

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Klompas Neil A</u> (Last) (First) (Middle) <u>C/O ZYMEWORKS INC.</u> <u>1385 WEST 8TH AVENUE, SUITE 540</u> (Street) <u>VANCOUVER A1 V6H 3V9</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Zymeworks Inc. [ZYME]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/06/2019</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/06/2019		M		6,704	A	\$2.66 ⁽¹⁾	7,905	D	
Common Stock	05/06/2019		S		6,704	D	\$19.2206 ⁽²⁾	1,201	D	
Common Stock	05/06/2019		M		8,380	A	\$3.53 ⁽³⁾	9,581	D	
Common Stock	05/06/2019		S		1,604	D	\$19.2506 ⁽⁴⁾	7,977	D	
Common Stock								700	I	Held by spouse

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$2.66 ⁽¹⁾	05/06/2019		M			6,704	07/01/2008 ⁽⁵⁾	07/01/2019	Common Shares	6,704	\$0.00	0	D	
Stock Option (Right to Buy)	\$3.53 ⁽³⁾	05/06/2019		M			8,380	07/01/2010 ⁽⁶⁾	06/30/2019	Common Shares	8,380	\$0.00	0	D	

Explanation of Responses:

- The exercise price of the stock option is CAD3.58. The U.S. dollar equivalent of the exercise price is \$2.66 using the Bank of Canada exchange rate for May 6, 2019 (CAD1.00 = \$0.7432).
- The shares were sold in multiple transactions and the price reported is a weighted average. The sale prices ranged from \$19.07 to \$19.48. The reporting person undertakes to provide the issuer, any security holder of the issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The exercise price of the stock option is CAD4.75. The U.S. dollar equivalent of the exercise price is \$3.53 using the Bank of Canada exchange rate for May 6, 2019 (CAD1.00 = \$0.7432).
- The shares were sold in multiple transactions and the price reported is a weighted average. The sale prices ranged from \$19.13 to \$19.365. The reporting person undertakes to provide the issuer, any security holder of the issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Stock options vest as follows: (i) 25% of underlying shares on first anniversary of grant date of July 1, 2007, and (ii) remainder of underlying shares in 36 equal monthly installments on last day of month following first anniversary of grant date.
- Stock options vest as follows: (i) 25% of underlying shares on first anniversary of grant date of July 1, 2009, and (ii) remainder of underlying shares in 36 equal monthly installments on last day of month following first anniversary of grant date.

Remarks:

/s/ Daniel Dex, Attorney-in-Fact 05/08/2019

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

