
**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 4, 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:

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

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 8.01 OTHER EVENTS

Zymeworks Inc. (the “Company”) is filing this Current Report on Form 8-K to provide a copy of the legal opinion of Blake, Cassels & Graydon LLP relating to the legality of the Company’s common shares, no par value per share, to be offered and sold pursuant the Company’s Registration Statement on Form S-3ASR (No. 333-234517) and the related prospectus supplement, dated December 4, 2020, and filed with the U.S. Securities and Exchange Commission pursuant to Rule 424 under the Securities Act.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
5.1	Legal Opinion of Blake, Cassels & Graydon LLP
23.1	Consent of Blake, Cassels & Graydon LLP (included in Exhibit 5.1)
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: December 4, 2020

By: /s/ Neil Klompas

Name: Neil Klompas

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



Blake, Cassels & Graydon LLP
 Barristers & Solicitors
 Patent & Trade-mark Agents
 595 Burrard Street, P.O. Box 49314
 Suite 2600, Three Bentall Centre
 Vancouver BC V7X 1L3 Canada
 Tel: 604-631-3300 Fax: 604-631-3309

December 4, 2020

Reference: 99493/1

Zymeworks Inc.
 540 – 1385 West 8th Avenue
 Vancouver, BC V6H 3V9
 Canada

RE: Registration Statement on Form S-3ASR of Zymeworks Inc.

We have acted as Canadian counsel to Zymeworks Inc. (the “**Company**”), a company continued under the laws of British Columbia, in connection with the registration of 6,950,433 common shares in the capital of the Company (the “**Registered Shares**”), pursuant to a registration statement on Form S-3ASR (Registration No. 333-234517) (the “**Registration Statement**”), filed by the Company with the Securities and Exchange Commission (the “**SEC**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), the prospectus included in the Registration Statement (the “**Base Prospectus**”), and the prospectus supplement related to the Registered Shares filed by the Company with the SEC pursuant to Rule 424(b) promulgated under the Securities Act (the “**Prospectus Supplement**” and, together with the Base Prospectus, the “**Prospectus**”). We understand that the Registered Shares consist of 1,708,472 common shares (the “**Shares**”) and 5,241,961 common shares issuable upon the exercise of pre-funded warrants (the “**Pre-Funded Warrants**”) to purchase up to 5,241,961 common shares (the “**Warrant Shares**”). We also understand that the Registered Shares are to be resold from time to time by the shareholders of the Company identified in the Prospectus Supplement.

In connection with giving this opinion, we have examined the Registration Statement (including exhibits thereto) and the Prospectus. We have also examined originals, certified or otherwise identified to our satisfaction, of such public and corporate records, certificates, instruments and other documents as we have considered necessary in order to express the opinion set out below. With respect to the accuracy of factual matters material to this opinion, we have relied upon certificates or comparable documents and representations of public officials and of officers and representatives of the Company.

In giving this opinion, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies, certified or otherwise identified to our satisfaction. We have also considered such questions of law as we have deemed relevant and necessary as a basis for the opinion hereinafter expressed.

The opinion expressed herein is limited to matters governed by the laws of the Province of British Columbia and the laws of Canada applicable therein.

Based and relying upon and subject to the foregoing, we are of the opinion that:

1. The Shares have been duly authorized by the Company and are validly issued, fully paid and non-assessable shares in the capital of the Company.
2. Upon receipt by the Company of the payment of the exercise price for the Pre-Funded Warrants as provided for in the warrant certificate representing such Pre-Funded Warrants, the Warrant Shares will have been validly issued by the Company as fully paid and non-assessable shares in the capital of the Company.



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We hereby consent to the reference to our firm under the caption "Legal Matters" in the Prospectus and to the filing of this opinion letter as an exhibit to a Current Report on Form 8-K to be filed by the Company with the SEC for incorporation by reference into the Registration Statement.

This opinion is effective as at the date hereof and is based upon laws in effect and facts in existence as at the date hereof. We express no opinion as to the effect of future laws or judicial decisions on the subject matter hereof, nor do we undertake any duty to modify this opinion to reflect subsequent facts or developments concerning the Company or developments in the law occurring after the date hereof.

Yours truly,

/s/ Blake, Cassels & Graydon LLP

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