

**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): August 4, 2022**

**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)

**98-1398788**  
(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 or 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))

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

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.

**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

***Appointment of President of the Company***

On August 4, 2022, Zymeworks Inc. (the “Company”) announced via press release that the Company’s board of directors (the “Board”) appointed Mr. Neil Klompas, age 50, as President of the Company, effective August 4, 2022. Mr. Klompas currently serves as the Company’s Chief Operating Officer, and will continue in the role of Chief Operating Officer following his appointment as President of the Company. Mr. Klompas succeeds Mr. Kenneth Galbraith in the role of President of the Company. Following Mr. Klompas’s appointment, Mr. Galbraith will continue in the role of Chair of the Board and Chief Executive Officer.

Mr. Klompas joined Zymeworks in March 2007 and has served as its Chief Operating Officer since January 2022, its Chief Financial Officer from December 2007 to February 2022, and also as its Executive Vice President, Business Operations from September 2019 to January 2022. Prior to joining Zymeworks, he worked with KPMG LLP in Canada and the United States, most recently (from 2005 to 2007) with KPMG’s Pharmaceuticals, Biotechnology and Medical Device M&A Transaction Services practice in Princeton, New Jersey, where he advised on transactions including mergers, acquisitions, divestitures and strategic alliances. Prior to that, from 2000 to 2005 Mr. Klompas worked with KPMG’s Canadian Biotechnology and Pharmaceuticals practice. Mr. Klompas currently serves on the board of directors of Liminal BioSciences Inc. (NASDAQ: LMNL). Mr. Klompas is a Chartered Professional Accountant and is a member of the Chartered Professional Accountants of British Columbia. Mr. Klompas also holds a degree in Microbiology & Immunology from the University of British Columbia.

There are no arrangements or understandings between Mr. Klompas and any other persons pursuant to which he was appointed as President of the Company. There are also no family relationships between Mr. Klompas and any director or executive officer of the Company and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The compensatory and other material terms of Mr. Galbraith’s and Mr. Klompas’s employment with the Company will remain unchanged in connection with the foregoing. For information regarding Mr. Galbraith’s and Mr. Klompas’s existing compensation arrangements, please refer to the information contained in the section titled “Item 11. Executive Compensation - “Executive Employment Arrangements and Potential Payments upon Termination or Change in Control” in the Company’s Amendment No. 1 to the Annual Report on Form 10-K filed with the Securities and Exchange Commission (the “SEC”) on May 2, 2022.

**ITEM 7.01 REGULATION FD DISCLOSURE.**

On August 5, 2022, the Company filed a material change report with Canadian securities regulators regarding the appointment of Mr. Klompas as President of the Company. A copy of this material change report is attached as Exhibit 99.1 hereto.

The information provided under this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Material Change Report, dated August 5, 2022.</a>
104	Cover Page Interactive Data File (embedded as Inline XBRL document).

**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: August 5, 2022

By: /s/ Neil A. Klompas

Name: Neil A. Klompas

Title: President and Chief Operating Officer

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

Zymeworks Inc. (“Zymeworks” or the “Company”)  
114 East 4th Avenue—Suite 800  
Vancouver, BC, Canada  
V5T 1G4

**Item 2: Date of Material Change**

August 4, 2022

**Item 3: News Release**

A news release announcing the material change was disseminated through the facilities of Business Wire on August 4, 2022, and a copy was filed on the Company’s profile at [www.sedar.com](http://www.sedar.com).

**Item 4: Summary of Material Change**

On August 4, 2022, the Company announced that the Company’s board of directors (the “Board”) appointed Mr. Neil Klompas, age 50, as President of the Company, effective August 4, 2022. Mr. Klompas currently serves as the Company’s Chief Operating Officer, and will continue in the role of Chief Operating Officer following his appointment as President of the Company. Mr. Klompas succeeds Mr. Kenneth Galbraith in the role of President of the Company. Following Mr. Klompas’s appointment, Mr. Galbraith will continue in the role of Chair of the Board and Chief Executive Officer.

**Item 5: Full Description of Material Change**

**5.1 Full Description of Material Change**

On August 4, 2022, the Company announced that the Board appointed Mr. Neil Klompas, age 50, as President of the Company, effective August 4, 2022. Mr. Klompas currently serves as the Company’s Chief Operating Officer, and will continue in the role of Chief Operating Officer following his appointment as President of the Company. Mr. Klompas succeeds Mr. Kenneth Galbraith in the role of President of the Company. Following Mr. Klompas’s appointment, Mr. Galbraith will continue in the role of Chair of the Board and Chief Executive Officer.

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The compensatory and other material terms of Mr. Galbraith's and Mr. Klompas's employment with the Company will remain unchanged in connection with the foregoing. For information regarding Mr. Galbraith's and Mr. Klompas's existing compensation arrangements, please refer to the information contained in the section titled "Item 11. Executive Compensation – "Executive Employment Arrangements and Potential Payments upon Termination or Change in Control" in the Company's Amendment No. 1 to the Annual Report on Form 10-K filed with the Securities and Exchange Commission on May 2, 2022.

## **5.2 Disclosure of Restructuring Transactions**

Not applicable.

**Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7: Omitted Information**

Not applicable.

**Item 8: Executive Officer**

For further information, please contact Neil Klompas, President and Chief Operating Officer of the Company, at (604) 678-1388.

**Item 9: Date of Report**

August 5, 2022