

**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): December 16, 2022

Zymeworks Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41535
(Commission
File Number)

88-3099146
(IRS Employer
Identification No.)

**108 Patriot Drive, Suite A
Middletown, Delaware**
(Address of principal executive offices)

19709
(Zip Code)

(302) 274-8744
(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 Stock, par value \$0.00001 per share	ZYME	The Nasdaq Stock Market LLC
Preferred Stock Purchase Rights	N/A	The Nasdaq Stock Market LLC

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 5.07 Submission of Matters to a Vote of Security Holders.

On Friday, December 16, 2022, Zymeworks Inc. (the “Company”), held its 2022 annual meeting of stockholders (the “Annual Meeting”) at 9:00 a.m. Pacific Time, at the Cheakamus Room, Fairmont Waterfront, 900 Canada Place Way, Vancouver, BC V6C 3L5. As of the close of business on November 15, 2022, the record date for the Annual Meeting, there were 63,003,370 shares of common stock entitled to vote at the meeting and 1,424,533 exchangeable shares of Zymeworks ExchangeCo Ltd., a company existing under the laws of the Province of British Columbia and an indirect subsidiary of the Company (“ExchangeCo”), entitled to exercise voting rights at the meeting. 35,904,514 shares of common stock and 10,000 exchangeable shares were present in person or by proxy at the Annual Meeting, representing approximately 56.99% of the Company’s common stock and 0.70% of ExchangeCo’s exchangeable shares, and together representing 55.74% of the voting power of the capital stock of the Company, which constituted a quorum for the transaction of business.

Set forth below are the matters acted upon by the Company’s stockholders and holders of exchangeable shares (collectively, the “securityholders”) at the Annual Meeting, and the final voting results on each matter. Each of the proposals are described in further detail in the Company’s definitive proxy statement dated November 25, 2022, filed with the Securities and Exchange Commission on [November 25, 2022](#).

Proposal 1 - Election of Directors

1. The following nominees were elected as directors to serve until their term expires or until their successors are duly elected or appointed.

<u>Nominee</u>	<u>Votes For</u>	<u>% Votes For</u>	<u>Votes Withheld</u>	<u>% Votes Withheld</u>	<u>Broker Non-Votes</u>
Troy M. Cox	19,442,093	64.77%	10,574,983	35.23%	5,897,438
Kenneth Hillan	21,670,332	72.19%	8,346,744	27.81%	5,897,438
Natalie Sacks	21,752,839	72.47%	8,264,237	27.53%	5,897,438

Proposal 2 - Advisory Vote on the Compensation of Named Executive Officers

2. The securityholders approved on an advisory and non-binding basis the compensation of the Company’s named executive officers. There were 5,897,438 broker non-votes for this proposal.

<u>Votes For</u>	<u>% Votes For</u>	<u>Votes Against</u>	<u>% Votes Against</u>	<u>Votes Abstaining</u>	<u>% Votes Abstaining</u>
25,486,721	84.91%	4,485,962	14.94%	44,393	0.15%

Proposal 3 - Ratification of Appointment of Auditor

3. The securityholders ratified the appointment of KPMG LLP, chartered professional accountants, as the Company’s auditors for the year ending December 31, 2022. There were 0 broker non-votes for this proposal.

<u>Votes For</u>	<u>% Votes For</u>	<u>Votes Against</u>	<u>% Votes Against</u>	<u>Votes Abstaining</u>	<u>% Votes Abstaining</u>
35,682,260	99.36%	177,422	0.49%	54,832	0.15%

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: December 19, 2022

By: /s/ Chris Astle

Name: Chris Astle

Title: Senior Vice President and Chief Financial Officer