

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**FORM 8-A**

---

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) or (g) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

---

**Zymeworks Inc.**

(Exact name of registrant as specified in its charter)

---

**Canada**

(State of incorporation or organization)

**47-2569713**

(I.R.S. Employer Identification No.)

**Suite 540 -1385 West 8<sup>th</sup> Avenue  
Vancouver, British Columbia, Canada  
(604) 678-1388**

(Address of Principal Executive Offices)

**V6H3V9**

(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

Title of each class  
to be so registered  
**Common Shares**

Name of each exchange on which  
each class is to be registered  
**New York Stock Exchange**

---

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), check the following box.

**Securities Act registration statement file number to which this form relates:**

**333-217100**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

---

---

**Item 1. Description of Registrant’s Securities to be Registered.**

For a description of the securities of Zymeworks Inc. (the “Registrant”) being registered hereunder, reference is made to the information set forth under the heading “Description of Share Capital” contained in the Registrant’s Registration Statement on Form F-1 (File No. 333-217100), as initially filed with the Securities and Exchange Commission (the “Commission”) on April 3, 2017, as subsequently amended (the “Registration Statement”), and in the prospectus included in the Registration Statement to be filed separately by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which prospectus shall be deemed to be incorporated by reference herein.

**Item 2. Exhibits.**

Under the “Instructions as to Exhibits” Section of Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are to be registered on the New York Stock Exchange and the securities to be registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: April 24, 2017

**ZYMEWORKS INC.**

By: /s/ Neil Klompas

Name: Neil Klompas

Title: Chief Financial Officer