

**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): May 29, 2019**

**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)

**47-2569713**  
(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
<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.

**Item 8.01 OTHER EVENTS**

The following information is filed pursuant to Item 8.01, "Other Events."

On May 29, 2019, Zymeworks Inc. ("Zymeworks") issued a press release announcing that it has earned a milestone payment from Merck (known as MSD outside the US and Canada) achieved under the companies' 2014 research and license agreement. Zymeworks will receive US\$2.0 million in connection with Merck's completion of a late-stage preclinical study for a bispecific antibody candidate using Zymeworks' proprietary Azymetric™ and EFECT™ therapeutic platforms. A copy of this press release is filed as exhibit 99.1 hereto.

**Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS****(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release issued by Zymeworks Inc. on May 29, 2019</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**ZYMEWORKS INC.**

\_\_\_\_\_  
(Registrant)

Date: May 29, 2019

By: /s/ Neil Klompas

Name: Neil Klompas

Title: Chief Financial Officer



### **Zymeworks Earns Milestone Payment in Merck Collaboration**

**Vancouver, Canada (May 29, 2019)** – Zymeworks Inc. (NYSE/TSX: ZYME), a clinical-stage biopharmaceutical company developing multifunctional biotherapeutics, today announced that it has earned a milestone payment from Merck (known as MSD outside the US and Canada) achieved under the companies' 2014 research and license agreement. Zymeworks will receive US\$2.0 million in connection with Merck's completion of a late-stage preclinical study for a bispecific antibody candidate using Zymeworks' proprietary Azymetric™ and EFECT™ therapeutic platforms.

“Merck's completion of this milestone is great news,” said Ali Tehrani, Ph.D., President and CEO of Zymeworks. “We believe this accomplishment from another one of our long-term partners provides additional evidence of the potential of our bispecific antibody technology. We expect similar advancements from our other partners' therapeutic programs in the years ahead.”

Under the terms of the research and license agreement, Zymeworks has granted Merck a worldwide, royalty-bearing license to research, develop and commercialize certain bispecific therapeutic candidates toward Merck's therapeutic targets for which Zymeworks is eligible to receive additional development and commercial milestone payments as well as tiered royalties on product sales.

#### **About the Azymetric™ Platform**

The Azymetric platform enables the transformation of monospecific antibodies into bispecific antibodies, giving the antibodies the ability to simultaneously bind two different targets. Azymetric bispecific technology enables the development of multifunctional biotherapeutics that can block multiple signaling pathways, recruit immune cells to tumors, enhance receptor clustering degradation, and increase tumor-specific targeting. These features are intended to enhance efficacy while reducing toxicities and the potential for drug resistance. Azymetric bispecifics have been engineered to retain the desirable drug-like qualities of naturally occurring antibodies, including low immunogenicity, long half-life and high stability. In addition, they are compatible with standard manufacturing processes with high yields and purity, potentially significantly reducing drug development costs and timelines.

#### **About the EFECT™ Platform**

The EFECT platform is a library of antibody Fc modifications engineered to modulate the activity of the antibody-mediated immune response, which includes both the up- and down-regulation of effector functions. This platform, which is compatible with traditional monoclonal as well as Azymetric bispecific antibodies, further enables the customization of therapeutic responses for different diseases.

#### **About Zymeworks Inc.**

Zymeworks is a clinical-stage biopharmaceutical company dedicated to the development of next-generation multifunctional biotherapeutics. The Company's suite of therapeutic platforms and its fully integrated drug development engine enable precise engineering of highly differentiated product candidates. Zymeworks' lead clinical candidate, ZW25, is a novel Azymetric™ bispecific antibody currently in Phase 2 clinical development. The Company's second clinical candidate, ZW49, is a bispecific antibody-drug conjugate currently in Phase 1 clinical development and combines the unique design and antibody framework of ZW25 with Zymeworks' proprietary ZymeLink™ cytotoxic payload. Zymeworks is also advancing a deep preclinical pipeline in immuno-oncology and other therapeutic areas. In addition, its therapeutic platforms are being leveraged through strategic partnerships with nine biopharmaceutical companies. For more information, visit [www.zymeworks.com](http://www.zymeworks.com).

### **Zymeworks Cautionary Note Regarding Zymeworks' Forward-Looking Statements**

This press release includes “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and “forward-looking information” within the meaning of Canadian securities laws, or collectively, forward-looking statements. Forward-looking statements in this news release include, but are not limited to, statements that relate to future development activities in accordance with the terms of Zymeworks' agreements with Merck and other corporate partners, advancements in Zymeworks' partners therapeutic programs, potential payments and/or royalties payable to Zymeworks under these agreements, the speed and outcome of drug development plans, Zymeworks' potential global growth, and other information that is not historical information. When used herein, words such as “enable”, “plan”, “expect”, “will”, “may”, “eligible to”, and similar expressions are intended to identify forward-looking statements. In addition, any statements or information that refer to expectations, beliefs, plans, projections, objectives, performance or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking. All forward-looking statements are based upon Zymeworks' current expectations and various assumptions. Zymeworks believes there is a reasonable basis for its expectations and beliefs, but they are inherently uncertain. Zymeworks may not realize its expectations, and its beliefs may not prove correct. Actual results could differ materially from those described or implied by such forward-looking statements as a result of various factors, including, without limitation, market conditions and the factors described under “Risk Factors” in Zymeworks' Quarterly Report on Form 10-Q for its fiscal quarter ended March 31, 2019 (a copy of which may be obtained at [www.sec.gov](http://www.sec.gov) and [www.sedar.com](http://www.sedar.com)). Consequently, forward-looking statements should be regarded solely as Zymeworks' current plans, estimates and beliefs. Investors should not place undue reliance on forward-looking statements. Zymeworks cannot guarantee future results, events, levels of activity, performance or achievements. Zymeworks does not undertake and specifically declines any obligation to update, republish, or revise any forward-looking statements to reflect new information, future events or circumstances or to reflect the occurrences of unanticipated events, except as may be required by law.

### **Contacts:**

#### **Zymeworks Inc.**

#### Investor Inquiries:

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