

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>O'Driscoll Kathryn</u> (Last) (First) (Middle) <u>C/O ZYMEWORKS INC.</u> <u>1385 WEST 8TH AVENUE, SUITE 540</u> (Street) <u>VANCOUVER A1 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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief People Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/10/2021</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	03/10/2021		M		1,354	A	\$0.00 ⁽¹⁾	6,357	D	
Common Shares	03/10/2021		S ⁽²⁾		568	D	\$34.9535 ⁽³⁾	5,789	D	

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
Restricted Stock Unit	⁽⁴⁾	03/10/2021		M			1,354	⁽⁵⁾	⁽⁵⁾	Common Shares	1,354	\$0.00	2,709	D	
Stock Option (Right to Buy)	\$34.82	03/10/2021		A		30,000		⁽⁶⁾	03/09/2031	Common Shares	30,000	\$0.00	30,000	D	
Restricted Stock Unit	⁽⁴⁾	03/10/2021		A		5,000		⁽⁷⁾	⁽⁷⁾	Common Shares	5,000	\$0.00	5,000	D	

Explanation of Responses:

- Represents common shares issued upon vesting of one third of the restricted stock units ("RSUs") granted on March 10, 2020.
- Represents common shares sold to cover tax withholding obligations and other applicable fees in connection with the vesting of RSUs. Pursuant to the terms of the applicable RSU grant agreement (the "Grant Agreement"), effective on the grant date of the RSUs, the Reporting Person irrevocably adopted a 10b5-1 plan pursuant to which the Reporting Person elected to sell shares to cover tax withholding obligations and other applicable fees in accordance with the terms of the Grant Agreement.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$34.80 to \$35.15, inclusive. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- Each RSU represents the contingent right to receive, upon vesting of the RSU, one share of the Issuer's common stock.
- The RSUs were granted on March 10, 2020 and vest in three equal annual instalments beginning on March 10, 2021.
- 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 first anniversary of grant date.
- The RSUs vest in three equal annual installments beginning on March 10, 2022.

Remarks:

/s/ Daniel Dex, Attorney-in-Fact 03/12/2021

** 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.