

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>HAUSMAN DIANA</u>  (Last) (First) (Middle) <u>C/O ZYMEWORKS INC.</u> <u>1385 WEST 8TH AVENUE, SUITE 540</u>  (Street) <u>VANCOUVER AI V6H 3V9</u>  (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)  Director <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <p style="text-align:center"><b>Chief Medical Officer</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/04/2020</u>	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	12/04/2020		M <sup>(1)</sup>		2,850	A	\$9.82	6,568	D	
Common Shares	12/04/2020		M <sup>(1)</sup>		3,182	A	\$11.84	9,750	D	
Common Shares	12/04/2020		S <sup>(1)</sup>		6,032	D	\$55.1187 <sup>(2)</sup>	3,718	D	
Common Shares								2,000	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
Stock Option (Right to Buy)	\$9.82	12/04/2020		M <sup>(1)</sup>		2,850		06/12/2018 <sup>(3)</sup>	06/12/2027	Common Shares	2,850	\$0.00	68,028	D	
Stock Option (Right to Buy)	\$11.84	12/04/2020		M <sup>(1)</sup>		3,182		03/19/2019 <sup>(3)</sup>	03/18/2028	Common Shares	3,182	\$0.00	47,673	D	

**Explanation of Responses:**

- Pursuant to a 10b5-1 plan.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$55.00 to \$55.38, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on December 4, 2020 at each separate price.
- Stock options vest as follows: (i) 25% of underlying shares on first anniversary of grant date and (ii) remainder of underlying shares in 36 equal monthly installments on last day of month following the first anniversary of grant date. The grant date was ten years before the listed expiration date.

**Remarks:**

/s/ Daniel Dex, Attorney-in-Fact 12/04/2020

\*\* 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.