

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Astle Christopher</u>  (Last) (First) (Middle) <u>C/O ZYMEWORKS INC.</u> <u>108 PATRIOT DRIVE, SUITE A</u>  (Street) <u>MIDDLETOWN DE 19709</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 <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <u>SVP &amp; Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/12/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>12/14/2022</u>	

**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	12/12/2022		M <sup>(1)</sup>		1,550	A	\$0.00	2,220	D	
Common Stock	12/12/2022		S <sup>(2)</sup>		887	D	\$6.01 <sup>(3)</sup>	1,333	D	

**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
Restricted Stock Unit	(4)	12/12/2022		M			1,550	(5)	(5)	Common Shares	1,550	\$0.00	1,550	D	

**Explanation of Responses:**

- Represents shares of common stock issued upon vesting of one half of the restricted stock units ("RSUs") granted on December 10, 2021.
- Represents shares of common stock sold to cover tax withholding obligations and other applicable fees in connection with the vesting of RSUs. Pursuant to the terms of the applicable RSU grant agreement (the "Grant Agreement"), effective on the grant date of the RSUs, the Reporting Person adopted a 10b5-1 plan pursuant to which the Reporting Person elected to sell shares to cover tax withholding obligations and other applicable fees in accordance with the terms of the Grant Agreement.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$5.99 to \$6.035, inclusive. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- Each RSU represents the contingent right to receive, upon vesting of the RSU, one share of the Issuer's common stock.
- The RSUs were granted on December 10, 2021 and vest in two equal annual instalments beginning on December 12, 2022.

**Remarks:**

This Amendment is being filed solely to include Exhibit 24 - Power of Attorney, which was inadvertently omitted in the Form 4 filed December 14, 2022. Exhibit List - Exhibit 24 - Power of Attorney. On October 13, 2022, the Issuer (formerly Zymeworks Delaware Inc., a Delaware corporation) became the successor issuer of Zymeworks BC Inc. (formerly Zymeworks Inc., a corporation continued under the Business Corporations Act (British Columbia)) pursuant to Rule 12g-3 of the Securities Exchange Act of 1934, as amended. On such date the Issuer completed a series of transactions, including a redomicile, pursuant to a statutory plan of arrangement under Section 288 of the Business Corporations Act (British Columbia), as a result of which common shares of Zymeworks BC Inc. were exchanged for either shares of common stock of the Issuer or exchangeable shares issued by Zymeworks ExchangeCo Ltd., an indirect subsidiary of the Issuer.

/s/ Daniel Dex, Attorney-in-Fact 12/23/2022  
 \*\* 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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Zymeworks Delaware Inc. (the "Company"), hereby constitutes and appoints Daniel Dex and each of the responsible attorneys and paralegals of Wilson Sonsini Goodrich & Rosati, Professional Corporation, the undersigned's true and lawful attorney-in-fact to:

1. complete and execute Forms ID, 3,4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms ID, 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of July 13, 2022.

Signature: /s/ Christopher Astle

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