

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**(Amendment No. 1)**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 7, 2020**

**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)

**98-1398788**  
(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:

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

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.

## EXPLANATORY NOTE

This current report on Form 8-K/A (this “Amendment”) updates information originally provided under Item 5.07 in a Current Report on Form 8-K filed on May 8, 2020 (the “Original Filing”), in which Zymeworks Inc. (the “Company”) reported voting results for its 2020 annual meeting of shareholders held on May 7, 2020 (the “2020 Annual Meeting”), including the results of the advisory and non-binding vote regarding the frequency of future advisory and non-binding votes on compensation of the Company’s named executive officers. The sole purpose of this Amendment is to update the Original Filing in accordance with Item 5.07(d) of Form 8-K to disclose the Company’s decision regarding how frequently it will conduct future shareholder advisory votes to approve the compensation of the Company’s named executive officers and, except as set forth below, this Amendment does not modify or update any other disclosure contained in the Original Filing, and this Amendment should be read in conjunction with the Original Filing.

### **ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

In the Company’s proxy statement with respect to the Company’s 2020 Annual Meeting, filed on March 23, 2020, the Company disclosed that its Board of Directors intended to hold say-on-pay votes in the future in accordance with the alternative that received the most shareholder support at the Company’s 2020 Annual Meeting. As reported in the Original Filing, at the Company’s 2020 Annual Meeting, the shareholders selected every year as the preferred frequency of holding future advisory and non-binding votes on the compensation of the Company’s named executive officers. This result was consistent with the recommendation of the Company’s Board of Directors. In light of that vote, the Company decided that it will hold advisory and non-binding votes on the compensation of the Company’s named executive officers every year, until the next shareholder vote on the frequency of such votes.

### **ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

#### **(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
104	Cover Page Interactive Data File (embedded as Inline XBRL document).

**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: May 18, 2021

By: /s/ Neil A. Klompas

Name: Neil A. Klompas

Title: Executive Vice President, Business  
Operations and Chief Financial Officer