

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

**Form 8-K**

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

**Date of Report (Date of earliest event reported): April 10, 2020**

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

**Singapore**  
(State or other  
jurisdiction of incorporation)

**001-37627**  
(Commission  
File Number)

**Not applicable**  
(IRS Employer  
Identification No.)

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

**018936**  
(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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

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

Emerging growth company

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

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

Title of each class	Trading symbol	Name of each exchange on which registered
<b>\$0 Par Value Ordinary Shares</b>	<b>WVE</b>	<b>The Nasdaq Global Market</b>

**ITEM 1.01 Entry Into a Material Definitive Agreement.**

On April 8, 2020, Wave Life Sciences USA, Inc. (“Borrower”), a wholly owned subsidiary of Wave Life Sciences Ltd. (the “Company”), applied to JPMorgan Chase Bank, N.A. (“JPMorgan”) under the Small Business Administration (the “SBA”) Paycheck Protection Program of the Coronavirus Aid, Relief and Economic Security Act of 2020 (the “CARES Act”) for a loan of \$7,234,890 (the “Loan”). On April 10, 2020, the Loan was approved and Borrower received the Loan proceeds, which Borrower plans to use for covered payroll costs, rent and utilities in accordance with the relevant terms and conditions of the CARES Act.

The Loan, which took the form of a promissory note issued by Borrower (the “Promissory Note”), has a two-year term, matures on April 8, 2022, and bears interest at a rate of 0.98% per annum. Monthly principal and interest payments, less the amount of any potential forgiveness (discussed below), will commence on November 8, 2020. Borrower did not provide any collateral or guarantees for the Loan, nor did Borrower pay any facility charge to obtain the Loan. The Promissory Note provides for customary events of default, including, among others, those relating to failure to make payment, bankruptcy, breaches of representations and material adverse effects. Borrower may prepay the principal of the Loan at any time without incurring any prepayment charges.

The Loan may be forgiven partially or fully if the Loan proceeds are used for covered payroll costs, rent and utilities, provided that such amounts are incurred during the eight-week period that commenced on April 10, 2020 and at least 75% of any forgiven amount has been used for covered payroll costs. Any forgiveness of the Loan will be subject to approval by the SBA and JPMorgan and will require Borrower to apply for such treatment in the future.

**ITEM 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.**

The disclosure in Item 1.01 of this report is incorporated into this Item 2.03 by reference.

**Forward-Looking Statements**

This Current Report on Form 8-K contains forward-looking statements concerning the Company’s expectations, anticipations, intentions, or beliefs regarding the Loan. These express or implied statements are not promises or guarantees and involve substantial risks and uncertainties. Among the factors that could cause actual results to differ materially from those described or projected herein are the following: financial market conditions; actions by the Loan parties; changes by the SBA or other governmental authorities regarding the CARES Act, the Payroll Protection Program or related administrative matters; and the Company’s and Borrower’s ability to comply with the terms of the Loan and the CARES Act, including to use the proceeds of the Loan as described herein. A further list and description of these risks, uncertainties and other risks associated with an investment in the Company can be found in Company’s filings with the U.S. Securities and Exchange Commission, including its most recent Annual Report on Form 10-K. The Company undertakes no obligation to update the information contained in this Current Report on Form 8-K to reflect subsequently occurring events or circumstances.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**WAVE LIFE SCIENCES LTD.**

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

Paul B. Bolno, M.D.

President and Chief Executive Officer

Date: April 14, 2020