

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>RA CAPITAL MANAGEMENT, L.P.</u>  (Last) (First) (Middle) 200 BERKELEY STREET, 18TH FLOOR  (Street) BOSTON MA 02116  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Wave Life Sciences Ltd. [ WVE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/12/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Ordinary Shares	08/12/2024		A		16,115 <sup>(1)</sup>	A	\$0	16,115	I	See footnotes <sup>(2)(3)</sup>	
Ordinary Shares								18,202,009	I	See footnotes <sup>(3)(4)</sup>	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Share Option (Right to Buy)	\$5.37	08/12/2024		A		32,230		(5)	08/12/2029	Ordinary Shares	\$0	32,230	I	See Footnotes <sup>(2)(3)</sup>

1. Name and Address of Reporting Person\*  
RA CAPITAL MANAGEMENT, L.P.  
 (Last) (First) (Middle)  
 200 BERKELEY STREET, 18TH FLOOR  
 (Street)  
 BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
RA Capital Healthcare Fund LP  
 (Last) (First) (Middle)  
 200 BERKELEY STREET, 18TH FLOOR  
 (Street)  
 BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Kolchinsky Peter  
 (Last) (First) (Middle)

C/O RA CAPITAL MANAGEMENT, L.P. 200 BERKELEY STREET, 18TH FLOOR		
<hr/>		
(Street)		
BOSTON	MA	02116
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>Shah Rajeev M.</u>		
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(Last)	(First)	(Middle)
C/O RA CAPITAL MANAGEMENT, L.P.		
200 BERKELEY STREET, 18TH FLOOR		
<hr/>		
(Street)		
BOSTON	MA	02116
<hr/>		
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Dr. Kolchinsky was granted this restricted share unit award (RSU) pursuant to the 2024 Non-Employee Director Compensation Policy. The RSU vests as to 100% of the shares on the earlier of the Issuer's 2025 annual general meeting or August 12, 2025.
2. Dr. Kolchinsky is a Managing Partner of the Adviser who serves on the Issuer's board of directors. Under Dr. Kolchinsky's arrangement with the Adviser, Dr. Kolchinsky holds the RSUs and options for the benefit of the Fund. Dr. Kolchinsky is obligated to turn over to the Adviser any net cash or shares received upon settlement of the RSUs, or exercise of the options, as applicable, which will offset advisory fees owed by the Fund to the Adviser.
3. RA Capital Management, L.P. (the "Adviser") is the investment manager for RA Capital Healthcare Fund, L.P. (the "Fund"). The general partner of the Adviser is RA Capital Management GP, LLC (the "Adviser GP"), of which Dr. Peter Kolchinsky and Mr. Rajeev Shah are the managing members. Each of the Adviser, the Adviser GP, the Fund, Dr. Kolchinsky and Mr. Shah disclaims beneficial ownership of any of the reported securities, except to the extent of its or his respective pecuniary interest therein.
4. Held directly by the Fund.
5. Dr. Kolchinsky was granted this option pursuant to the 2024 Non-Employee Director Compensation Policy. The option vests as to 100% of the shares on the earlier of the Issuer's 2025 annual general meeting or August 12, 2025.

**Remarks:**

Dr. Peter Kolchinsky, a Managing Partner of the Adviser, serves on the Issuer's board of directors.

<u>/s/ Peter Kolchinsky, Manager of RA Capital Management, L.P.</u>	<u>08/14/2024</u>
<u>/s/ Peter Kolchinsky, Manager of RA Capital Healthcare Fund GP, LLC, the General Partner of RA Capital Healthcare Fund, L.P.</u>	<u>08/14/2024</u>
<u>/s/ Peter Kolchinsky, individually</u>	<u>08/14/2024</u>
<u>/s/ Rajeev Shah, individually</u>	<u>08/14/2024</u>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.