

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13G/A

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Under the Securities Exchange Act of 1934

(Amendment No. 3)\*

Wave Life Sciences Ltd.

(Name of Issuer)

Ordinary Shares, no par value

(Title of Class of Securities)

Y95308105

(CUSIP Number)

September 30, 2024

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 7 Pages)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

|  |   |                                       |
|--|---|---------------------------------------|
| <b>1</b>   | NAMES OF REPORTING PERSONS<br>M28 Capital Management LP   |                                       |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |                                       |
| <b>3</b>   | SEC USE ONLY  |                                       |
| <b>4</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware  |                                       |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: | <b>5</b>  | SOLE VOTING POWER<br>- 0 -            |
|  | <b>6</b>  | SHARED VOTING POWER<br>6,164,548      |
|  | <b>7</b>  | SOLE DISPOSITIVE POWER<br>- 0 -       |
|  | <b>8</b>  | SHARED DISPOSITIVE POWER<br>6,164,548 |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>6,164,548                                     |                                       |
| <b>10</b>  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                 |                                       |
| <b>11</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>4.2%   |                                       |
| <b>12</b>  | TYPE OF REPORTING PERSON<br>PN, IA  |                                       |

|  |   |                                       |
|--|---|---------------------------------------|
| <b>1</b>   | NAMES OF REPORTING PERSONS<br>Marc Elia   |                                       |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |                                       |
| <b>3</b>   | SEC USE ONLY  |                                       |
| <b>4</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States   |                                       |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | <b>5</b>  | SOLE VOTING POWER<br>- 0 -            |
|  | <b>6</b>  | SHARED VOTING POWER<br>6,164,548      |
|  | <b>7</b>  | SOLE DISPOSITIVE POWER<br>- 0 -       |
|  | <b>8</b>  | SHARED DISPOSITIVE POWER<br>6,164,548 |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>6,164,548                                     |                                       |
| <b>10</b>  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                 |                                       |
| <b>11</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>4.2%   |                                       |
| <b>12</b>  | TYPE OF REPORTING PERSON<br>IN, HC  |                                       |

**Item 1(a). NAME OF ISSUER.**

The name of the issuer is Wave Life Sciences Ltd. (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

The Company's principal executive offices are located at 7 Straits View #12-00, Marina One East Tower, Singapore 018936.

**Item 2(a). NAME OF PERSON FILING:**

This statement is filed by: (i) M28 Capital Management LP ("M28 Capital") with respect to the Ordinary Shares (as defined in Item 2(d)) held by M28 Capital Master Fund LP (the "M28 Fund") to which it acts as investment manager; and

(ii) Marc Elia, the Chief Investment Officer of M28 Capital and Managing Member of M28 Capital Management GP LLC, the general partner of M28 Capital ("Mr. Elia", together with M28 Capital and M28 Capital Management GP, LLC, the "M28 Parties"), with respect to the Ordinary Shares held by the M28 Funds.

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons."

The filing of this statement should not be construed as an admission that any of the foregoing persons or any Reporting Person is, for the purposes of Section 13 of the Act, the beneficial owner of the Ordinary Shares reported herein.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**

The principal business address of each of the M28 Parties is 700 Canal Street, 2nd Floor, Stamford, CT 06902.

**Item 2(c). CITIZENSHIP:**

M28 Capital is a Delaware limited partnership. Mr. Elia is a United States citizen.

**Item 2(d). TITLE OF CLASS OF SECURITIES:**

Ordinary shares, no par value (the "Ordinary Shares").

**Item 2(e). CUSIP NUMBER:**

Y95308105

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j)  Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. OWNERSHIP.**

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each of the Reporting Persons hereto and is incorporated herein by reference for each of the Reporting Persons.

The percentages used in this Schedule 13G/A are calculated based upon 145,604,290 Ordinary Shares outstanding as disclosed in the Company's Prospectus filed pursuant to Rule 424(b)(5) with the Securities and Exchange Commission on September 27, 2024, after giving effect to the completion of the offering.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.**

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.**

See Item 2.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP.**

Not applicable.

**Item 10. CERTIFICATION.**

Each of the Reporting Persons hereby makes the following certification:

By signing below, each of the Reporting Persons certifies that, to the best of his or its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: November 12, 2024

**M28 Capital Management LP**

/s/ Christopher M. Taliercio

Christopher M. Taliercio, President and Chief Compliance Officer

/s/ Marc Elia

**MARC ELIA**