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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

WAVE LIFE SCIENCES LTD.
(Exact name of registrant as specified in its charter)

Singapore
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(IRS Employer
Identification No.)

7 Straits View #12-00, Marina One East Tower
Singapore
(Address of Principal Executive Offices)

018936
(Zip Code)

Non-Qualified Share Option Agreement dated May 15, 2020
(Full title of the plan)

CT Corporation
155 Federal Street, Suite 700
Boston, MA 02110
(617) 757-6400
(Name, address and telephone number, including area code, of agent for service)

Copies to:

William C. Hicks, Esq.
John T. Rudy, Esq.
John P. Condon, Esq.
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
One Financial Center
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Linda Rockett, Esq.
Senior Vice President, General Counsel
Wave Life Sciences Ltd.
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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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Ordinary Shares, no par value per share	50,000 shares	\$10.38	\$519,000	\$67.37

- (1) The number of Ordinary Shares of the Registrant (“Ordinary Shares”) stated above consists of 50,000 shares (the “Shares”) issuable upon the exercise of share options (the “Inducement Options”) granted to a new employee pursuant to the Non-Qualified Share Option Agreement dated as of May 15, 2020 by and between the Registrant and the new employee (the “Inducement Option Agreement”). The maximum number of shares which may be sold upon the exercise of the Inducement Options is subject to adjustment in accordance with certain anti-dilution and other provisions of the Inducement Option Agreement. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional Ordinary Shares that become issuable under the Inducement Option Agreement, by reason of any share dividend, share split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding Ordinary Shares.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act. The offering price per share and the aggregate offering price are based upon \$10.38, which is the exercise price for the Inducement Options.
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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in “Item 1. Plan Information” and “Item 2. Registrant Information and Employee Plan Annual Information” of Form S-8, have been or will be delivered to participants in accordance with Form S-8 and Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”). In accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”) and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

Wave Life Sciences Ltd. (the “Registrant”) hereby incorporates by reference into this Registration Statement the following documents previously filed by the Registrant with the Commission:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2019 filed on March 2, 2020 (File No. 001-37627) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Amendment No. 1 to the Annual Report on [Form 10-K/A](#) filed on April 29, 2020 (File No. 001-37627) under the Exchange Act.
- (b) The portions of the Registrant’s [definitive proxy statement](#) on Schedule 14A filed on June 26, 2020 (File No. 001-37627) that are deemed “filed” with the Commission under the Exchange Act.
- (c) The Registrant’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2020 filed on [May 11, 2020](#) (File No. 001-37627) under the Exchange Act and the Registrant’s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2020 filed on [August 10, 2020](#) (File No. 001-37627) under the Exchange Act.
- (d) The Registrant’s Current Reports on Form 8-K filed on [January 10, 2020](#), [February 6, 2020](#), [April 14, 2020](#) and [April 23, 2020](#) (File No. 001-37627) under the Exchange Act (in each case, except for information contained therein which is furnished rather than filed).
- (e) The description of the Registrant’s Ordinary Shares contained in the Registrant’s Registration Statement on [Form 8-A](#) filed on November 9, 2015 (File No. 001-37627) under the Exchange Act, including any amendment or report filed for the purpose of updating such description.
- (f) All documents, reports and definitive proxy or information statements filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Registrant is incorporated under the laws of Singapore. Under Section 172 of the Singapore Companies Act, any provision exempting or indemnifying the officers of a company (including directors) against liability, which by law would otherwise attach to them in connection with any negligence, default, breach of duty or breach of trust in relation to the company is void. However, the Singapore Companies Act allows a company to (a) purchase and maintain for any officer insurance against any liability which by law would otherwise attach to such officer in connection with any negligence, default, breach of duty or breach of trust in relation to the company; and (b) indemnify such officer against any liability incurred by him or her to a person other than the company except when the indemnity is against any liability (i) of the officer to pay a fine in criminal proceedings, (ii) of the officer to pay a penalty in respect of non-compliance with any regulatory requirements, (iii) incurred by the officer in defending criminal proceedings in which he or she is convicted, (iv) incurred by the officer in defending civil proceedings brought by the company or a related company in which judgment is given against him or her, or (v) incurred by the officer in connection with an application for relief under Section 76A(13) or Section 391 of the Singapore Companies Act in which the court refuses to grant him or her relief.

In cases where a director is sued by the company, the Singapore Companies Act gives the court the power to relieve directors either wholly or partially from their liability for their negligence, default, breach of duty or breach of trust. In order for relief to be obtained, it must be shown that (i) the director acted reasonably and honestly; and (ii) it is fair, having regard to all the circumstances of the case including those connected with such director's appointment, to excuse the director. However, Singapore case law has indicated that such relief will not be granted to a director who has benefited as a result of his or her breach of trust.

The Registrant's constitution provides that subject to the provisions of the Singapore Companies Act and every other applicable statute for the time being in force concerning companies and affecting the Registrant, the directors and officers are entitled to be indemnified against costs, charges, fees and other expenses that may be incurred by such person in defending any proceedings, whether civil or criminal, which relates to anything done or omitted or alleged to be done or omitted by such person as a director, officer or employee of the Registrant and in which judgment is given in his or her favor or in which such person is acquitted or in which the courts have granted relief pursuant to the provisions of the Singapore Companies Act, provided that such indemnity shall not extend to any liability which by law would otherwise attach to him or her in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Registrant, or which would otherwise result in such indemnity being voided under applicable Singapore laws. No director or officer of the Registrant shall be liable for any acts, omissions, neglects, defaults or other conduct of any other director or officer, and to the extent permitted by Singapore law, the Registrant shall contribute to the amount paid or payable by a director or officer in such proportion as is appropriate to reflect the relative fault of such director or officer, taking into consideration any other relevant equitable considerations, including acts of other directors or officers and the Registrant, and the relative fault of such parties in respect thereof.

In addition, subject to the Singapore Companies Act and every other Singapore statute for the time being in force and affecting the Registrant, no director, managing director or other officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipt or other act for conformity, or for any loss or expense incurred by the Registrant, through the insufficiency or deficiency of title to any property acquired by order of the directors for the Registrant or for the insufficiency or deficiency of any security upon which any of the Registrant's moneys are invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects are deposited, or any other loss, damage or misfortune which happens in the execution of his or her duties, unless the same happens through his or her own negligence, default, breach of duty or breach of trust.

The Registrant has entered into deeds of indemnity with each of its directors and officers. These agreements require the Registrant to indemnify these individuals to the fullest extent permitted under Singapore law against liabilities that may arise by reason of their service to the Registrant, 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 the Registrant's constitution, agreement, vote of shareholders or disinterested directors or otherwise if such indemnified person is subsequently found to have been negligent or otherwise have breached indemnified person's trust or fiduciary duties or to be in default thereof, or where the Singapore courts have declined to grant relief.

The Registrant expects to maintain standard policies of insurance that provide coverage (1) to the Registrant's directors and officers against loss rising from claims made by reason of breach of duty or other wrongful act and (2) to the Registrant with respect to indemnification payments that the Registrant may make to such directors and officers.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

<u>Exhibit Number</u>	<u>Description</u>
4.1*	Constitution (formerly known as Memorandum of Association and Articles of Association).
4.2**	Form of Specimen Ordinary Share Certificate.
4.3.1***	Investors' Rights Agreement by and among the Registrant and certain of its shareholders, dated as of August 14, 2015.
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.
4.4*****	Share Purchase Agreement by and between the Registrant and C.P. Pharmaceuticals International C.V., dated as of May 5, 2016.
4.5*****	Investor Agreement by and among the Registrant and Takeda Pharmaceutical Company Limited, dated as of April 2, 2018.
4.6*****	Share Purchase Agreement by and between the Registrant and Takeda Pharmaceutical Company Limited, dated as of February 19, 2018.
5.1	Opinion of WongPartnership LLP.
23.1	Consent of KPMG LLP, independent registered public accounting firm.
23.2	Consent of WongPartnership LLP (included in Exhibit 5.1).
24.1	Powers of Attorney (included on the signature page to this Registration Statement).
99.1@+	Form of Inducement Non-qualified Share Option Agreement

* Previously filed as Exhibit 3.2 to Amendment No. 5 to the Registrant's Registration Statement on Form S-1 (File No. 333-207379), filed with the Commission on November 10, 2015 and incorporated herein by reference.

** Previously filed as Exhibit 4.1 to Amendment No. 3 to the Registrant's Registration Statement on Form S-1 (File No. 333-207379), filed with the Commission on November 6, 2015 and incorporated herein by reference.

*** Previously filed as Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-207379), filed with the Commission on October 9, 2015 and incorporated herein by reference.

**** Previously filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37627), filed with the Commission on November 9, 2018 and incorporated herein by reference.

***** Previously filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37627), filed with the Commission on August 15, 2016 and incorporated herein by reference. Confidential treatment has been granted with respect to certain portions of this exhibit. Omitted portions have been filed separately with the Commission.

***** Previously filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37627), filed with the Commission on May 9, 2018 and incorporated herein by reference.

***** Previously filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37627), filed with the Commission on May 9, 2018 and incorporated herein by reference.

+ Previously filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37627), filed with the Commission on August 10, 2020 and incorporated herein by reference.

@ Management contract or compensatory plan.

ITEM 9. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (1)(i) and (1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the indemnification provisions summarized in Item 6, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Cambridge, Massachusetts, on August 10, 2020.

Wave Life Sciences Ltd.

By: /s/ Paul B. Bolno, M.D., MBA
Paul B. Bolno, M.D., MBA
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Paul B. Bolno, M.D., MBA and David G. Gaiero, and each of them, as his true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him and in his name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Paul B. Bolno, M.D., MBA</u> Paul B. Bolno, M.D., MBA	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	August 10, 2020
<u>/s/ David G. Gaiero</u> David G. Gaiero	Interim Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	August 10, 2020
<u>/s/ Christian Henry</u> Christian Henry	Chairman of the Board	August 10, 2020
<u>/s/ Mark H. N. Corrigan, M.D.</u> Mark H. N. Corrigan, M.D.	Director	August 10, 2020
<u>/s/ Peter Kolchinsky, Ph.D.</u> Peter Kolchinsky, Ph.D.	Director	August 10, 2020
<u>/s/ Koji Miura</u> Koji Miura	Director	August 10, 2020
<u>/s/ Amy Pott</u> Amy Pott	Director	August 10, 2020

<u>/s/ Adrian Rawcliffe</u> Adrian Rawcliffe	Director	August 10, 2020
<u>/s/ Ken Takanashi</u> Ken Takanashi	Director	August 10, 2020
<u>/s/ Gregory L. Verdine, Ph.D.</u> Gregory L. Verdine, Ph.D.	Director	August 10, 2020
<u>/s/ Heidi L. Wagner, J.D.</u> Heidi L. Wagner, J.D.	Director	August 10, 2020



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 Not for urgent correspondence*

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Date: 10 August 2020

The Board of Directors
 Wave Life Sciences Ltd.
 c/o 733 Concord Avenue
 Cambridge, MA 02138
 United States of America

Dear Sirs

WAVE LIFE SCIENCES LTD. (THE “COMPANY”) – REGISTRATION STATEMENT ON FORM S-8 IN RESPECT OF THE 50,000 INDUCEMENT OPTION SHARES (AS DEFINED BELOW)

A. Introduction

1. We have acted as legal advisers to the Company, a company incorporated under the laws of the Republic of Singapore, as to Singapore law in connection with the filing by the Company with the United States Securities and Exchange Commission (the “**Commission**”) of a registration statement on Form S-8 (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), in respect of 50,000 ordinary shares of the Company (the “**Inducement Option Shares**”) issuable upon the exercise of share options (the “**Inducement Options**”) granted to a new employee pursuant to the Non-Qualified Share Option Agreement dated 15 May 2020 entered into between the Company and the new employee (the “**Inducement Option Agreement**”).
2. We do not express nor imply any opinion with respect to the effect of any law other than the laws of Singapore as of the date of this opinion, and have made no investigation of, and do not express or imply views of, any other laws which may be relevant to the documents submitted to us or opinions given by us, nor do we express or imply any opinion on matters relating to tax. This opinion is to be governed by and construed in accordance with the laws of Singapore as applied by the courts of Singapore as of the date of this opinion. All references to the laws of the Republic of Singapore or a specific law of the Republic of Singapore in this opinion are references to the laws of the Republic of Singapore as applied by the courts of the Republic of Singapore as of the date of this opinion. We are not obliged to update this opinion to reflect, or notify any addressee of this opinion or any other person of, any legal or legislative developments, or other changes to law or fact, arising after the date of this opinion. We have taken instructions solely from the Company.
3. In respect of the Inducement Option Agreement, the Inducement Options and the Inducement Option Shares, we have assumed due compliance with all matters concerning the laws of the United States of America and all other relevant jurisdictions (other than in Singapore in respect of the matters set out in paragraph 7 of this opinion).

WongPartnership LLP (UEN: T08LL0003B) is a limited liability law partnership registered in Singapore under the Limited Liability Partnerships Act (Chapter 163A).



B. Documents

4. In rendering the opinions set out below, we have examined:
 - 4.1. an electronic copy (in Adobe Acrobat form) of the certificate of incorporation of the Company dated 24 July 2012 issued by the Accounting and Corporate Regulatory Authority of Singapore (“**ACRA**”);
 - 4.2. an electronic copy (in Adobe Acrobat form) of the certificate confirming incorporation upon conversion of the Company dated 6 November 2015 issued by ACRA confirming the Company’s conversion to a public company;
 - 4.3. an electronic copy (in Adobe Acrobat form) of the constitution of the Company, as amended on 9 November 2015 (the “**Constitutive Documents**”);
 - 4.4. an electronic copy (in Adobe Acrobat form) of the charter of the Compensation Committee of the Board of Directors of the Company;
 - 4.5. an electronic copy (in Adobe Acrobat form) of the minutes of a meeting of the Board of Directors of the Company held on 3 March 2020 (the “**Board Resolutions**”);
 - 4.6. an electronic copy (in Adobe Acrobat form) of the resolutions in writing of the Compensation Committee of the Board of Directors of the Company on 3 April 2020) (the “**Compensation Committee Resolutions**”);
 - 4.7. an electronic copy (in Adobe Acrobat form) of the minutes dated 20 August 2019 of the annual general meeting of the Company held on 8 August 2019 (the “**Shareholders’ Resolutions**” and together with the Board Resolutions and the Compensation Committee Resolutions, the “**Resolutions**”);
 - 4.8. an electronic copy (in Adobe Acrobat form) of the Inducement Option Agreement;
 - 4.9. an electronic copy (in Adobe Acrobat form) of the Registration Statement; and
 - 4.10. such other documents as we may have considered necessary or desirable to examine in order that we may render this opinion.
5. This opinion is being rendered to you in connection with the filing of the Registration Statement. Except as expressly provided in paragraph 7 of this opinion, we express no opinion whatsoever with respect to any document described in paragraph 4 herein.

C. Assumptions

6. We have assumed (without enquiry and with your consent):
 - 6.1. all signatures (including without limitation marks or text purporting to be signatures) (whether electronic or otherwise) on all documents submitted or made available to us (a) are genuine and authentic, (b) have not been altered or tampered with in any way, and (c) are in compliance with the constitutive documents of the parties (if a company) and the Electronic Transactions Act, Chapter 88 of Singapore, and that each such signature is that of a person duly authorised to affix the same and execute the relevant documents in the manner it was executed, and, where a document was signed by electronic signature or purported to be signed in that manner, was affixed at the direction of (or provided by) such person, the authenticity of all documents submitted and made available to us as originals, and the completeness and the conformity to original documents of all copies submitted or made available to us;

- 6.2. that each of the documents submitted or made available to us for examination and referred to in paragraph 4 above is a true, complete and up-to-date copy and has not been revoked, repudiated, terminated, amended or superseded, and all representations, warranties and factual statements contained therein are true and correct;
- 6.3. that the Resolutions were:
 - (a) duly passed at properly convened meetings of duly appointed directors or the shareholders of the Company, or as the case may be, duly passed in the form of circulating resolutions in writing, in accordance with the provisions of the Constitutive Documents; and
 - (b) duly passed in accordance with the provisions of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**");
- 6.4. that the copy of the Inducement Option Agreement is true, complete and up-to-date, and has not been revoked, rescinded, superseded or amended and is in full force and effect and no other resolution or other action has been taken which could affect the validity of the Inducement Option Agreement;
- 6.5. that the approvals conferred by the copies of the Resolutions submitted to us have not been revoked, rescinded, superseded or amended and are in full force and effect, and that no other resolution or other action has been passed or taken which could affect the validity of any or all of the Resolutions;
- 6.6. that the directors of the Company:
 - (a) have been duly appointed in accordance with the provisions of the Companies Act and the constitution of the Company in force at that time;
 - (b) have acted and will act in good faith and in the best interests of the Company in approving the preparation, execution and filing of the Registration Statement with the Commission, the entry into the transactions contemplated in the Inducement Option Agreement (including, but without limitation, the grant of the Inducement Options and issuance of the Inducement Option Shares), and without intention to defraud any of the creditors of the Company; and
 - (c) have each disclosed and will disclose any interest which he may have in the Inducement Option Agreement, the Inducement Options and the Inducement Option Shares in accordance with the provisions of the Companies Act and the Constitutive Documents and except as disclosed, none of the directors of the Company has or will have any interest in such transactions except to the extent permitted by the Companies Act and the Constitutive Documents;
- 6.7. that all relevant documents have been provided to us by the officers of the Company for inspection for the purposes of this opinion;
- 6.8. that the grant of the Inducement Options and the issuance of the Inducement Option Shares are made under the Inducement Option Agreement and the Inducement Option Shares are duly issued in accordance with the requirements of applicable law (other than the laws of the Republic of Singapore in respect of the opinions in paragraph 7), the Inducement Option Agreement and the grant of the Inducement Options, and in compliance with Section 77 of the Companies Act;

- 6.9. that, at the time of the grant of the Inducement Options and issuance of the Inducement Option Shares, the Company has obtained a mandate from shareholders of the Company to issue ordinary shares of the Company pursuant to Section 161 of the Companies Act (the “**Share Issue Mandate**”) and such Share Issue Mandate has not expired in accordance with its terms or been previously revoked or varied by the Company in general meeting;
- 6.10. that the Inducement Option Shares to be issued under the Inducement Option Agreement will be duly registered in the names of the persons who had been granted the Inducement Options and issued the Inducement Option Shares, or in the name of the Depository Trust Company or its nominee, as the case may be, and the certificates for the Inducement Option Shares will be duly issued and delivered;
- 6.11. that no law (including, without limitation, any public policy) of any jurisdiction outside Singapore is relevant to or affects the opinions expressed or conclusions stated in this opinion;
- 6.12. that there shall be the absence of fraud, bad faith, undue influence, coercion or duress on the part of the Company and its respective officers, employees, agents and advisers;
- 6.13. that all acts, conditions or things required to be fulfilled, performed or effected in connection with the allotment and issue of the Inducement Option Shares under the laws of any jurisdiction (other than by the Company under the laws of the Republic of Singapore in relation to the matters set out in paragraph 7 of this opinion) will be duly fulfilled, performed and complied with;
- 6.14. that there are no provisions of the laws of any jurisdiction (other than the laws of the Republic of Singapore in relation to the matters set out in paragraph 7 of this opinion) which will be contravened by the allotment and issue of the Inducement Option Shares and that, insofar as any obligation expressed to be incurred or performed under the Inducement Option Agreement and to the extent relevant, in connection with the allotment and issue of the Inducement Option Shares, falls to be performed in or is otherwise subject to the laws of any jurisdiction (other than the Republic of Singapore in relation to the matters set out in paragraph 7 of this opinion), its performance will not be illegal by virtue of the laws of that jurisdiction;
- 6.15. that all applicable consents, approvals, authorisations, licences, exemptions or orders required from any applicable governmental or other regulatory authorities and all other requirements for allotment and issue of the Inducement Option Shares (other than those required by the Company under the laws of the Republic of Singapore in relation to the matters set out in paragraph 7 of this opinion) have been (and have not been withdrawn) or will be duly obtained or fulfilled, and are (and will remain) in full force and effect, and that any conditions to which they are subject have been (or will be) satisfied;
- 6.16. that there are no agreements, documents, arrangements or transactions to which the Company is a party to that may in any way prohibit or restrict the allotment and issue of the Inducement Option Shares;
- 6.17. that the Constitutive Documents will not be amended in a manner that would have the effect of rendering any of our opinions in paragraph 7 inaccurate;
- 6.18. that no foreign law is relevant to or affects the conclusions stated in this opinion, and none of the opinions expressed herein will be affected by the laws (including, without limitation, the public policy) of any jurisdiction outside the Republic of Singapore, and insofar as the laws of any jurisdiction outside the Republic of Singapore may be relevant, such laws have been or will be complied with; and

- 6.19. that none of the Inducement Option Agreement, the Inducement Options, the Inducement Option Shares or any of the transactions contemplated under the Inducement Option Agreement and the options granted under the Inducement Option Agreement constitutes or will constitute a sham.

D. Opinion

7. Based on the foregoing, and subject to the assumptions, limitations and qualifications set forth herein and having regard to such legal considerations as we have deemed relevant and subject to any matters not disclosed to us, we are of the opinion that, the Inducement Option Shares will, when issued and delivered by the Company in accordance with the Constitutive Documents and the terms of the Inducement Option Agreement, and pursuant to the laws of Singapore against payment of such amounts required in accordance with the Inducement Option Agreement and the Inducement Options, be validly issued, fully paid and non-assessable.

E. Qualifications

8. This opinion is subject to the following qualifications:
 - 8.1. for the purposes of this opinion, we have assumed that the term “**non-assessable**” (a term which has no recognised meaning under the laws of the Republic of Singapore) in relation to the Inducement Option Shares to be issued means that holders of such shares, having fully paid up all amounts due on such shares, or such shares having been credited as fully paid up, as the case may be, are under no further personal liability to make payments to the Company or its creditors or contribute to the assets or liabilities of the Company in their capacities purely as holders of such shares;
 - 8.2. we are not responsible for, and have not investigated or verified, the accuracy or completeness of the facts and information, including any statements of foreign law, or the reasonableness of any assumptions, statements of opinion or intention, contained in the documents referred to in paragraph 4 of this opinion. We do not express any opinion as to any matters of fact generally, including statements of foreign law, or the reasonableness of any assumptions or statements of opinion or intention, contained in the documents described in paragraph 4. In addition, we are not responsible for investigating or verifying whether any material fact has been omitted from such documents;
 - 8.3. we express no opinion as to the validity, binding effect or enforceability of any provision in the Inducement Option Agreement, the Inducement Options or, where applicable, the Inducement Option Shares by reference to a law other than that of the Republic of Singapore, or as to the availability in the Republic of Singapore of remedies which are available in other jurisdictions;
 - 8.4. with respect to matters of fact material to this opinion, we have relied on the statements of the responsible officers of the Company;
 - 8.5. we have only examined a copy of the Registration Statement and not the information or documents incorporated by reference to the Registration Statement, except as otherwise listed in paragraph 4 of this opinion; and
 - 8.6. this opinion is strictly limited to matters stated in this opinion and is not to be construed as extending (by implication or otherwise) to the documents listed in paragraph 4 of this opinion, or to any other matter or document in connection with, referred to, contemplated by or incorporated by reference, in such documents.

9. We hereby consent to the use of our opinion as herein set forth as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit and shall not be deemed to admit that we come within the category of persons whose consent is required under Sections 7 and 11 of the Securities Act or to the rules and regulations of the Commission thereunder.
10. This opinion is only for the benefit of the person to whom it is addressed, subject to the condition that such person accepts and acknowledges that this opinion may not be appropriate or sufficient for such person's purposes, and is strictly limited to the matters stated in this opinion and is not to be read as extending by implication to any other matter in connection with the Inducement Option Agreement, or otherwise, including, but without limitation, any other document (including the Registration Statement). Further, except for the filing of this opinion with the Commission as an exhibit to the Registration Statement, this opinion is not to be circulated to, or relied upon by, any other person (other than persons entitled to rely on it pursuant to applicable provisions of federal securities law in the United States of America, if any) or quoted or referred to in any public document or filed with any governmental body or agency without our prior written consent.

Yours faithfully

/s/ WongPartnership LLP

WONGPARTNERSHIP LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Wave Life Sciences Ltd.:

We consent to the use of our reports dated March 2, 2020 with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting incorporated by reference herein.

/s/ KPMG LLP

Boston, Massachusetts
August 10, 2020