
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ZYMEWORKS INC.
(Exact name of registrant as specified in its charter)

British Columbia, Canada
(Jurisdiction of
Incorporation)

98-1398788
(I.R.S. Employer
Identification No.)

114 East 4th Avenue, Suite 800
Vancouver, British Columbia, Canada V5T 1G4
(Address of Registrant's Principal Executive Offices)

Amended and Restated Stock Option and Equity Compensation Plan
Amended and Restated Employee Stock Purchase Plan
(Full Title of Plan)

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801
(302) 658-7581
(Name, Address and Telephone Number of Agent for Service)

Copy to:

Tony Jeffries
Bryan D. King
Wilson Sonsini Goodrich & Rosati, P.C.
650 Page Mill Road
Palo Alto, California 94304
(650) 493-9300

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Zymeworks Inc. (the “Registrant”) for the purpose of registering 1,865,357 common shares, no par value per share, of the Registrant under its Amended and Restated Stock Option and Equity Compensation Plan and 419,000 common shares, no par value per share, of the Registrant under its Amended and Restated Employee Stock Purchase Plan for which a registration statement (No. 333-257819) on Form S-8 was filed with the Securities and Exchange Commission (the “Commission”) on July 9, 2021 (the “Previous Form S-8”). Pursuant to General Instruction E to Form S-8, the contents of the Previous Form S-8, including periodic reports filed after the Previous Form S-8 to maintain current information about the Registrant, are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such earlier registration statement are modified as set forth in this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, or excerpts thereof as indicated, filed by Zymeworks Inc. (the “Registrant”) with the Securities and Exchange Commission (the “Commission”) are incorporated by reference into this Registration Statement:

- (a) the Registrant’s Annual Report on [Form 10-K](#) (File No. 001-38068) for the fiscal year ended December 31, 2021 filed with the Commission on February 24, 2022;
- (b) all other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (“Exchange Act”), since the end of the fiscal year covered by the Annual Report incorporated by reference herein pursuant to (a) above; and
- (c) the description of the Registrant’s common shares contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-38068) filed with the Commission on April 24, 2017 under Section 12(b) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities offered hereby then remaining unsold, shall be deemed to be incorporated by reference herein and shall be deemed to be a part hereof from the date of the filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances will any information furnished under items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8. Exhibits.

Exhibit No.	Description	Incorporated by Reference			Filing Date
		Form	File No.	Exhibit	
4.1	Specimen Common Share certificate.	10-K	001-38068	4.1	February 24, 2022
4.2	Notice of Articles of the Registrant.	10-K	001-38068	3.1	February 24, 2022
4.3	Articles of the Registrant.	F-1/A	333-217100	3.2	April 17, 2017
4.4	Amended and Restated Stock Option and Equity Compensation Plan and forms of agreements thereunder.	10-Q	001-38068	10.1	May 7, 2020
4.5	Amended and Restated Employee Stock Purchase Plan (Schedule “B” to Exhibit 99.1).	8-K	001-38068	99.1	May 16, 2018
5.1	Opinion of Blake, Cassels & Graydon LLP.				
23.1	Consent of Blake, Cassels & Graydon LLP (included in Exhibit 5.1 to this Registration Statement).				
23.2	Consent of KPMG LLP.				
24.1	Power of Attorney (included on page II-2 of this Registration Statement).				
107	Filing Fee Table.				

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vancouver, British Columbia on February 25, 2022.

ZYMEWORKS INC.

By: /s/ Kenneth Galbraith

Name: Kenneth Galbraith

Title: Chair, Chief Executive Officer and President

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Kenneth Galbraith, Christopher Astle and Neil Klompas as his or her true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each action alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on February 25, 2022.

Signature	Title
<u>/s/ Kenneth Galbraith</u> Kenneth Galbraith	Chair, Chief Executive Officer and President (Principal Executive Officer)
<u>/s/ Christopher Astle</u> Christopher Astle	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Lota Zoth</u> Lota Zoth	Director
<u>/s/ Troy M. Cox</u> Troy M. Cox	Director
<u>/s/ Kenneth Hillan</u> Kenneth Hillan	Director
<u>/s/ Susan Mahony</u> Susan Mahony	Director
<u>/s/ Kelvin Neu</u> Kelvin Neu	Director

/s/ Hollings C. Renton Director
Hollings C. Renton

/s/ Natalie Sacks Director
Natalie Sacks

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned certifies that it is the duly authorized United States representative of the Registrant and has duly caused this Registration Statement on Form S-8 to be signed by the undersigned, thereunto duly authorized, in the City of Vancouver, British Columbia, on February 25, 2022.

ZYMEWORKS BIOPHARMACEUTICALS INC.
(Authorized Representative in the United States)

By: /s/ Kenneth Galbraith

Name: Kenneth Galbraith

Title: Chair, Chief Executive Officer and President



Blake, Cassels & Graydon LLP
Barristers & Solicitors
Patent & Trade-mark Agents
595 Burrard Street, P.O. Box 49314
Suite 2600, Three Bentall Centre
Vancouver BC V7X 1L3 Canada
Tel: 604-631-3300 Fax: 604-631-3309

February 25, 2022

Reference: 99493/1

Zymeworks Inc.
114 East 4th Avenue - Suite 800
Vancouver, BC, Canada
V5T 1G4

RE: Zymeworks Inc. – Registration Statement on Form S-8

Dear Sirs/Mesdames:

We have acted as Canadian counsel to Zymeworks Inc., a company continued under the *Business Corporations Act* (British Columbia) (the “**Company**”), in connection with the filing by the Company with the Securities and Exchange Commission (the “**Commission**”) of a registration statement on Form S-8 (such registration statement, as it may be amended from time to time, is referred to herein as the “**Registration Statement**”) relating to the registration pursuant to the United States *Securities Act of 1933*, as amended, of:

- (a) 1,865,357 common shares (the “**Equity Compensation Shares**”) in the capital of the Company which are reserved for issuance pursuant to the exercise of share options granted under the Company’s amended and restated stock option and equity compensation plan (the “**Equity Compensation Plan**”); and
- (b) 419,000 common shares (the “**ESPP Shares**” and, together with the Equity Compensation Shares, the “**Shares**”) in the capital of the Company which may be issued by the Company pursuant to its amended and restated employee stock purchase plan (the “**ESPP**” and, together with the Equity Compensation Plan, the “**Incentive Plans**”).

For the purposes of this opinion we have reviewed such corporate records of the Company and other documents as we have deemed necessary or desirable to give the opinion expressed below.

We have assumed the genuineness of all signatures, the legal capacity of all individuals and the authenticity of all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as certified, conformed or photostatic copies or facsimiles thereof, and the completeness and accuracy of the corporate records in our possession as of the date hereof.

Based and relying upon and subject to the foregoing, we are of the opinion at the date hereof that the Shares have been duly authorized for issuance and, when issued and paid for in accordance with the terms of the Incentive Plans, will be validly issued, fully paid and non-assessable.

This opinion is rendered solely in connection with the Registration Statement.

TORONTO

CALGARY

VANCOUVER

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OTTAWA

NEW YORK

LONDON

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The opinion expressed in this letter is subject to the following exceptions and qualifications:

- (a) we do not express any opinion with respect to the laws of any jurisdiction other than British Columbia and the federal laws of Canada specifically applicable therein; and
- (b) our opinion is based on legislation and regulations in effect on the date hereof.

We acknowledge that we are referred to in the Registration Statement and we hereby consent to the filing of this opinion as an exhibit to the Registration Statement. By the giving of such consent, we do not admit that we are experts with respect to any part of the Registration Statement, or otherwise, within the meaning of the Rules and Regulations of the Commission.

Yours truly,

/s/ Blake, Cassels & Graydon LLP

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Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated February 24, 2022, with respect to the consolidated financial statements of Zymeworks Inc. and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Chartered Professional Accountants

Vancouver, Canada

February 25, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Zymeworks Inc.

(Exact name of registrant as specified in its charter)

Table 1 - Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Shares, no par value per share, reserved for issuance under the Amended and Restated Stock Option and Equity Compensation Plan	457(c) and 457(h)	1,865,357 ⁽²⁾	\$7.13 ⁽⁴⁾	\$13,299,995.41	\$92.70 per \$1,000,000	\$1,232.91
Equity	Common Shares, no par value per share, reserved for issuance under the Amended and Restated Employee Stock Purchase Plan	457(c) and 457(h)	419,000 ⁽³⁾	\$6.07 ⁽⁵⁾	\$2,543,330.00	\$92.70 per \$1,000,000	\$235.77
Total Offering Amounts					\$15,843,325.41		\$1,468.68
Total Fee Offsets							—
Net Fee Due							\$1,468.68

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement shall also cover any additional Common Shares of the Registrant that become issuable under the Amended and Restated Stock Option and Equity Compensation Plan (the “**Equity Compensation Plan**”) and the Amended and Restated Employee Stock Purchase Plan (the “**ESPP**”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding Common Shares.
- (2) Reflects an automatic annual increase to the number of Common Shares reserved for issuance pursuant to future awards under the Equity Compensation Plan, which annual increase is provided for in the Equity Compensation Plan.
- (3) Reflects an automatic annual increase to the number of Common Shares reserved for issuance under the ESPP, which annual increase is provided for in the ESPP.
- (4) Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for purposes of calculating the registration fee on the basis of \$7.13, the average of the high and low prices of the Common Shares, as reported on the New York Stock Exchange (the “**NYSE**”) on February 22, 2022.
- (5) Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for purposes of calculating the registration fee on the basis of \$7.13, the average of the high and low prices of the Common Share, as reported on the NYSE on February 22, 2022 and applying a 15% discount consistent with the provisions of the ESPP.

