into an amended and restated employment agreement with Dr. Vargeese, pursuant to which she serves as our Chief Technology Officer. The employment agreement amends and restates the prior employment arrangement between the Company and Dr. Vargeese. As of January 1, 2020, Dr. Vargeese's annual base salary was \$434,520, and her annual target bonus percentage was up to 40% of her annual base salary, subject to the achievement of annual performance milestones defined by our Board in its sole discretion. Effective January 1, 2021, Dr. Vargeese's annual base salary was increased to \$444,000, and her annual target bonus percentage was increased to 45% of her annual base salary. In February 2021, in recognition of her 2020 performance supporting the achievement of our corporate goals discussed below, Dr. Vargeese received a cash bonus of \$173,808 that was equal to 100% of her 2020 target bonus, 40% of her base salary. In addition, she received an option to purchase 50,000 of our ordinary shares and 50,000 RSUs under our 2014 Equity Incentive Plan as long-term incentive plan awards, each award vests over a two-year period, 50% on the first and second anniversaries. Pursuant to Dr. Vargeese's employment agreement, if we terminate her employment without cause or if she terminates employment for good reason, Dr. Vargeese will be entitled to receive as of the date of her termination continued payment for 18 months or 12 months, respectively, of her then-current annual base salary; continued payment of health insurance premiums at the Company's then normal rate of contribution until the earlier of 18 months or 12 months, respectively, following termination or until she commences new employment; and the payment of a separation bonus equal to her then annual target bonus opportunity, prorated through the termination

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date. In addition, if a change of control occurs and within one year following the change of control, Dr. Vargeese is involuntarily terminated without cause or if Dr. Vargeese terminates her employment for good reason, Dr. Vargeese will be entitled to receive a lump sum cash payment equal to 18 months or 12 months, respectively, of her then-current annual base salary; continued payment of health insurance premiums at the Company's then normal rate of contribution until the earlier of 18 months or 12 months, respectively, following termination or until she commences new employment; and the payment of a separation bonus equal to her then annual target bonus opportunity. Receipt of the severance and change of control benefits described above are subject to execution of a release of claims against the Company and compliance with certain restrictive covenants following the termination of her employment. Pursuant to applicable equity agreements with Dr. Vargeese, all unvested shares underlying outstanding options and RSUs that are granted after December 31, 2017 will become fully vested upon termination without cause or for good reason within 12 months following a change of control.

In addition, as a condition of their employment, each of our named executive officers has entered into a non-competition and non-solicitation agreement pursuant to which he or she has agreed not to compete with us for a period of 12 months following the termination of his or her employment. All agreements generally provide for at-will employment and that our named executive officers are eligible to participate in employee benefit plans of general applicability to other senior executives, which we maintain from time to time.

Base Salaries

Annual base salary is designed to provide a competitive fixed rate of pay, recognizing different levels of responsibility and performance. Actual salaries reflect the judgment and consideration of numerous factors by the Compensation Committee. These factors include the NEO's experience, importance of position, performance, comparative survey data, internal pay equity, scope of responsibilities, expertise, the criticality of the NEO's position within the Company, the other elements of compensation received by the NEO, and the NEO's compensation in comparison to similarly situated executive officers at comparable companies in our peer group.

Annual Cash Incentive Program

Our executive officers are eligible to receive annual cash incentive awards, with the target bonus opportunity for 2020 determined as a percentage of their base salary. At the beginning of 2020, our Board approved ambitious corporate goals and objectives that our Compensation Committee then used to design our annual cash incentive program for 2020. Under this program, the Compensation Committee determined that the corporate goals would apply uniformly to all of our executive officers. Our 2020 corporate goals, plus additional obstacles that we overcame as a result of the COVID-19 global pandemic, that were assessed to determine our 2020 corporate performance are set forth below:

- Submitted clinical trial applications for our first two new PN-containing programs: WVE-003 for Huntington's disease, and WVE-004 for ALS and FTD, in order to enable commencement of clinical trials in 2021 (*achieved*)
- Deliver PRECISION-HD data from all cohorts and OLE (*delayed; achieved in 1Q 2021*)
- Received positive regulatory feedback for adaptive trial designs for WVE-003 and WVE-004 in order to potentially expedite data readouts (*achieved*)
- Created wtHTT (wild-type) assay for use in our allele-selective HD programs, with plans to make the assay widely available to the industry (*achieved*)
- Met or exceeded internal milestones relating to Takeda Category 2 programs (*achieved*)
- Prepared clinical trial application for our third new PN-containing program: WVE-N531 targeting exon-53 in DMD for filing in 1Q 2021 (*achieved*)
- Delivered first in-vivo target engagement NHP data for MAPT program (*achieved*)
- Selected SERPINA1 as the target for our first ADAR RNA-editing program (*achieved*)
- Expanded PRISM capabilities with two new modalities (ADAR, siRNA) (*achieved*)
- Submitted two manuscripts covering ADAR and DMD to high-profile journals; and prepared C9 publication that was submitted in 1Q 2021 (*achieved*)
- Developed a late-stage clinical / commercial manufacturing plan for WVE-120101 and WVE-120102 (*achieved*)

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- Developed proprietary human ADAR mouse model; crossed with SERPINA1 (*achieved*)
- Secured approximately \$200M in cash during 2020 (*achieved*)
- In the midst of the COVID-19 global pandemic, maintained business continuity with more than 60% of workforce onsite and transitioned to virtual/remote environment for offsite employees with no loss of productivity (*achieved*)
- Added key talent broadly throughout the organization (*achieved*)
- Redesigned our performance management program (*achieved*)
- Refreshed our corporate values and prepared living the values initiatives to commence in 2021 (*achieved*)
- Delivered our 2020 corporate goals within our 2020 budget (*achieved*)

Based on our Board's assessment and consideration of the relative weighting and importance of our goals, our Board determined that we achieved 100% of our 2020 corporate goals. The Compensation Committee then determined that bonuses for 2020 performance be paid to our named executive officers based on these results.

Long-Term Incentive Compensation

2020 Long-Term Incentive Program ("2020 LTIP")

In 2020, the long-term incentive component of the compensation of our NEOs consisted solely of share options. These share options were granted to each of our named executive officers by our Compensation Committee at a regularly scheduled meeting on March 3, 2020, at an exercise price of \$8.17 per share; and vest over a two-year term, with 50% vesting on February 1, 2021 and the remainder vesting on February 1, 2022. The Compensation Committee chose this two-year vesting schedule over our standard four-year vesting schedule as a means of retention and because the 2019 Performance-Based RSUs became less likely to vest in the near-term due to the discontinuation of our suvodirsen program in December 2019, but the performance criteria remain relevant to our primary strategic imperative to deliver life-changing treatments for people battling devastating diseases and will continue to incentivize performance albeit over a longer period of time. In lieu of a cash salary increase for the 2020 calendar year, Dr. Bolno opted to receive an additional 3,000 share options with the same vesting schedule and exercise price as his other 2020 LTIP option grants.

2019 Performance-Based RSUs and 2021 Amended and Restated Performance-Based RSUs

In March 2019, the Compensation Committee approved the grant of performance-based RSUs to our employees, including our NEOs, that vest based on two separate performance milestones: 80% of the award will vest upon receipt of the first regulatory approval of a Wave drug product by the U.S. Food and Drug Administration or European Medicines Agency (the "Regulatory Approval Milestone"); and 20% of the award will vest upon the first commercial sale of a Wave drug product (the "Commercial Sale Milestone"), in each case, occurring by March 7, 2029, subject to continuous service (the "2019 Performance-Based RSUs").

In March 2021, the Compensation Committee approved an amendment and restatement of all outstanding 2019 Performance-Based RSUs to add a third performance milestone to the two existing performance milestones. If the new performance milestone, the PN Chemistry Milestone (as defined below), is achieved prior to either of the two either of the Regulatory Approval Milestone or the Commercial Sale Milestone, then 50% of the award will be earned upon public disclosure of the achievement of clinical proof of concept of a molecule containing Wave's PN backbone chemistry modifications (the "PN Chemistry Milestone") and the percentages applicable to the Regulatory Approval Milestone or the Commercial Sale Milestone shall be reduced to 40% and 10%, respectively. This modification did not result in any incremental accounting expense as the grant date fair value of the award on the modification date, as with the original grant date fair value, remained at \$0 based on the probable outcome of the performance conditions as of the modification date.

401(k) Plan

We maintain a 401(k) plan that is intended to qualify under Section 401(k) of the Internal Revenue Code of 1986, as amended. In general, all of our employees, including our named executive officers, are eligible to participate in the 401(k) plan. Under the 401(k) plan, employees may elect to reduce their current compensation by up to the statutorily prescribed annual limit, equal to \$19,500 in 2020, and to have the amount of such reduction contributed to the 401(k) plan. We currently match 50% of an employee's 401(k) contributions up to a maximum of 6% of the participant's compensation. Matching contributions are 100% vested upon completion of one year of service with the Company. In addition, employees who turn age 50 before the end of any calendar year may also defer up to an additional \$6,500, and these catch-up contributions are eligible for matching contributions. Matching contributions made to each of our named executive officers are included in the "Summary Compensation Table" above.

2014 Equity Incentive Plan

Our 2014 Equity Incentive Plan was amended on August 10, 2017, following receipt of shareholder approval at our 2017 Annual General Meeting. Accordingly, based on approval at our 2017 Annual General Meeting, our Board and shareholders authorized 6,064,544 ordinary shares for the granting of incentive options, non-qualified options, or "NQSOs," share appreciation rights and restricted share unit awards, plus annual increases on the first day of July 2018, 2019 and 2020 equal to the lesser of (A) 3% of the ordinary shares outstanding on the day prior to the increase; and (B) such lesser number of ordinary shares as determined by the Board; provided that no more than 10,000,000 ordinary shares may be issued upon the exercise of incentive share options. On July 1, 2018, 2019 and 2020, the 2014 Equity Incentive Plan was increased by 878,800, 1,027,987, and 1,071,964 ordinary shares, respectively. The maximum number of ordinary shares with respect to awards which may be granted to any participant in any fiscal year under the 2014 Equity Incentive Plan is 600,000 shares. In the event of a share dividend, split, recapitalization or reorganization or other change in capital structure, our Board will make appropriate adjustments to these amounts.

Any shares subject to an award that is canceled, forfeited or expires prior to exercise or realization, either in full or in part, will again become available for issuance under the 2014 Equity Incentive Plan. However, shares subject to an award under the 2014 Equity Incentive Plan will not again be made available for issuance or delivery under the 2014 Equity Incentive Plan if such shares are (a) shares tendered in payment of an option; (b) shares delivered or withheld by us to satisfy any tax withholding obligation; or (c) shares covered by a share-settled share appreciation right or other awards that were not issued upon the settlement of the award.

If we are acquired, our Board (or Compensation Committee) will with respect to options and share appreciation rights: (i) make appropriate provision for the continuation of the option or share appreciation right by substituting on an equitable basis for the ordinary shares then subject to such option or share appreciation right either the consideration payable with respect to the outstanding ordinary shares in connection with the corporate transaction or securities of any successor or acquiring entity; (ii) cancel or arrange for the cancellation of the options or share appreciation rights, to the extent not vested or exercised prior to the effective time of the transaction, in exchange for a payment in cash or ordinary shares as determined by the Board, in an amount equal to the amount by which the then-fair market value of the ordinary shares subject to such vested option or share appreciation right exceeds the exercise price; or (iii) after giving holders an opportunity to exercise to the extent vested their outstanding options or share appreciation rights, terminate any or all unexercised options and share appreciation rights at such time as the Board deems appropriate. If we are acquired, our Board (or Compensation Committee) will with respect to outstanding restricted awards make appropriate provision for the continuation of such restricted awards on the same terms and conditions by substituting on an equitable basis for the ordinary shares then subject to such restricted awards either the consideration payable with respect to the outstanding ordinary shares in connection with the transaction or securities of any successor or acquiring entity. In lieu of the foregoing, if we are acquired, the Board may provide that, upon consummation of the acquisition, each outstanding restricted award shall be terminated in exchange for payment of an amount equal to the consideration payable upon consummation of such transaction to a holder of the number of ordinary shares comprising such restricted award to the extent then vested.

Outstanding Equity Awards at 2020 Fiscal Year-End

The following table shows grants of options and grants of unvested restricted share unit awards outstanding on the last day of the fiscal year ended December 31, 2020 to each of the executive officers named in the Summary Compensation Table.

Name	Option Awards				Share Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Share Units That Have Not Vested (#)	Market Value of Shares or Share Units That Have Not Vested (\$) ⁽⁸⁾	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) ⁽⁸⁾
Paul B. Bolno, M.D., MBA	219,025	—	\$ 2.48	3/10/2025				
	236,400	—	\$ 18.79	6/16/2026				
	69,478	3,022 ⁽¹⁾	\$ 29.05	1/25/2027				
	74,937	34,063 ⁽²⁾	\$ 40.05	1/23/2028				
	—	63,000 ⁽³⁾	\$ 8.17	3/3/2030				
					9,075 ⁽⁴⁾	\$ 71,420		
				27,250 ⁽⁵⁾	\$ 214,458			
				45,000 ⁽⁶⁾	\$ 354,150			
						185,000 ⁽⁷⁾	\$ 1,455,950	
Michael Panzara, M.D., MPH	131,250	—	\$ 21.69	7/11/2026				
	13,224	576 ⁽¹⁾	\$ 29.05	1/25/2027				
	24,062	10,938 ⁽²⁾	\$ 40.05	1/23/2028				
	—	36,000 ⁽³⁾	\$ 8.17	3/3/2030				
					1,725 ⁽⁴⁾	\$ 13,576		
					8,750 ⁽⁵⁾	\$ 68,863		
				11,250 ⁽⁶⁾	\$ 88,538			
						100,000 ⁽⁷⁾	\$ 787,000	
Chandra Vargeese, Ph.D.	205,964	—	\$ 2.48	3/10/2025				
	49,600	—	\$ 18.79	6/16/2026				
	18,687	813 ⁽¹⁾	\$ 29.05	1/25/2027				
	24,062	10,938 ⁽²⁾	\$ 40.05	1/23/2028				
	—	36,000 ⁽³⁾	\$ 8.17	3/3/2030				
					2,450 ⁽⁴⁾	\$ 19,282		
				8,750 ⁽⁵⁾	\$ 68,863			
				11,250 ⁽⁶⁾	\$ 88,538			
						100,000 ⁽⁷⁾	\$ 787,000	

- (1) 25% vested on February 15, 2018 and the remainder vests in equal monthly installments over the following 36 months, subject to such officer's continued service with us on each such vesting date. The option shall become fully vested upon a change of control.
- (2) 25% vested on February 15, 2019 and the remainder vests in equal quarterly installments over the following 12 quarters, subject to such officer's continued service with us on each such vesting date. The award shall become fully vested upon termination without cause or for good reason within 12 months following a change of control.

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- (3) 50% vested on February 15, 2021 and the remaining 50% vests on February 15, 2022 subject to such officer's continued service with us on each such vesting date. The award shall become fully vested upon termination without cause or for good reason within 12 months following a change of control.
- (4) 25% vested on February 15, 2018 and the remainder vests in equal annual installments over the following three years, subject to such officer's continued service with us on each such vesting date. The award shall become fully vested upon a change of control.
- (5) 25% vested on February 15, 2019 and the remainder vests in equal annual installments over the following three years, subject to such officer's continued service with us on each such vesting date. The award shall become fully vested upon termination without cause or for good reason within 12 months following a change of control.
- (6) 25% vested on February 15, 2020 and the remainder vests in equal monthly installments over the following 36 months, subject to such officer's continued service with us on each such vesting date. The award shall become fully vested upon termination without cause or for good reason within 12 months following a change of control.
- (7) These performance-based RSUs were granted on March 7, 2019 and were amended on March 17, 2021. A description of the vesting criteria of the performance-based-RSUs is set forth under the sub-heading "*Long-Term Incentive Compensation — 2019 Performance-Based RSUs and 2021 Amended and Restated Performance-Based RSUs*" above. The award shall become fully vested upon termination without cause or for good reason within 12 months following a change of control.
- (8) The market value of the RSU awards and performance-based RSUs is based on the closing price of our ordinary shares of \$7.87 per share at December 31, 2020.

Director Compensation

The following table shows the total compensation paid or accrued during the fiscal year ended December 31, 2020 to each of our non-employee directors. Directors who are also employees are not compensated for their service on our Board.

Name	Fees Earned or		All Other	Total (\$)
	Paid in Cash (\$) ⁽¹⁾	Option Awards (\$) ⁽²⁾	Compensation (\$) ⁽³⁾	
Christian Henry	110,500	44,758	—	155,258
Mark H. N. Corrigan, M.D.	48,000	44,758	—	92,758
Peter Kolchinsky, Ph.D.	46,000	44,758	—	90,758
Koji Miura	30,164	—	—	30,164
Amy Pott	46,000	44,758	—	90,758
Adrian Rawcliffe	48,000	44,758	—	92,758
Ken Takanashi	45,000	44,758	—	89,758
Aik Na Tan	16,175	101,071	—	117,246
Gregory L. Verdine, Ph.D.	40,000	44,758	150,000 ⁽³⁾	234,758
Heidi L. Wagner, J.D.	45,000	44,758	—	89,758

- (1) Amounts represent fees earned during 2020 under our Non-Employee Director Compensation Policy. Mr. Miura retired as a director of the Company on August 18, 2020 and Ms. Pott resigned as a director of the Company on January 8, 2021. Ms. Tan was appointed as a director of the Company on August 18, 2020.
- (2) Amount represents the aggregate grant date fair value for the option awards identified, computed in accordance with FASB ASC Topic 718. Ms. Tan was granted 21,000 share option upon her appointment as a director of the Company on August 18, 2020. A discussion of the assumptions used in determining grant date fair value may be found in Note 7 to the financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2020.
- (3) Amount paid pursuant to a consulting agreement between the Company and Dr. Verdine.

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The following table shows the aggregate number of shares subject to options held by each of our non-employee directors as of December 31, 2020.

<u>Name</u>	<u>Aggregate Number of Shares Subject to Options</u>
Christian Henry	57,000
Mark H. N. Corrigan, M.D.	31,500
Peter Kolchinsky, Ph.D.	48,000
Amy Pott	31,500
Adrian Rawcliffe	57,000
Ken Takanashi	48,000
Aik Na Tan	21,000
Gregory L. Verdine, Ph.D.	314,402
Heidi L. Wagner, J.D.	31,500

Non-Employee Director Compensation Policy

At our 2020 Annual General Meeting of Shareholders, our shareholders overwhelmingly approved our 2020 Non-Employee Director Compensation Policy, under which our directors were compensated for their service as directors, including as members of the various committees of our Board on which they serve, for the Board service period that commenced on the date of our 2020 Annual General Meeting of Shareholders and runs through the date of our 2021 AGM. The terms of the 2020 Non-Employee Director Compensation Policy are as follows:

- Annual cash compensation of \$40,000 to each non-employee director, other than the Chairman of the Board, and cash compensation of \$72,500 to the non-employee Chairman of the Board.
- Additional annual cash compensation of \$16,000 to the Chairman of the Audit Committee and \$8,000 to each member of the Audit Committee other than the Chairman, in each case provided that such person is an independent director.
- Additional annual cash compensation of \$12,000 to the Chairman of the Compensation Committee and \$6,000 to each member of the Compensation Committee other than the Chairman, in each case provided that such person is an independent director.
- Additional annual cash compensation of \$10,000 to the Chairman of the Nominating and Corporate Governance Committee and \$5,000 to each member of the Nominating and Corporate Governance Committee other than the Chairman, in each case provided that such person is an independent director.
- One-time equity grant upon initial appointment or election to the Board of an option to purchase 21,000 ordinary shares, 25% of which shall vest on the first anniversary of the grant and the remaining 75% of which shall vest quarterly thereafter for three years.
- Annual equity grant of an option to purchase 10,500 ordinary shares, all of which shall vest on the first anniversary of the grant.
- Additional pro rata cash compensation of the annual cash compensation amounts set forth above shall be made, as applicable, to (i) any director who ceases to be a director, Chairman of the Board or member or chairman of any committee of the Board and (ii) any new non-employee director who is appointed by the Board, any independent director who is appointed to the position of Chairman of the Board or chairman of any such committee of the Board or any independent director who is appointed to serve on any such committee of the Board, for their services rendered as a director and/or committee member, for the portion of the year in which such director so served.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of our ordinary shares as of April 10, 2021 for (i) the executive officers named in the Summary Compensation Table appearing elsewhere in this Amendment, (ii) each of our directors, (iii) all of our current directors and executive officers as a group and (iv) each shareholder known by us to own beneficially more than 5% of our ordinary shares. Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to the securities. We deem ordinary shares that may be acquired by an individual or group within 60 days of April 10, 2021 pursuant to the exercise of options, or the vesting of restricted share unit awards, and the conversion of our outstanding Series A preferred shares into ordinary shares to be outstanding for the purpose of computing the percentage ownership of such individual or group, but such shares are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person shown in the table. Except as indicated in footnotes to this table, we believe that the shareholders named in this table have sole voting and investment power with respect to all ordinary shares shown to be beneficially owned by them based on information provided to us by these shareholders. Percentage ownership is based on 49,855,763 ordinary shares outstanding on April 10, 2021.

<u>Name</u>	<u>Ordinary Shares Beneficially Owned</u>	
	<u>Shares</u>	<u>Percent</u>
5% Beneficial Owners		
RA Capital Management, L.P. ⁽¹⁾	7,775,207	15.6%
Shin Nippon Biomedical Laboratories, Ltd. ⁽²⁾	5,885,478	10.9%
PRIMECAP Management Company ⁽³⁾	3,924,475	7.9%
Entities Affiliated with Deerfield Mgmt., L.P. ⁽⁴⁾	3,910,430	7.8%
Nantahala Capital Management, LLC ⁽⁵⁾	3,357,305	6.7%
BlackRock, Inc. ⁽⁶⁾	3,025,204	6.1%
BB Biotech AG ⁽⁷⁾	2,602,858	5.2%
Directors and Named Executive Officers		
Paul B. Bolno, M.D., MBA ⁽⁸⁾	858,526	1.7%
Michael Panzara, M.D., MPH ⁽⁹⁾	213,845	*
Chandra Vargeese, Ph.D. ⁽¹⁰⁾	341,351	*
Mark H. N. Corrigan, M.D. ⁽¹¹⁾	7,875	*
Christian Henry ⁽¹¹⁾	46,500	*
Peter Kolchinsky, Ph.D. ⁽¹²⁾	7,812,707	15.7%
Adrian Rawcliffe ⁽¹¹⁾	46,500	*
Ken Takanashi ⁽¹³⁾	5,922,978	11.0%
Aik Na Tan	—	*
Gregory L. Verdine, Ph.D. ⁽¹⁴⁾	333,902	*
Heidi L. Wagner, J.D. ⁽¹¹⁾	7,875	*
<i>All current directors and executive officers as a group (13 individuals)⁽¹⁵⁾</i>	15,833,752	28.5%

* Represents less than 1% of ordinary shares outstanding on April 10, 2021.

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- (1) Based on information reported by RA Capital Management, L.P. (“RA Capital”). Such shares are held by RA Capital Healthcare Fund, L.P. (the “Fund”) and in a separately managed account (the “Account”). On April 1, 2021, the Fund acquired a participation interest in the reported shares as part of a reorganization of the assets of the Account (the “Reorganization”). RA Capital is the investment manager for the Fund and the Account. The general partner of RA Capital is RA Capital Management GP, LLC, of which Dr. Peter Kolchinsky and Mr. Rajeev Shah are the managing members. Investment decisions with respect to shares held by the Fund and the Account are made by a portfolio management team at RA Capital of which Dr. Peter Kolchinsky, a member of our Board, is a member of RA Capital. RA Capital, RA Capital Management GP, LLC, Dr. Kolchinsky and Mr. Shah may be deemed indirect beneficial owners of the shares held by the Fund and the Account. RA Capital, RA Capital Management GP, LLC, Dr. Kolchinsky and Mr. Shah expressly disclaim beneficial ownership over all shares held by the Fund and the Account, except to the extent of their pecuniary interest therein. The Fund disclaims beneficial ownership of those securities reported by the Account except to the extent of its pecuniary interest therein. The address for RA Capital is 200 Berkeley Street, 18th Floor, Boston, MA 02116.
- (2) Based on information reported by Shin Nippon Biomedical Laboratories, Ltd. (“SNBL”) on Schedule 13D/A filed with the SEC on February 20, 2019. Consists of (i) 1,697,467 ordinary shares held by SNBL; (ii) 286,663 ordinary shares held by SNBL USA, Ltd. (“SNBL USA”); (iii) 1,801,348 Series A preferred shares held by SNBL; and (iv) 2,100,000 Series A preferred shares held by SNBL USA. The Series A preferred shares can be converted at any time on a one-for-one basis into ordinary shares at the discretion of the holder. Ken Takanashi, a member of our Board, is an executive officer of SNBL and an executive officer and director of SNBL USA. SNBL and Mr. Takanashi share voting and dispositive power with respect to such shares and may be deemed to beneficially own such shares. The address of SNBL is St. Luke’s Tower 28F, 8-1, Akashi-cho, Chuo-ku, Tokyo 104-0044, Japan.
- (3) Based on information reported by PRIMECAP Management Company on Schedule 13G/A filed with the SEC on February 12, 2021. The address of PRIMECAP Management Company is 177 E. Colorado Blvd., 11th Floor, Pasadena, CA 91105.
- (4) Based on information reported by James E. Flynn on Schedule 13G filed with the SEC on April 9, 2021. Consists of shares held by Deerfield Partners, L.P., of which Deerfield Management Company, L.P. is the investment advisor and Deerfield Mgmt, L.P. is a general partner. The Schedule 13G indicates that shares are beneficially owned by Deerfield Mgmt, L.P., Deerfield Management Company, L.P., Deerfield Partners, L.P. and James E. Flynn. The address of these entities and Mr. Flynn is 345 Park Avenue South, 12th Floor, New York, NY 10010.
- (5) Based on information reported by Nantahala Capital Management, LLC on Schedule 13G filed with the SEC on February 16, 2021. Consists of shares beneficially owned by Nantahala Capital Management, LLC held by funds and separately managed accounts under its control. Wilmot B. Harkey and Daniel Mack are the managing members of Nantahala Capital Management, LLC and may be deemed to beneficially own such shares. The address of Nantahala Capital Management, Wilmot B. Harkey and Daniel Mack is 130 Main Street, 2nd Floor, New Canaan, CT 06840.
- (6) Based on information reported by BlackRock, Inc. on Schedule 13G filed with the SEC on February 2, 2021. Includes shares beneficially owned by BlackRock Advisors, LLC, BlackRock Investment Management (UK) Limited, BlackRock Asset Management Canada Limited, BlackRock Fund Advisors, BlackRock Asset Management Ireland Limited, BlackRock Institutional Trust Company, National Association, BlackRock Financial Management, Inc., BlackRock Japan Co., Ltd., BlackRock Asset Management Schweiz AG and BlackRock Investment Management, LLC. The filing noted that BlackRock, Inc. is a parent holding company or control person and claims sole dispositive power for 3,025,204 shares and sole voting power for 2,994,883 shares. The address of BlackRock, Inc. is 55 East 52nd Street, New York, NY 10055.
- (7) Based on information reported by BB Biotech AG and Biotech Target N.V on Schedule 13G/A filed with the SEC on February 12, 2021. Such shares are held by Biotech Target N.V., a wholly-owned subsidiary of BB Biotech AG. The address of BB Biotech AG is Schwertstrasse 6, CH-8200 Schaffhausen, Switzerland and the address of Biotech Target N.V. is Ara Hill Top Building, Unit A-5, Pletterijweg Oost 1, Curaçao.
- (8) Consists of (i) 217,351 ordinary shares held by Dr. Bolno and (ii) 641,175 ordinary shares underlying options exercisable within 60 days of April 10, 2021.

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- (9) Consists of (i) 24,545 ordinary shares held by Dr. Panzara and (ii) 189,300 ordinary shares underlying options exercisable within 60 days of April 10, 2021.
- (10) Consists of (i) 22,037 ordinary shares held by Dr. Vargeese and (ii) 319,314 ordinary shares underlying options exercisable within 60 days of April 10, 2021.
- (11) Consists of ordinary shares underlying options exercisable within 60 days of April 10, 2021.
- (12) See Footnote (1) above. Also consists of 37,500 ordinary shares underlying options exercisable within 60 days of April 10, 2021 held by Dr. Kolchinsky.
- (13) See Footnote (2) above. Also consists of 37,500 ordinary shares underlying options exercisable within 60 days of April 10, 2021 held by Mr. Takanashi.
- (14) Consists of (i) 30,000 ordinary shares held by Dr. Verdine and (ii) 303,902 ordinary shares underlying options exercisable within 60 days of April 10, 2021.
- (15) Consists of (i) 1,848,435 ordinary shares underlying options exercisable within 60 days of April 10, 2021, held by our current directors and executive officers, (ii) 10,083,969 outstanding ordinary shares beneficially owned by our current directors and executive officers and entities affiliated with certain of our directors, and (iii) 3,901,348 Series A preferred shares, which can be converted at any time on a one-for-one basis into ordinary shares at the discretion of the holder, held by entities affiliated with one of our directors.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides certain information with respect to our equity compensation plans in effect as of December 31, 2020.

<u>Plan Category</u>	<u>Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights</u>	<u>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights</u>	<u>Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans</u>
Equity compensation plans approved by security holders	4,923,610 ⁽¹⁾	\$ 15.83 ⁽²⁾	3,298,989 ⁽³⁾
Equity compensation plans not approved by security holders	130,000 ⁽⁴⁾	\$ 9.64 ⁽⁵⁾	—
Total	5,053,610	\$ 15.67	3,298,989

- (1) Consists of options to purchase 3,770,395 of our ordinary shares outstanding under the 2014 Equity Incentive Plan, 728,021 of our ordinary shares subject to performance-based RSUs outstanding under the 2014 Equity Incentive Plan, and 425,194 of our ordinary shares subject to time-based RSUs outstanding under the 2014 Equity Incentive Plan, in each case as of December 31, 2020.
- (2) Reflects the weighted average exercise price of the options to purchase 3,770,395 of our ordinary shares outstanding under the 2014 Equity Incentive Plan, as of December 31, 2020.
- (3) Consists of 2,324,228 of shares available for future grants under the 2014 Equity Incentive Plan, as well as 974,761 of shares that remain available for sale under the 2019 Employee Share Purchase Plan effective August 15, 2019, in each case as of December 31, 2020.
- (4) Consists of options to purchase 103,000 of our ordinary shares granted outside of the 2014 Equity Incentive Plan in accordance with Nasdaq Listing Rule 5635(c)(4) and 27,000 of our ordinary shares subject to time-based RSUs granted outside of the 2014 Equity Incentive Plan in accordance with Nasdaq Listing Rule 5635(c)(4), outstanding as of December 31, 2020.

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- (5) Reflects the weighted average exercise price of the options to purchase 103,000 of our ordinary shares granted in accordance with Nasdaq Listing Rule 5635(c)(4), outstanding as of December 31, 2020.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

The following includes a summary of transactions since January 1, 2019 to which we have been a party, in which the amount involved in the transaction exceeded the lesser of \$120,000 or one percent of the average of our total assets at December 31, 2020 and 2019, and in which any of our directors, executive officers or beneficial owners of more than 5% of our ordinary shares, or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest, other than equity and other compensation, termination, change in control and other arrangements, which are described in Item 11, “Executive Compensation.” We refer to such transactions as “related party transactions” or “related person transactions” and such persons as “related parties” or “related persons.” With the approval of our Board, we have engaged in the related party transactions described below.

Participation in Our Public Offering

On January 28, 2019, we closed a follow-on underwritten public offering of 3,950,000 ordinary shares for gross proceeds of \$150.1 million, and on February 26, 2019, we closed on the sale of an additional 592,500 ordinary shares pursuant to the underwriters’ option to purchase additional ordinary shares (on the same terms and conditions as the initial closing) for gross proceeds of an additional \$22.5 million. Affiliates of RA Capital Management, L.P. (“RA Capital”) purchased 263,158 ordinary shares in the public offering at the public offering price of \$38.00 per share. RA Capital is the investment manager of RA Capital Healthcare Fund, L.P., one of our principal shareholders. Peter Kolchinsky, Ph.D., a member of our Board, is the Managing Partner of RA Capital.

Indemnification Agreements with Officers and Directors

We have entered into deeds of indemnity with our directors and our executive officers. These agreements will require us to indemnify these individuals to the fullest extent permitted under Singapore law against liabilities that may arise by reason of their service to us as a result of any proceeding against them as to which they could be indemnified. These indemnification rights shall not be exclusive of any other right which an indemnified person may have or hereafter acquire under any statute, provision of our Constitution, agreement, vote of shareholders or disinterested directors or otherwise if he or she is subsequently found to have been negligent or otherwise have breached his or her trust or fiduciary duties or to be in default thereof, or where the Singapore courts have declined to grant relief.

Consulting Agreement with Gregory L. Verdine, Ph.D.

Gregory L. Verdine, Ph.D., a member of our Board, entered into a consulting agreement with Wave Life Sciences USA, Inc. (“Wave USA”), our wholly owned subsidiary, dated as of April 1, 2012, pursuant to which Dr. Verdine serves as a scientific advisor. The consulting agreement does not have a specified term and may be terminated by either party upon 14 days’ prior written notice. Wave USA pays Dr. Verdine \$12,500 per month and, in each of 2019 and 2020, Dr. Verdine was paid an aggregate of \$150,000 under this agreement.

Agreements with Pfizer and its Affiliate

On May 5, 2016, we entered into a Research, License and Option Agreement with Pfizer Inc. (“Pfizer”), which we refer to herein as the “Pfizer Collaboration Agreement.” Simultaneously with the entry into the Pfizer Collaboration Agreement, on May 5, 2016, we entered into a Share Purchase Agreement (the “Pfizer Equity Agreement”) with C.P. Pharmaceuticals International C.V., an affiliate of Pfizer (the “Pfizer Affiliate”). We refer to the Pfizer Collaboration Agreement and the Pfizer Equity Agreement herein collectively as the “Pfizer Agreements.”

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Pursuant to the terms of the Pfizer Collaboration Agreement, we and Pfizer have agreed to collaborate on the discovery, development and commercialization of stereopure oligonucleotide therapeutics for up to five programs (each, a “Pfizer Program”), each directed at a genetically-defined hepatic target selected by Pfizer. Under the Pfizer Collaboration Agreement, the parties agreed to collaborate during a four-year research term. The research term for the Pfizer Collaboration Agreement ended in May 2020. The term of the Pfizer Collaboration Agreement runs from the effective date until the date of the last to expire payment obligations with respect to each Pfizer Program and with respect to each Company program, and expires on a program-by-program basis accordingly.

Under the terms of the Pfizer Agreements, Pfizer paid us \$40.0 million upfront, \$30.0 million of which was in the form of an equity investment in our ordinary shares. Subject to option exercises by Pfizer, assuming five potential products are successfully developed and commercialized, we may earn potential research, development and commercial milestone payments, plus royalties, tiered up to low double-digits, on sales of any products that may result from the collaboration pursuant to the Pfizer Collaboration Agreement.

Under the Pfizer Equity Agreement, we issued 1,875,000 ordinary shares (the “Pfizer Shares”) to the Pfizer Affiliate at a purchase price of \$16.00 per share, for an aggregate purchase price of \$30.0 million. Under the terms of the Pfizer Equity Agreement, the Pfizer Shares were subject to a lock-up restriction, such that the Pfizer Affiliate agreed not to, nor cause its affiliates to, without our prior approval, sell, transfer or otherwise dispose of the Pfizer Shares until certain specified periods of time after the effective date of the Pfizer Equity Agreement. We also agreed to provide the Pfizer Affiliate with registration rights, as described under “Registration Rights under our Share Purchase Agreement with Pfizer” below.

Registration Rights under our Share Purchase Agreement with Pfizer

Under the terms of our Pfizer Equity Agreement, the Pfizer Affiliate agreed that the Pfizer Shares were subject to a lock-up restriction, such that the Pfizer Affiliate agreed not to, nor cause its affiliates to, without our prior approval, sell, transfer or otherwise dispose of the Pfizer Shares until certain specified periods of time after the effective date of the Pfizer Equity Agreement. For a certain period following the expiration of the lock-up period, subject to certain conditions and limitations, we agreed to provide certain demand registration rights to the Pfizer Affiliate in order to register all or a portion of the Pfizer Shares purchased by the Pfizer Affiliate. We also provided the Pfizer Affiliate with certain “piggyback” registration rights for a certain period following the expiration of the lock-up period, subject to certain conditions and limitations, such that when we propose to register our ordinary shares for our account, the Pfizer Affiliate will have the right to include some or all of the Pfizer Shares in such registration. The Pfizer Equity Agreement also contains other customary terms and conditions of the parties with respect to the registration of the Pfizer Shares.

Related Person Transaction Policy

Our Board has adopted a written related person transaction policy that requires future transactions between us and any director, executive officer, holder of 5% or more of any class of our capital stock or any member of the immediate family of, or entities affiliated with, any of them, or any other related persons, as defined in Item 404 of Regulation S-K, or their affiliates, in which the amount involved is equal to or greater than \$120,000, be approved in advance by our Audit Committee, or if Audit Committee approval would be inappropriate, by another independent body of our Board. In approving or rejecting such proposed related person transaction, the committee is to consider all available information deemed relevant by the committee, including, but not limited to, the extent of the related person’s interest in the transaction and whether the transaction is on terms no less favorable to us than terms we could have generally obtained from an unaffiliated third party under the same or similar circumstances. The committee approves only those transactions that, in light of known circumstances, are deemed to be in our best interests. In the event that any member of the committee is not a disinterested person with respect to the related person transaction under review, that member is excluded from the review and approval or rejection of such related person transaction; provided, however, that such committee member may be counted in determining the presence of a quorum at the meeting of the committee at which such transaction is considered. If we become aware of an existing related person transaction which has not been approved under the policy, the matter will be referred to the committee. The committee evaluates all options available, including ratification, revision or termination of such transaction. In the event that management determines that it is impractical or undesirable to wait until a meeting of the committee to consummate a related person transaction, the chair of the committee may approve such transaction in accordance with the related person transaction approval policy. Any such approval must be reported to the committee at the next regularly scheduled meeting.

DIRECTOR INDEPENDENCE

Our Board believes that independence is one important component of a high-functioning board capable of objective decision-making that represents the long-term interests of shareholders and the Company. Since the Company's initial public offering in 2015, our Board has enhanced its independence by replacing two previous directors—a founder and a representative of an investor—with two directors, who are independent and not affiliated with any of our principal shareholders, Christian Henry and Adrian Rawcliffe, and also enhanced our Board's independent leadership by appointing Mr. Henry as its independent Chairman. We have further strengthened our Board's independence by appointing additional independent directors, including Mark H.N. Corrigan, M.D., Heidi L. Wagner, J.D. and Aik Na Tan. Our Board is committed to ensuring that its members reflect an appropriate level of independence in conjunction with the combination of qualifications, qualities and skills required to exercise its duties and responsibilities and serve the best interests of the Company and its shareholders. In accordance with our Corporate Governance Guidelines and Nasdaq rules, we hold executive sessions of our independent directors in conjunction with our regularly scheduled board meetings and otherwise as appropriate. In addition, our Compensation Committee meets in executive session with no members of management present, as necessary or appropriate, to address various compensation matters, including deliberations regarding our Chief Executive Officer's performance and compensation.

Our Board has reviewed the materiality of any relationship that each of our directors has with the Company, either directly or indirectly. Based upon this review, our Board has determined that the following members of the Board are "independent directors" as defined by the Nasdaq Stock Market: Mses. Tan and Wagner, Drs. Kolchinsky and Corrigan, and Messrs. Henry, Rawcliffe and Takanashi.

Item 14. Principal Accountant Fees and Services.

The following table presents fees for professional audit services rendered by KPMG LLP, our independent registered public accountant firm, for the services described in the table. Fees disclosed below include fees actually billed or expected to be billed for services pertaining to the applicable fiscal year.

	2020	2019
Audit fees ⁽¹⁾	\$1,110,833	\$1,567,215
Audit-related fees ⁽²⁾	—	—
Tax fees ⁽²⁾	—	—
All other fees ⁽²⁾	—	—

(1) Audit fees consisted of audit work performed in the preparation of financial statements, as well as work generally only the independent registered public accounting firm and independent Singapore auditor can reasonably be expected to provide, such as statutory audits and the provision of consents in connection with the filing of registration statements and related amendments, as well as other filings.

(2) There were no audit-related, tax or other fees in 2019 or 2020.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Public Accountant

In connection with our initial public offering, we adopted a policy under which the Audit Committee must pre-approve all audit and permissible non-audit services to be provided by the independent registered public accounting firm and independent Singapore auditor. As part of its review, the Audit Committee also considers whether the categories of pre-approved services are consistent with the rules on accountant independence of the SEC and the Public Company Accounting Oversight Board. The Audit Committee pre-approved all services performed since the pre-approval policy was adopted.

Prior to engagement of an independent registered public accounting firm and independent Singapore auditor for the next year's audit, management will submit an aggregate of services expected to be rendered during that year for each of four categories of services to the Audit Committee for approval.

1. **Audit** services include audit work performed in the preparation of financial statements, as well as work that generally only an independent registered public accounting firm and independent Singapore auditor can reasonably be expected to provide, including comfort letters, statutory audits, and attest services and consultation regarding financial accounting and/or reporting standards.

2. **Audit-related** services are for assurance and related services that are traditionally performed by an independent registered public accounting firm and independent Singapore auditor, including due diligence related to mergers and acquisitions, employee benefit plan audits, and special procedures required to meet certain regulatory requirements.

3. **Tax** services include all services performed by an independent registered public accounting firm's tax personnel except those services specifically related to the audit of the financial statements, and include fees in the areas of tax compliance, tax planning, and tax advice.

4. **Other fees** are those associated with services not captured in the other categories. The Company generally does not request such services from our independent registered public accounting firm and independent Singapore auditor.

Prior to engagement, the Audit Committee pre-approves these services by category of service. During the year, circumstances may arise when it may become necessary to engage our independent registered public accounting firm and independent Singapore auditor for additional services not contemplated in the original pre-approval. In those instances, the Audit Committee requires specific pre-approval before engaging our independent registered public accounting firm and independent Singapore auditor. The Audit Committee may delegate pre-approval authority to one or more of its members. The member to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions to the Audit Committee at its next scheduled meeting.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

Item 15(a). The documents listed below are filed as part of this Amendment No. 1 to Annual Report on Form 10-K/A.

Item 15(a)(1) and (2). See Item 8 of the Original 10-K. Other financial statement schedules have not been included because they are not applicable or the information is included in the financial statements or notes thereto.

Item 15(a)(3). Exhibits: The exhibits listed below are filed with, or incorporated by reference in, this Amendment.

Exhibit Number	Exhibit Description	Filed with this Report	Incorporated by Reference herein from Form or Schedule	Filing Date	SEC File/Reg. Number
3.1	Constitution (formerly known as Memorandum of Association and Articles of Association)		Amendment No. 5 to Form S-1 (Exhibit 3.2)	11/10/2015	333-207379
4.1	Form of Specimen Ordinary Share Certificate		Amendment No. 3 to Form S-1 (Exhibit 4.1)	11/06/2015	333-207379
4.2	Description of Securities of the Registrant and Comparison of Shareholder Rights		Form 10-K (Exhibit 4.2)	03/04/2021	001-37627
4.3.1	Investors' Rights Agreement by and among the Registrant and certain of its shareholders, dated as of August 14, 2015		Form S-1 (Exhibit 4.2)	10/09/2015	333-207379
4.3.2	Amendment No. 1 to Investors' Rights Agreement by and among the Registrant and certain of its shareholders, dated as of November 8, 2018		Form 10-Q (Exhibit 10.2)	11/09/2018	001-37627
4.4†	Share Purchase Agreement by and between the Registrant and C.P. Pharmaceuticals International C.V., dated as of May 5, 2016		Form 10-Q (Exhibit 10.2)	08/15/2016	001-37627
<u>Lease Agreements</u>					
10.1	Lease Agreement by and among Harvard Real Estate—Allston, Inc., Shin Nippon Biomedical Laboratories Ltd., dated June 25, 2009		Form S-1 (Exhibit 10.2)	10/09/2015	333-207379
10.2	Commercial Lease Agreement by and among SNBL USA, Ltd. and Ontorij, Inc. (now Wave Life Sciences USA, Inc.), dated as of January 1, 2010		Form S-1 (Exhibit 10.4)	10/09/2015	333-207379
10.3	Consent to Office Space Sublease by and among SNBL USA, Ltd, Ontorij, Inc. (now Wave Life Sciences USA, Inc.) and Harvard Real Estate—Allston, Inc., dated as of January 1, 2010		Form S-1 (Exhibit 10.3)	10/09/2015	333-207379
10.4	Amendment 1 to the Commercial Lease Agreement by and between SNBL USA, Ltd. and Ontorij, Inc. (now Wave Life Sciences USA, Inc.), dated as of July 1, 2011		Form S-1 (Exhibit 10.5)	10/09/2015	333-207379

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<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Filed with this Report</u>	<u>Incorporated by Reference herein from Form or Schedule</u>	<u>Filing Date</u>	<u>SEC File/Reg. Number</u>
10.5.1	Lease Agreement by and between the Registrant and King 733 Concord LLC, dated as of April 6, 2015		Form S-1 (Exhibit 10.7)	10/09/2015	333-207379
10.5.2	First Amendment (to Lease) by and between Wave Life Sciences USA, Inc. and CPI/King 733 Concord Owner, LLC, dated as of December 9, 2020		Form 10-K (Exhibit 10.5.2)	03/04/2021	001-37627
10.6.1	Lease Agreement by and between Wave Life Sciences USA, Inc. and King 115 Hartwell LLC, dated as of September 26, 2016.		Form 8-K (Exhibit 10.1)	09/27/2016	001-37627
10.6.2	First Amendment (to Lease) by and between Wave Life Sciences USA, Inc. and King 115 Hartwell LLC, dated as of December 31, 2016		Form 8-K (Exhibit 10.1)	01/06/2017	001-37627
<u>Collaboration and License Agreements</u>					
10.7†	Collaboration and License Agreement by and between Wave Life Sciences USA, Inc., Wave Life Sciences UK Limited and Takeda Pharmaceutical Company Limited, dated as of February 19, 2018		Form 10-Q (Exhibit 10.1)	05/09/2018	001-37627
10.8	Share Purchase Agreement by and between Takeda Pharmaceutical Company Limited and the Registrant, dated as of February 19, 2018		Form 10-Q (Exhibit 10.2)	05/09/2018	001-37627
10.9	Investor Agreement by and between Takeda Pharmaceutical Company Limited and the Registrant, dated as of April 2, 2018		Form 10-Q (Exhibit 10.3)	05/09/2018	001-37627
<u>Agreements with Executive Officers and Directors</u>					
10.10+	Form of Deed of Indemnity by and between the Registrant and each of its directors and certain of its officers		Form S-1 (Exhibit 10.11)	10/09/2015	333-207379
10.11+	Employment Agreement, as amended and restated, between the Registrant and Paul B. Bolno, dated as of May 8, 2020		Form 10-Q (Exhibit 10.1)	08/10/2020	001-37627
10.12+	Employment Agreement, as amended and restated, between the Registrant and Chandra Vargeese, dated as of May 8, 2020		Form 10-Q (Exhibit 10.2)	08/10/2020	001-37627
10.13+	Offer Letter by and between the Registrant and Christopher Francis, Ph.D., dated as of March 10, 2014		Form S-1 (Exhibit 10.15)	10/09/2015	333-207379
10.14+	Employment Agreement between the Registrant and Michael Panzara, M.D. dated as of July 11, 2016		Form 10-Q (Exhibit 10.4)	11/09/2016	001-37627
10.15+	Employment Agreement, as amended and restated, between the Registrant and Kyle Moran, dated as of January 1, 2021		Form 10-K (Exhibit 10.15)	03/04/2021	001-37627

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<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Filed with this Report</u>	<u>Incorporated by Reference herein from Form or Schedule</u>	<u>Filing Date</u>	<u>SEC File/Reg. Number</u>
10.16+	<u>Non-Employee Director Compensation Policy, as amended, effective as of August 18, 2020</u>		Form 10-Q (Exhibit 10.1)	11/09/2020	001-37627
10.17+	<u>Consulting Agreement by and between Ontorii, Inc. (now Wave Life Sciences USA, Inc.) and Gregory Verdine, dated as of April 1, 2012</u>		Form S-1 (Exhibit 10.16)	10/09/2015	333-207379
10.18+	<u>Nominee Director Fee Agreement by and between the Registrant and Miura & Associates Management Consultants Pte. Ltd., dated as of October 23, 2012</u>		Form S-1 (Exhibit 10.17)	10/09/2015	333-207379
Equity and Other Compensation Plans					
10.19+	<u>Wave Life Sciences Ltd. 2014 Equity Incentive Plan, as amended (the “2014 Equity Plan”)</u>		Form 10-Q (Exhibit 10.1)	11/09/2017	001-37627
10.20+	<u>Wave Life Sciences Ltd. 2019 Employee Share Purchase Plan, effective as of August 15, 2019</u>		Form 10-Q (Exhibit 10.1)	11/05/2019	001-37627
10.21.1+	<u>Form of Non-qualified Share Option Agreement under the 2014 Equity Plan, effective as of September 20, 2016</u>		Form 10-Q (Exhibit 10.2)	11/09/2017	001-37627
10.21.2+	<u>Form of Non-qualified Share Option Agreement under the 2014 Equity Plan, effective as of January 1, 2018</u>		Form 10-K (Exhibit 10.23.3)	03/01/2019	001-37627
10.22.1+	<u>Form of Incentive Share Option Agreement under the 2014 Equity Plan, effective as of December 2014</u>		Form S-8 (Exhibit 10.1)	12/17/2015	333-208598
10.22.2+	<u>Form of Incentive Share Option Agreement under the 2014 Equity Plan, effective as of September 20, 2016</u>		Form 10-Q (Exhibit 10.3)	11/09/2017	001-37627
10.23.1+	<u>Form of Restricted Share Unit Agreement under the 2014 Equity Plan, effective as of June 16, 2016</u>		Form 10-Q (Exhibit 10.4)	11/09/2017	001-37627
10.23.2+	<u>Form of Restricted Share Unit Agreement under the 2014 Equity Plan, effective as of January 1, 2018</u>		Form 10-K (Exhibit 10.25.2)	03/01/2019	001-37627
10.23.3+	<u>Form of Restricted Share Unit Agreement under the 2014 Equity Incentive Plan, effective as of January 1, 2019</u>		Form 10-Q (Exhibit 10.1)	05/10/2019	001-37627
10.23.4+	<u>Form of Performance-Based Restricted Share Unit Agreement under the 2014 Equity Incentive Plan, effective as of March 7, 2019</u>		Form 10-Q (Exhibit 10.2)	05/10/2019	001-37627
10.24.1+	<u>Form of Non-qualified Share Option Agreement for UK Participants under the 2014 Equity Plan, effective as of June 21, 2017</u>		Form 10-Q (Exhibit 10.5)	11/09/2017	001-37627

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<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Filed with this Report</u>	<u>Incorporated by Reference herein from Form or Schedule</u>	<u>Filing Date</u>	<u>SEC File/Reg. Number</u>
10.24.2+	Form of Non-qualified Share Option Agreement for UK Participants under the 2014 Equity Plan, effective as of January 1, 2018		Form 10-K (Exhibit 10.26.2)	03/01/2019	001-37627
10.25+	Form of Inducement Non-qualified Share Option Agreement		Form 10-Q (Exhibit 10.3)	08/10/2020	001-37627
10.26.1	Open Market Sale Agreement, dated as of May 10, 2019, by and between the Registrant and Jefferies LLC.		Form S-3ASR (Exhibit 1.2)	05/10/2019	333-231382
10.26.2	Amendment No. 1 to Open Market Sale Agreement, dated as of March 2, 2020, by and between the Registrant and Jefferies LLC		POSASR (Exhibit 1.3)	03/02/2020	333-231282
21.1	List of Subsidiaries of the Registrant		Form 10-K (Exhibit 21.1)	03/12/2018	001-37627
23.1	Consent of Independent Registered Public Accounting Firm		Form 10-K (Exhibit 23.1)	03/04/2021	001-37627
24.1	Power of Attorney (included on signature page to the Original 10-K)		Form 10-K (Exhibit 24.1)	03/04/2021	001-37627
31.1	Certifications of Principal Executive Officer pursuant to Rule 13a-14(a)	X			
31.2	Certifications of Principal Financial Officer pursuant to Rule 13a-14(a)	X			
32*	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by Principal Executive Officer and Principal Financial Officer.		Form 10-K (Exhibit 32)	03/04/2021	001-37627
101.INS	XBRL Instance Document – The Instance Document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document		Form 10-K (Exhibit 101.INS)	03/04/2021	001-37627
101.SCH	Inline XBRL Taxonomy Extension Schema Document		Form 10-K (Exhibit 101.SCH)	03/04/2021	001-37627
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document		Form 10-K (Exhibit 101.CAL)	03/04/2021	001-37627
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document		Form 10-K (Exhibit 101.DEF)	03/04/2021	001-37627
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document		Form 10-K (Exhibit 101.LAB)	03/04/2021	001-37627

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<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Filed with this Report</u>	<u>Incorporated by Reference herein from Form or Schedule</u>	<u>Filing Date</u>	<u>SEC File/Reg. Number</u>
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document		Form 10-K(Exhibit 101.PRE)	03/04/2021	001-37627
104.1	The cover page for the Annual Report on Form 10-K for the year ended December 31, 2020 is contained in Exhibit 101 and has been formatted in Inline XBRL.		Form 10-K(Exhibit 104)	03/04/2021	001-37627
104.2	The cover page for this Amendment No. 1 to the Annual Report on Form 10-K for the year ended December 31, 2020 has been formatted in Inline XBRL and is contained within the Inline XBRL document.	X			

(*) The certification incorporated by reference as Exhibit 32 that was attached to the Original 10-K is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Wave Life Sciences Ltd. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of the Original 10-K, irrespective of any general incorporation language contained in such filing.

(+) Indicates management contract or compensatory plan or arrangement.

(†) Confidential treatment has been granted with respect to certain portions of this exhibit. Omitted portions have been filed separately with the Securities and Exchange Commission.

Item 16. Form 10-K Summary.

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Amendment No. 1 to Annual Report on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized.

Wave Life Sciences Ltd.

Date: April 30, 2021

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

Paul B. Bolno, M.D., MBA

President and Chief Executive Officer

**CERTIFICATION PURSUANT TO
SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Paul B. Bolno, M.D., certify that:

1. I have reviewed this Amendment No. 1 to Annual Report on Form 10-K/A of Wave Life Sciences Ltd.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 30, 2021

/s/ Paul B. Bolno, M.D., MBA

Paul B. Bolno, M.D., MBA
President and Chief Executive Officer
(principal executive officer)

**CERTIFICATION PURSUANT TO
SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Kyle Moran, certify that:

1. I have reviewed this Amendment No. 1 to Annual Report on Form 10-K/A of Wave Life Sciences Ltd.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 30, 2021

/s/ Kyle Moran

Kyle Moran
Chief Financial Officer
(principal financial officer and
principal accounting officer)