

**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 24, 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 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
<b>Common Shares, no par value per share</b>	<b>ZYME</b>	<b>New York Stock Exchange</b>

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 7.01 REGULATION FD DISCLOSURE**

On June 18, 2019, Zymeworks issued a press release announcing the filing of a preliminary prospectus supplement in connection with an offering of the Company's common shares and, in lieu of common shares, to a certain investor, pre-funded warrants to purchase common shares (the "Offering"), 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](http://www.sedar.com) (the "Launch Press Release"). Additionally, on June 19, 2019, Zymeworks issued a press release announcing the pricing of the Offering, which was filed with the Canadian securities regulatory authorities in Canada on SEDAR (the "Pricing Press Release"). Copies of the Launch Press Release and the Pricing Press Release were furnished to the Securities Exchange Commission (the "SEC") on a Form 8-K dated June 19, 2019.

Subsequently, on June 24, 2019, Zymeworks issued a press release announcing the closing of the Offering, which was filed with the Canadian securities regulatory authorities in Canada on SEDAR (the "Closing Press Release"). A copy of this press release is attached as exhibit 99.1 hereto.

The information provided under this Item (including exhibit 99.1, attached hereto) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") 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 8.01 OTHER EVENTS**

On June 25, 2019, Zymeworks filed a material change report regarding the launch, pricing and closing of the Offering, as described in the Launch Press Release, the Pricing Press Release and the Closing Press Release with the Canadian securities regulatory authorities. A copy of this material change report is attached as exhibit 99.2 hereto.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS****(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release dated June 24, 2019.</a>
<a href="#">99.2</a>	<a href="#">Material Change Report dated June 25, 2019.</a>

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## 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.*

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(Registrant)

Date: June 25, 2019

By: /s/ Neil Klompas  
Name: Neil Klompas  
Title: Chief Financial Officer

## Zymeworks Announces Closing of Public Offering and Exercise in Full of the Underwriters' Over-Allotment Option to Purchase Additional Shares

VANCOUVER, Canada--(BUSINESS WIRE)--June 24, 2019--Zymeworks Inc. (NYSE/TSX: ZYME), a clinical stage biopharmaceutical company developing multifunctional biotherapeutics (the "**Company**"), announced today the closing of its previously announced underwritten public offering (the "**Offering**"). The Offering consisted of 7,013,892 common shares, including the exercise in full of the underwriters' over-allotment option to purchase 1,458,336 additional shares, and, in lieu of common shares, to a certain investor, pre-funded warrants to purchase up to 4,166,690 common shares. The common shares were offered at a price to the public of US\$18.00 per common share and the pre-funded warrants were offered at a price of US\$17.9999 per pre-funded warrant, for aggregate gross proceeds to the Company of approximately US\$201.3 million, before deducting underwriting discounts and commissions and estimated Offering expenses.

The Company intends to use the net proceeds of the Offering to accelerate and expand the global development of ZW25 both as a single agent and in combination with other anti-cancer agents in a variety of HER2-expressing tumors, including gastroesophageal, breast and other underserved cancers; to accelerate and expand the clinical development of ZW49 through its ongoing adaptive Phase 1 clinical trial and follow-on global studies; to advance other novel preclinical programs, including those involving non-HER2-expressing tumors; and for general corporate purposes.

J.P. Morgan Securities, LLC acted as active book-running manager for the Offering. Wells Fargo Securities, LLC and Stifel, Nicolaus & Company, Incorporated acted as passive book-running managers, Raymond James Ltd. acted as co-lead manager and Ladenburg Thalmann & Co. Inc. acted as co-manager.

The securities described above were offered in Canada pursuant to Zymeworks' final prospectus supplement, dated June 19, 2019 (the "**Canadian Supplement**"), to its Canadian final base shelf prospectus, dated March 6, 2019 (the "Base Prospectus"), and in the United States pursuant to Zymeworks' final prospectus supplement, dated June 19, 2019 (the "**U.S. Supplement**"), together with the Canadian Supplement, the "**Supplements**"), to its U.S. shelf registration statement on Form S-3, as amended, including a prospectus dated January 31, 2019 (the "**Registration Statement**"). The Supplements were filed in Canada and the United States on June 20, 2019.

The Company relied on the exemption set forth in Section 602.1 of the TSX Company Manual, which provides that the TSX will not apply its standards to certain transactions involving eligible interlisted issuers on a recognized exchange, such as the NYSE.

The Supplements and the Registration Statement contain important detailed information about the Offering. A copy of the Canadian Supplement can be found on SEDAR at [www.sedar.com](http://www.sedar.com), and a copy of the U.S. Supplement and the related Registration Statement can be found on EDGAR at [www.sec.gov](http://www.sec.gov). Copies of the Supplements may also be obtained from J.P. Morgan Securities, LLC, Attention; Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, or by telephone at (866) 803-9204; Wells Fargo Securities, LLC,

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Attention; Equity Syndicate Department, 375 Park Avenue, New York, NY 10152, by telephone at (800) 326-5897, or by email at [cmclientsupport@wellsfargo.com](mailto:cmclientsupport@wellsfargo.com); or Stifel, Nicolaus & Company, Incorporated, Attention: Syndicate, One Montgomery Street, Suite 3700, San Francisco, CA 94104, by telephone at (415) 364-2720, or by email at [syndprospectus@stifel.com](mailto:syndprospectus@stifel.com). Prospective investors should read the Supplements and the Registration Statement before making an investment decision.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any province, state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such province, state or jurisdiction.

### **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 strategic partnerships with nine biopharmaceutical companies.

### **Cautionary Note Regarding Forward Looking Statements**

This press release includes “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and “forward-looking information” within the meaning of Canadian securities laws, or collectively, forward-looking statements. Forward-looking statements in this news release include statements that relate to the Offering, the anticipated use of proceeds from the Offering and other information that is not historical information. When used herein, words such as “advance”, “believe”, “initiate”, “may”, “plan”, “will”, “estimate”, “continue”, “anticipate”, “intend”, “expect” and similar expressions are intended to identify forward-looking statements. In addition, any statements or information that refer to expectations, beliefs, plans, projections, objectives, performance or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking. All forward-looking statements are based upon Zymeworks' current expectations and various assumptions. Zymeworks believes there is a reasonable basis for its expectations and beliefs, but they are inherently uncertain. Zymeworks may not realize its expectations, and its beliefs may not prove correct. Actual results could differ materially from those described or implied by such forward-looking statements as a result of various factors, including, without limitation, market conditions and the factors described under “Risk Factors” in the Base Prospectus, the Registration Statement, the Supplements and Zymeworks' Quarterly Report on Form 10-Q for the three month period ended March 31, 2019 (a copy of which may be obtained at [www.sec.gov](http://www.sec.gov) and

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[www.sedar.com](http://www.sedar.com)). Consequently, forward-looking statements should be regarded solely as Zymeworks' current plans, estimates and beliefs. You should not place undue reliance on forward-looking statements. Zymeworks cannot guarantee future results, events, levels of activity, performance or achievements. Zymeworks does not undertake and specifically declines any obligation to update, republish, or revise any forward-looking statements to reflect new information, future events or circumstances, or to reflect the occurrences of unanticipated events, except as may be required by law.

## **Contacts**

### **Zymeworks Inc.**

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

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

Zymeworks Inc. (“Zymeworks” or the “Company”)|1385 West 8<sup>th</sup> Avenue, Suite 540|Vancouver, BC, Canada|V6H 3V9

**Item 2: Date of Material Change**

June 18, 2019, June 19, 2019 and June 24, 2019

**Item 3: News Release**

News releases dated June 18, 2019, June 19, 2019 and June 24, 2019 were disseminated through the facilities of Business Wire, and copies were filed on the Company's profile at [www.sedar.com](http://www.sedar.com).

**Item 4: Summary of Material Change**

On June 24, 2018, Zymeworks announced that it had closed its previously announced underwritten public offering (the “**Offering**”). The Offering consisted of 7,013,892 common shares, including the exercise in full of the underwriters' over-allotment option to purchase 1,458,336 additional shares, and, in lieu of common shares, to a certain investor, pre-funded warrants to purchase up to 4,166,690 common shares. The common shares were offered at a price to the public of US\$18.00 per common share and the pre-funded warrants were offered at a price of US\$17.9999 per pre-funded warrant, for aggregate gross proceeds to the Company of approximately US\$201.3 million, before deducting underwriting discounts and commissions and estimated Offering expenses.

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

**5.1 Full Description of Material Change**

On June 18, 2019, Zymeworks announced that it had filed a preliminary prospectus supplement (the “**Canadian Supplement**”) to its Canadian short form base shelf prospectus dated March 6, 2019 (the “**Base Prospectus**”) in connection with the Offering. The Canadian Supplement was filed with the securities regulatory authorities in each of the provinces and territories of Canada. A preliminary prospectus supplement (together with the Canadian Supplement, the “**Supplements**”) was also filed with the U.S. Securities and Exchange Commission as part of a registration statement on Form S-3, as amended, including a prospectus which became effective January 31, 2019 (the “**Registration Statement**”), pursuant to which the securities will be offered in the United States.

Zymeworks announced that it expected the Offering to raise a total gross proceeds of approximately US\$150.0 million, before deducting underwriting discounts and commissions and estimated offering expenses, and that it expected

to grant to the underwriters a 30-day over-allotment option to purchase up to an additional 15% of the number of common shares offered in the Offering.

On June 19, 2019, Zymeworks announced the pricing of the Offering of 5,555,556 common shares and, in lieu of common shares, to a certain investor, pre-funded warrants to purchase up to 4,166,690 common shares. The Company announced that the common shares were being offered at a price to the public of US\$18.00 per common share and the pre-funded warrants were being offered at a price of US\$17.9999 per pre-funded warrant, for aggregate gross proceeds to the Company of approximately US\$175.0 million, before deducting the underwriting discounts and commissions and estimated Offering expenses. In addition, the Company announced that it granted the underwriters of the Offering a 30-day over-allotment option to purchase up to an additional 1,458,336 common shares on the same terms and conditions.

On June 24, 2019, Zymeworks announced that it closed its Offering of 7,013,892 common shares, including the exercise in full of the underwriters' over-allotment option to purchase 1,458,336 additional shares, and, in lieu of common shares, to a certain investor, pre-funded warrants to purchase up to 4,166,690 common shares. The common shares were offered at a price to the public of US\$18.00 per common share and the pre-funded warrants were offered at a price of US\$17.9999 per pre-funded warrant, for aggregate gross proceeds to the Company of approximately US\$201.3 million, before deducting underwriting discounts and commissions and estimated Offering expenses.

The Company intends to use the net proceeds of the Offering to accelerate and expand the global development of ZW25 both as a single agent and in combination with other anti-cancer agents in a variety of HER2-expressing tumors, including gastroesophageal, breast and other underserved cancers; to accelerate and expand the clinical development of ZW49 through its ongoing adaptive Phase 1 clinical trial and follow-on global studies; to advance other novel preclinical programs, including those involving non-HER2-expressing tumors; and for general corporate purposes.

J.P. Morgan Securities, LLC acted as active book-running manager for the Offering. Wells Fargo Securities, LLC and Stifel, Nicolaus & Company, Incorporated acted as passive book-running managers, Raymond James Ltd. acted as co-lead manager and Ladenburg Thalmann & Co. Inc. acted as co-manager.

The securities described above were offered in Canada pursuant to Zymeworks' final prospectus supplement, dated June 19, 2019 (the "**Final Canadian Supplement**"), to its Base Prospectus, and in the United States pursuant to Zymeworks' final prospectus supplement, dated June 19, 2019 (together with the Final Canadian Supplement, the "**Final Supplements**"), to its U.S. Registration Statement. The Final Supplements were filed in Canada and the United States on June 20, 2019.

The Company relied on the exemption set forth in Section 602.1 of the TSX Company Manual, which provides that the TSX will not apply its standards to certain transactions involving eligible interlisted issuers on a recognized exchange, such as the NYSE.



## **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, Chief Financial Officer of the Company at (604) 678-1388.

**Item 9: Date of Report**

June 25, 2019

### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This material change report includes “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and “forward-looking information” within the meaning of Canadian securities laws, or collectively, forward-looking statements. Forward-looking statements in this material change report include statements that relate to the Offering, the anticipated use of proceeds from the Offering and other information that is not historical information. When used herein, words such as “advance”, “believe”, “initiate”, “may”, “plan”, “will”, “estimate”, “continue”, “anticipate”, “intend”, “expect” and similar expressions are intended to identify forward-looking statements. In addition, any statements or information that refer to expectations, beliefs, plans, projections, objectives, performance or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking. All forward-looking statements are based upon Zymeworks’ current expectations and various assumptions. Zymeworks believes there is a reasonable basis for its expectations and beliefs, but they are inherently uncertain. Zymeworks may not realize its expectations, and its beliefs may not prove correct. Actual results could differ materially from those described or implied by such forward-looking statements as a result of various factors, including, without limitation, market conditions and the factors described under “Risk Factors” in the Base Prospectus, the Supplements and Zymeworks’ Quarterly Report on Form 10-Q for the three month period ended March 31, 2019 (a copy of which may be obtained at [www.sec.gov](http://www.sec.gov) and [www.sedar.com](http://www.sedar.com)). Consequently, forward-looking statements should be regarded solely as Zymeworks’ current plans, estimates and beliefs. You should not place undue reliance on forward-looking statements. Zymeworks cannot guarantee future results, events, levels of activity, performance or achievements. Zymeworks does not undertake and specifically declines any obligation to update, republish, or revise any forward-looking statements to reflect new information, future events or circumstances, or to reflect the occurrences of unanticipated events, except as may be required by law.