

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Tehrani Ali</u> (Last) (First) (Middle) C/O ZYMEWORKS INC. 1385 WEST 8TH AVENUE, SUITE 540 (Street) VANCOUVER A1 V6H 3V9 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Zymeworks Inc. [ZYME]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 07/15/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			
Common Shares	07/15/2021		M ⁽¹⁾		3,800	A	\$4.2713 ⁽²⁾	264,125	D	
Common Shares	07/15/2021		S ⁽¹⁾		3,800	D	\$36 ⁽³⁾	260,325	D	
Common Shares	07/16/2021		M ⁽¹⁾		41,191	A	\$4.2643 ⁽⁴⁾	301,516	D	
Common Shares	07/16/2021		S ⁽¹⁾		41,191	D	\$36 ⁽³⁾	260,325	D	
Common Shares								55,511	I	Held by spouse

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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$4.2713 ⁽²⁾	07/15/2021		M ⁽¹⁾		3,800		01/01/2013 ⁽⁵⁾	01/01/2022	Common Shares	3,800	\$0.00	41,191	D	
Stock Option (Right to Buy)	\$4.2643 ⁽⁴⁾	07/16/2021		M ⁽¹⁾		41,191		01/01/2013 ⁽⁵⁾	01/01/2022	Common Shares	41,191	\$0.00	0	D	

Explanation of Responses:

- Pursuant to a 10b5-1 plan entered into May 13, 2021.
- The exercise price of the stock option is CAD5.37. The U.S. dollar equivalent of the exercise price is \$4.2713 using the Bank of Canada exchange rate for July 15, 2021 (CAD1.00 = \$0.7954).
- All shares were sold at \$36.00 per share.
- The exercise price of the stock option is CAD5.37. The U.S. dollar equivalent of the exercise price is \$4.2643 using the Bank of Canada exchange rate for July 16, 2021 (CAD1.00 = \$0.7941).
- Stock options vest as follows: (i) 25% of underlying shares on first anniversary of grant date of January 1, 2012 and (ii) remainder of underlying shares in 36 equal monthly installments on the last day of month following first anniversary of grant date.

Remarks:

/s/ Daniel Dex, Attorney-in-Fact 07/16/2021

** 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.