
**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): July 16, 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:

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

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 8.01 OTHER EVENTS

On July 16, 2019, Zymeworks Inc. (“Zymeworks”) issued a press release announcing that its global biopharma partner Celgene Corporation (“Celgene”) has selected a lead therapeutic candidate in oncology for further development and exercised its option to a commercial license under the companies’ 2014 Azymetric™ collaboration and licensing agreement, and that Zymeworks will receive a US\$7.5 million payment as a result of Celgene’s exercise of this option. This press release was filed with the Canadian securities regulatory authorities in Canada on the System for Electronic Document Analysis and Retrieval (“SEDAR”) at www.sedar.com. Additionally, on July 16, 2019, Zymeworks filed a material change report regarding this matter with the Canadian securities regulatory authorities on SEDAR at www.sedar.com. Copies of this press release and material change report are respectively filed as exhibits 99.1 and 99.2 hereto.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 16, 2019.
99.2	Material Change Report dated July 16, 2019.

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: July 16, 2019

By: /s/ Neil A. Klompas

Name: Neil A. Klompas

Title: Chief Financial Officer



Celgene Selects Lead Oncology Therapeutic Candidate Under Bispecific Antibody Collaboration with Zymeworks

- *First of ten potential products built on Zymeworks' proprietary Azymetric™ platform*
- *Zymeworks to receive US\$7.5 million commercial license payment*

Vancouver, Canada (July 16, 2019) – Zymeworks Inc. (NYSE/TSX: ZYME), a clinical-stage biopharmaceutical company developing multifunctional therapeutics, today announced that its global biopharma partner Celgene Corporation has selected a lead therapeutic candidate in oncology for further development and exercised its option to a commercial license under the companies' 2014 Azymetric™ collaboration and licensing agreement. Zymeworks' proprietary Azymetric technology platform enables the rapid development of bispecific and multifunctional therapeutics with broad potential for the treatment of cancer, inflammation, and infectious disease. Zymeworks will receive a US\$7.5 million payment as a result of Celgene's exercise of its option to a commercial license.

"Celgene's first selection of a lead bispecific antibody candidate using the Azymetric platform underscores their dedication to our partnership and the comprehensive utility of our industry-leading technologies," said Ali Tehrani, Ph.D., President and Chief Executive Officer at Zymeworks. "Celgene's progress, alongside that of Lilly, Daiichi, and Merck, which we announced earlier this year, advances our goal of enabling innovative medicines for patients around the world."

Celgene is one of five global biopharmaceutical companies that has expanded their collaboration agreements with Zymeworks to increase the number of potential products commercialized based on the Azymetric platform. Under the terms of the original 2014 agreement, Zymeworks granted Celgene a license to research, develop, and commercialize up to eight bispecific antibodies, and in 2018, the companies increased the number of potential products to ten. For each of the up to ten products, Zymeworks is eligible to receive up to US\$164 million comprised of a licensing fee and development and commercial milestones in addition to royalties on worldwide sales.

About the Azymetric™ Platform

The Azymetric platform enables the transformation of monospecific antibodies into bispecific antibodies, giving the antibodies the ability to simultaneously bind two different targets. Azymetric bispecific technology enables the development of multifunctional biotherapeutics that can block multiple signaling pathways, recruit immune cells to tumors, enhance receptor clustering degradation, and increase tumor-specific targeting. These features are intended to enhance efficacy while reducing toxicities and the potential for drug resistance. Azymetric bispecifics have been engineered to retain the desirable drug-like qualities of naturally occurring antibodies, including low immunogenicity, long half-life, and high stability. In addition, they are compatible with standard manufacturing processes with high yields and purity, potentially significantly reducing drug development costs and timelines.

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 Azymeric™ 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. For more information, visit www.zymeworks.com.

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, but are not limited to, statements that relate to potential milestone payments, royalties and other revenue, advancement towards Zymeworks' goal of enabling innovative medicines for patients around the world, Zymeworks' potential with respect to therapeutic treatment and development of therapeutic candidates, and other information that is not historical information. When used herein, words and phrases such as “will,” “eligible to,” “intended to,” 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 Zymeworks' Quarterly Report on Form 10-Q for its fiscal quarter ended March 31, 2019 (a copy of which may be obtained at www.sec.gov and www.sedar.com). Consequently, forward-looking statements should be regarded solely as Zymeworks' current plans, estimates and beliefs. Investors 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.

Investor Inquiries:
Ryan Dercho, Ph.D.
(604) 678-1388
ir@zymeworks.com

Tiffany Tolmie
(604) 678-1388
ir@zymeworks.com

Media Inquiries:
Kavita Shah, Ph.D.
(604) 678-1388
info@zymeworks.com

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

Item 1: Name and Address of Company

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

Item 2: Date of Material Change

July 16, 2019

Item 3: News Release

A news release announcing the material change was disseminated through the facilities of Business Wire on July 16, 2019 and a copy was filed on the Company’s profile at www.sedar.com.

Item 4: Summary of Material Change

On July 16, 2019, Zymeworks announced that its global biopharma partner Celgene Corporation (“Celgene”) has selected a lead therapeutic candidate in oncology for further development and exercised its option to a commercial license under the companies’ 2014 Azymetric™ collaboration and licensing agreement. Zymeworks will receive a US\$7.5 million payment as a result of Celgene’s exercise of its option to a commercial license.

Item 5: Full Description of Material Change**5.1 Full Description of Material Change**

On July 16, 2019, Zymeworks announced that its global biopharma partner Celgene has selected a lead therapeutic candidate in oncology for further development and exercised its option to a commercial license under the companies’ 2014 Azymetric™ collaboration and licensing agreement. Zymeworks’ proprietary Azymetric technology platform enables the rapid development of bispecific and multifunctional therapeutics with broad potential for the treatment of cancer, inflammation, and infectious disease. Zymeworks will receive a US\$7.5 million payment as a result of Celgene’s exercise of its option to a commercial license.

Celgene is one of five global biopharmaceutical companies that has expanded their collaboration agreements with Zymeworks to increase the number of potential products commercialized based on the Azymetric platform. Under the terms of the original 2014 agreement, Zymeworks granted Celgene a license to research, develop, and commercialize up to eight bispecific antibodies, and in 2018, the companies increased the number of potential products to ten. For each of the up to ten products, Zymeworks is eligible to receive up to US\$164 million comprised of a licensing fee and development and commercial milestones in addition to royalties on worldwide sales.

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

July 16, 2019

Cautionary Note 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, but are not limited to, statements that relate to potential milestone payments, royalties and other revenue, advancement towards Zymeworks’ goal of enabling innovative medicines for patients around the world, Zymeworks’ potential with respect to therapeutic treatment and development of therapeutic candidates, and other information that is not historical information. When used herein, words and phrases such as “will,” “eligible to,” “intended to,” 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 Zymeworks’ Quarterly Report on Form 10-Q for its fiscal quarter ended March 31, 2019 (a copy of which may be obtained at www.sec.gov and www.sedar.com). Consequently, forward-looking statements should be regarded solely as Zymeworks’ current plans, estimates and beliefs. Investors 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.