
Section 1: 8-K (8-K)

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

FORM 8-K

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

Date of Report (Date of earliest event reported): May 2, 2019

Zymeworks Inc.

(Exact name of registrant as specified in its charter)

British Columbia, Canada
(State or other jurisdiction
of incorporation)

001-38068
(Commission
File Number)

47-2569713
(IRS Employer
Identification No.)

Suite 540, 1385 West 8th Avenue, Vancouver, British Columbia, Canada
(Address of principal executive offices)

V6H 3V9
(Zip Code)

(604) 678-1388

(Registrant's telephone number, including area code)

Not Applicable

(Former name of former address, if changed since last report)

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(s)	Name of each exchange on which registered
Common Shares, no par value per share	ZYME	New York Stock Exchange

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The following information is filed pursuant to Item 5.07, "Submission of Matter to a Vote of Security Holders."

On May 2, 2019, Zymeworks Inc. ("Zymeworks"), held its 2019 annual meeting of shareholders (the "Annual Meeting"). A total of 128 of the holders of the Company's common shares were present or represented by proxy at the meeting, representing approximately 73.25% of the Company's 32,025,299 common shares that were outstanding and entitled to vote at the Annual Meeting as of the record date of March 8, 2019. Set forth below are the matters acted upon by the Company's shareholders at the Annual Meeting, and the final voting results on each matter. Each of the proposals are described in further detail in the Company's definitive proxy statement dated March 18, 2019 (the "Proxy"), filed with the Securities and Exchange Commission on March 18, 2019.

Proposal 1

1. The shareholders voted by way of ballot and the following nominees were elected as directors to serve until their term expires or until their successors are duly elected or appointed. There were 5,051,009 broker non-votes for this proposal.

Nominee	Votes For	% Votes For	Votes Withheld	% Votes Withheld
Kenneth Hillan	18,394,190	99.92%	14,339	0.08%
Natalie Sacks	18,395,416	99.93%	13,113	0.07%

Proposal 2

2. The shareholders voted by way of ballot and KPMG LLP, chartered professional accountants, were reappointed as auditors for the Company until the close of the next annual general meeting of shareholders and the directors were authorized to determine their remuneration.

Votes For	% Votes For	Votes Withheld	% Votes Withheld
23,430,739	99.88%	28,799	0.12%

A report outlining the voting results described above is filed as exhibit 99.1 hereto.

ITEM 8.01 OTHER EVENTS

The following information is filed pursuant to Item 8.01, "Other Events."

On May 3, 2019, Zymeworks issued a press release announcing the voting results of its Annual Meeting, which was filed with the Canadian securities regulatory authorities in Canada on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com. A copy of this press release is respectively filed as exhibit 99.2 hereto.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Report on Voting Results
99.2	Press Release issued by Zymeworks Inc. on May 3, 2019

SIGNATURES

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

ZYMEWORKS INC.

(Registrant)

Date: May 3, 2019

By: /s/ Neil Klompas

Name: Neil Klompas

Title: Chief Financial Officer

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1

ZYMEWORKS INC.
(the "Company")

Annual General Meeting of Shareholders
May 2, 2019

REPORT OF VOTING RESULTS

Section 11.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*

Common Shares represented at the Meeting:	23,459,538
Total issued and outstanding Common Shares as at record date:	32,025,299
Percentage of issued and outstanding Common Shares represented:	73.25%

Business of the Meeting

1. The Shareholders voted by way of ballot and the following nominees were elected as directors to serve until their successors are duly elected or appointed.

Nominee	Votes For	% Votes For	Votes Withheld	% Votes Withheld
Kenneth Hillan	18,394,190	99.92%	14,339	0.08%
Natalie Sacks	18,395,416	99.93%	13,113	0.07%

2. The Shareholders voted by way of ballot and KPMG LLP, Chartered Professional Accountants, were reappointed as Auditors of the Company until the close of the next annual general meeting of Shareholders and the Directors were authorized to determine their remuneration.

Votes For	% Votes For	Votes Withheld	% Votes Withheld
23,430,739	99.88%	28,799	0.12%

The final scrutineer's report is attached to this report as Exhibit A.

No other business was voted upon at the Meeting.

Dated: May 2, 2019

Exhibit A
Final Scrutineer's Report

Please see attached.

ZYMEWORKS INC.

ANNUAL GENERAL MEETING OF SHAREHOLDERS

HELD ON MAY 2, 2019

PREPARED BY



COMPUTERSHARE INVESTOR SERVICES INC.
VANCOUVER

ZYMEWORKS INC.
ANNUAL GENERAL MEETING OF SHAREHOLDERS
HELD ON MAY 2, 2019

FINAL SCRUTINEER'S REPORT

4	SHAREHOLDERS IN PERSON, REPRESENTING	1,683 SHARES
124	SHAREHOLDERS BY PROXY, REPRESENTING	23,457,855 SHARES
128	TOTAL SHAREHOLDERS, HOLDING	23,459,538 SHARES
	TOTAL ISSUED AND OUTSTANDING AS AT RECORD DATE:	32,025,299
	PERCENTAGE OF OUTSTANDING SHARES REPRESENTED AT THE MEETING:	73.25 %

/s/ Anita Basi

ANITA BASI
 SCRUTINEER

The figures reported by Computershare in its capacity as Scrutineer represent our tabulation of proxies returned to us by registered securityholders and, if Computershare has mailed voting instruction forms (VIFs) directly to non-objecting beneficial owners (NOBOs) on behalf of the issuer, VIFs returned directly to us by NOBOs, combined with cumulative reports of beneficial holder voting compiled and submitted by one or more third parties. As such, Computershare is only responsible for, and warrants the accuracy of our own tabulation of proxies and VIFs. Computershare is not responsible for and does not warrant the accuracy of the cumulative reports of beneficial holder voting submitted by any third party.

If Computershare has mailed voting instruction forms directly to NOBOs on behalf of the issuer, these have been distributed on the basis of electronic files received by Computershare from intermediaries or their agents. Although Computershare reconciles these records to the Form 54-101F4 Omnibus Proxy delivered to us as required under National Instrument 54-101, in some cases insufficient securities may be held within intermediary positions at The Canadian Depository for Securities, Limited as at record date to support all securities represented. In these cases, if the situation cannot be rectified, over voting rules are applied as directed by the Chair.

Upon receipt of any cumulative reports of beneficial holder voting compiled and submitted by one or more third parties, Computershare reviews the total votes received for each intermediary and reconciles the number to the position available to the intermediary on any omnibus proxy or supplemental omnibus proxy received. In the event the intermediary's position is insufficient to allow for the tabulation of the entire vote, Computershare may, but shall not be required to, take steps to rectify the situation. In the event the situation is not rectified, over voting rules are applied as directed by the Chair.

Acting on the direction of the Chair of the meeting, Computershare may have included in our reports, the details of beneficial holders attending in person, whose ownership or previous voting status we cannot confirm or verify but whose identity may be supported by documentation, such as a VIF issued by a third party. In such cases, Computershare makes no warranty or representation as to the accuracy of the numbers included as a result of the direction from the Chair, and assumes no liability or responsibility whatsoever for their inclusion in our report as Scrutineer.

ZYMEWORKS INC.
ANNUAL GENERAL MEETING OF SHAREHOLDERS
HELD ON MAY 2, 2019

LIST OF SHAREHOLDERS ATTENDING IN PERSON

<u>NAME</u>	<u>SHARES VOTED IN PERSON</u>	<u>SHARES VOTED BY PROXY</u>
MANDY CHEUNG	241	0
RYAN DERCHO	0	49,728
DANIEL DEX	0	191
NEETA JAGPAL	116	0
NEIL KLOMPAS	0	801
AMANDA NGUYEN	308	0
ARTI PATEL	1,018	0
ALI TEHRANI	0	256,009
TIFFANY TOLMIE	0	396
TOTAL	1,683	307,125
TOTAL APPOINTEES AT MEETING:		0
TOTAL SHAREHOLDERS VOTED IN PERSON:		4
TOTAL SHAREHOLDERS IN ATTENDANCE:		9

ZYMEWORKS INC.
ANNUAL GENERAL MEETING OF SHAREHOLDERS
HELD ON MAY 2, 2019
REPORT ON PROXIES

MOTIONS	NUMBER OF SHARES					PERCENTAGE OF VOTES CAST		
	FOR	AGAINST	WITHHELD/ ABSTAIN	SPOILED	NON VOTE	FOR	AGAINST	WITHHELD/ ABSTAIN
KENNETH HILLAN	18,392,507	0	14,339	0	5,051,009	99.92%	0.00%	0.08%
NATALIE SACKS	18,393,733	0	13,113	0	5,051,009	99.93%	0.00%	0.07%
APPOINTMENT OF AUDITORS	23,429,056	0	28,799	0	0	99.88%	0.00%	0.12%

TOTAL SHAREHOLDERS VOTED BY PROXY:	124	
TOTAL SHARES ISSUED & OUTSTANDING:	32,025,299	/s/ Anita Basi
TOTAL SHARES VOTED:	23,457,855	ANITA BASI
TOTAL % OF SHARES VOTED:	73.25%	SCRUTINEER

**ZYMEWORKS INC.
ANNUAL MEETING
HELD ON MAY 2, 2019**

FINAL REPORT ON BALLOT

**MOTION #1
ELECTION OF DIRECTORS**

I, the undersigned scrutineer, hereby report that the result of the vote by ballot with respect to the above matter is as follows:

NAME	VOTES IN FAVOR		WITHHELD	
KENNETH HILLAN	18,394,190	99.92%	14,339	0.08%
NATALIE SACKS	18,395,416	99.93%	13,113	0.07%

/s/ Anita Basi

Anita Basi
Scrutineer

The figures reported by Computershare in its capacity as Scrutineer represent our tabulation of proxies returned to us by registered shareholders (and voting instruction forms returned directly to us by non-objecting beneficial holders, if applicable) combined with unaudited reports of beneficial holder voting supplied by one or more third parties. As such we are only responsible for and warrant the accuracy of our own tabulation. Computershare is not responsible for and does not warrant the accuracy of the unaudited reports of beneficial holders supplied by third parties.

If Computershare has mailed voting instruction forms directly to non-objecting beneficial holders on behalf of Issuers, these have been distributed on the basis of electronic files received by Computershare from intermediaries or their agents. As Computershare has no direct access to intermediary records, Computershare is unable to reconcile the details of non-objecting beneficial ownership as provided to us with the details of Intermediary positions within the records of the Canadian Depository for Securities. In some cases, Insufficient shares may be held within intermediary positions at the Depository as at record date to support the shares represented by voting instruction forms received directly from non-objecting beneficial holders or returned to us by third parties. In these cases, overvoting rules are applied as directed by the Chair.

In addition, acting on the instructions of the Chair of the meeting, we may have included in our report on attendance, the details of beneficial holders attending in person, whose ownership we cannot directly confirm or verify but which may be supported by documentation such as a voting instruction form supplied by a third party. In such cases, Computershare makes no warranty or representation as to the accuracy of the numbers included as a result of the instructions from the Chair, delivery of which to Computershare is hereby acknowledged by the recipient of this report, and assumes no liability or responsibility whatsoever for their inclusion in our report as Scrutineer.

**ZYMEWORKS INC.
ANNUAL MEETING
HELD ON MAY 2, 2019**

FINAL REPORT ON BALLOT

**MOTION #2
APPOINTMENT OF AUDITORS**

I, the undersigned scrutineer, hereby report that the result of the vote by ballot with respect to the above matter is as follows:

	<u>Shares</u>	<u>Percentage</u>
FOR THE MOTION:	23,430,739	99.88%
WITHHELD FROM THE MOTION:	28,799	0.12%
TOTAL:	23,459,538	100.00%

/s/ Anita Basi

Anita Basi
Scrutineer

The figures reported by Computershare in its capacity as Scrutineer represent our tabulation of proxies returned to us by registered shareholders (and voting instruction forms returned directly to us by non-objecting beneficial holders, if applicable) combined with unaudited reports of beneficial holder voting supplied by one or more third parties. As such we are only responsible for and warrant the accuracy of our own tabulation. Computershare is not responsible for and does not warrant the accuracy of the unaudited reports of beneficial holders supplied by third parties.

If Computershare has mailed voting instruction forms directly to non-objecting beneficial holders on behalf of issuers, these have been distributed on the basis of electronic files received by Computershare from intermediaries or their agents. As Computershare has no direct access to intermediary records, Computershare is unable to reconcile the details of non-objecting beneficial ownership as provided to us with the details of intermediary positions within the records of the Canadian Depository for Securities. In some cases, insufficient shares may be held within intermediary positions at the Depository as at record date to support the shares represented by voting instruction forms received directly from non-objecting beneficial holders or returned to us by third parties. In these cases, overvoting rules are applied as directed by the Chair.

In addition, acting on the instructions of the Chair of the meeting, we may have included in our report on attendance, the details of beneficial holders attending in person, whose ownership we cannot directly confirm or verify but which may be supported by documentation such as a voting instruction form supplied by a third party. In such cases, Computershare makes no warranty or representation as to the accuracy of the numbers included as a result of the instructions from the Chair, delivery of which to Computershare is hereby acknowledged by the recipient of this report, and assumes no liability or responsibility whatsoever for their inclusion in our report as Scrutineer.

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Section 3: EX-99.2 (EX-99.2)

Exhibit 99.2



**Zymeworks Announces Election of Directors and
Voting Results from Shareholder Meeting**

Vancouver, Canada (May 3, 2019) – Zymeworks Inc. (NYSE/TSX: ZYME), a clinical-stage biopharmaceutical company developing multifunctional biotherapeutics, is pleased to announce the detailed voting results on the items of business considered at its Annual General Meeting of Shareholders held on May 2, 2019 (the “**Meeting**”).

Shareholder Voting Results

The Shareholders voted on the following matters at this year’s Meeting.

Proposal 1 – Election of Directors

The nominees listed in Zymeworks’ proxy statement dated March 18, 2019 (the “**Proxy Statement**”) were elected as Directors of the Company. Detailed results of the votes are set out below:

Proposal 1 Election of Directors	Outcome of the Vote	Votes by Ballot	
		Votes For	Votes Withheld
Kenneth Hillan	Carried	18,394,190 (99.92%)	14,339 (0.08%)
Natalie Sacks	Carried	18,395,416 (99.93%)	13,113 (0.07%)

Proposal 2 – Appointment of Auditors

The vote was carried for the Appointment of the Auditors, KPMG LLP. Detailed results of the votes are set out below:

Proposal 2	Outcome of the Vote	Votes by Ballot	
		Votes For	Votes Withheld
Appointment of KPMG LLP	Carried	23,430,739 (99.88%)	28,799 (0.12%)

Full details of all proposals are fully described in the Proxy Statement available on the Company's profile on SEDAR at www.sedar.com, and on EDGAR at www.sec.gov, and the detailed results of voting on each proposal are included in the Report of Voting Results filed on SEDAR and on EDGAR.

About Zymeworks Inc.

Zymeworks is a clinical-stage biopharmaceutical company dedicated to the development of next-generation multifunctional biotherapeutics. The Company's suite of therapeutic platforms and its fully integrated drug development engine enable precise engineering of highly differentiated product candidates. Zymeworks' lead clinical candidate, ZW25, is a novel Azymetric™ bispecific

antibody currently in Phase 2 clinical development. The Company's second clinical candidate, ZW49, is a bispecific antibody-drug conjugate currently in Phase 1 clinical development and combines the unique design and antibody framework of ZW25 with Zymeworks' proprietary ZymeLink™ cytotoxic payload. Zymeworks is also advancing a deep preclinical pipeline in immuno-oncology and other therapeutic areas. In addition, its therapeutic platforms are being leveraged through multiple strategic partnerships with eight global biopharmaceutical companies. For more information, visit www.zymeworks.com.

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