

**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): June 12, 2023

Zymeworks Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41535
(Commission
File Number)

88-3099146
(IRS Employer
Identification No.)

108 Patriot Drive, Suite A
Middletown, Delaware
(Address of principal executive offices)

19709
(Zip Code)

(302) 274-8744
(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 Stock, par value \$0.00001 per share	ZYME	The Nasdaq Stock Market LLC

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 3.03 Material Modification to Rights of Security Holders.

The information set forth under Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 8, 2023, the preferred stock purchase rights issued pursuant to the Preferred Stock Rights Agreement (the “Rights Agreement”), dated as of October 12, 2022, between Zymeworks Inc. (the “Company”) and Computershare Trust Company N.A. expired by their terms. This had the effect of terminating the Rights Agreement.

In connection with the termination of the Rights Agreement, the Company filed a Certificate of Elimination with the Secretary of State of the State of Delaware on June 12, 2023, which, effective upon filing, eliminated the Company’s Series B Participating Preferred Stock, par value \$0.00001 per share (the “Series B Preferred Stock”). Upon effectiveness of the filing of the Certificate of Elimination, the shares that were previously designated as Series B Preferred Stock resumed the status of authorized but unissued shares of preferred stock of the Company.

The foregoing summary of the Certificate of Elimination does not purport to be complete and is subject to, and qualified in its entirety by reference to, the Certificate of Elimination filed herewith as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Elimination of Series B Participating Preferred Stock of Zymeworks Inc.
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: June 12, 2023

By: /s/ Christopher Astle

Name: Christopher Astle

Title: Senior Vice President and Chief Financial Officer

**CERTIFICATE OF ELIMINATION
OF SERIES B PARTICIPATING PREFERRED STOCK OF
ZYMEWORKS INC.**

(Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware)

Zymeworks Inc., a Delaware corporation (the “Company”), certifies as follows:

1. The Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) of the Company, including as amended pursuant to that certain Certificate of Designation of Rights, Preferences and Privileges of Series B Participating Preferred Stock (the “Certificate of Designation”), authorizes the issuance of 1,000,000 shares of preferred stock, par value \$0.00001 per share, of the Company designated as Series B Participating Preferred Stock (the “Series B Preferred Stock”).

2. Pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the “DGCL”), the Board of Directors of the Company adopted the following resolutions:

WHEREAS: In connection with the Company’s entry into the Preferred Stock Rights Agreement, dated as of October 12, 2022, between the Company and Computershare Trust Company N.A, as rights agent, the Board provided for the issuance of a series of preferred stock of the Company designated as Series B Participating Preferred Stock, par value \$0.00001 per share (the “Series B Preferred Stock”) through the adoption of a Certificate of Designation of Rights, Preferences and Privileges of Series B Participating Preferred Stock (the “Certificate of Designation”).

WHEREAS: The Board deems it advisable and in the best interests of the Company and its stockholders to effect the elimination of the Series B Preferred Stock pursuant to Section 151(g) of the DGCL.

NOW, THEREFORE, BE IT RESOLVED: That no shares of the Series B Preferred Stock are outstanding, and none of the authorized shares of the Series B Preferred Stock will be issued subject to the Certificate of Designation.

RESOLVED FURTHER: That the officers of the Company are, and each of them hereby is, authorized and directed, for and on behalf of the Company and in its name, to prepare a certificate of elimination, the form of which is attached as Exhibit A (the “Certificate of Elimination”), with the effect under the DGCL of eliminating from the Company’s Certificate of Incorporation all matters set forth in the Certificate of Designation, and to execute and file the Certificate of Elimination with the Secretary of State of the State of Delaware, at such time as they deem appropriate, and to take such further actions as they may deem necessary or appropriate to carry out the intent of the foregoing resolutions in accordance with the applicable provisions of the DGCL.

3. Pursuant to the provisions of Section 151(g) of the DGCL, all references to the Series B Preferred Stock in the Certificate of Incorporation are hereby eliminated, and the shares that were designated to such series are hereby returned to the status of authorized but unissued shares of preferred stock of the Company.

* * *

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be signed on its behalf by its duly authorized officer on this 12th day of June, 2023.

ZYMEWORKS INC.

/s/ Kenneth Galbraith

Name: Kenneth Galbraith

Title: Chair and Chief Executive Officer